



Companies Act 2006

2006 CHAPTER 46

PART 13

RESOLUTIONS AND MEETINGS

CHAPTER 2

WRITTEN RESOLUTIONS

General provisions about written resolutions

288 Written resolutions of private companies

- (1) In the Companies Acts a “written resolution” means a resolution of a private company proposed and passed in accordance with this Chapter.
- (2) The following may not be passed as a written resolution—
 - (a) a resolution under section 168 removing a director before the expiration of his period of office;
 - (b) a resolution under section 510 removing an auditor before the expiration of his term of office.
- (3) A resolution may be proposed as a written resolution—
 - (a) by the directors of a private company (see section 291), or
 - (b) by the members of a private company (see sections 292 to 295).
- (4) References in enactments passed or made before this Chapter comes into force to—
 - (a) a resolution of a company in general meeting, or
 - (b) a resolution of a meeting of a class of members of the company,have effect as if they included references to a written resolution of the members, or of a class of members, of a private company (as appropriate).
- (5) A written resolution of a private company has effect as if passed (as the case may be)—

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: General provisions about written resolutions. (See end of Document for details)

- (a) by the company in general meeting, or
 - (b) by a meeting of a class of members of the company,
- and references in enactments passed or made before this section comes into force to a meeting at which a resolution is passed or to members voting in favour of a resolution shall be construed accordingly.

Commencement Information

- II** S. 288 wholly in force at 1.10.2007; s. 288 not in force at Royal Assent see s. 1300; s. 288 in force at 1.10.2007 by [S.I. 2007/2194](#), [art. 2\(1\)\(f\)](#) (with saving in [art. 12](#) and subject to transitional adaptations specified in [Sch. 1](#) and with transitional provisions and savings in [Sch. 3](#))

289 Eligible members

- (1) In relation to a resolution proposed as a written resolution of a private company, the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution (see section 290).
- (2) If the persons entitled to vote on a written resolution change during the course of the day that is the circulation date of the resolution, the eligible members are the persons entitled to vote on the resolution at the time that the first copy of the resolution is sent or submitted to a member for his agreement.

Commencement Information

- I2** S. 289 wholly in force at 1.10.2007; s. 289 not in force at Royal Assent see s. 1300; s. 289 in force at 1.10.2007 by [S.I. 2007/2194](#), [art. 2\(1\)\(f\)](#) (with saving in [art. 12](#) and subject to transitional adaptations specified in [Sch. 1](#) and with transitional provisions and savings in [Sch. 3](#))

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 2006, Cross Heading:
General provisions about written resolutions.