



# Companies Act 2006

## 2006 CHAPTER 46

### PART 13

#### RESOLUTIONS AND MEETINGS

#### CHAPTER 3

#### RESOLUTIONS AT MEETINGS

#### *Calling meetings*

### **302 Directors' power to call general meetings**

The directors of a company may call a general meeting of the company.

#### **Commencement Information**

- II** S. 302 wholly in force at 1.10.2007; s. 302 not in force at Royal Assent see s. 1300; s. 302 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](#))

### **303 Members' power to require directors to call general meeting**

- (1) The members of a company may require the directors to call a general meeting of the company.
- (2) The directors are required to call a general meeting once the company has received requests to do so from—
  - (a) members representing at least [<sup>F1</sup>5%] of such of the paid-up capital of the company as carries the right of voting at general meetings of the company (excluding any paid-up capital held as treasury shares); or

*Status: Point in time view as at 06/04/2022.*

*Changes to legislation: Companies Act 2006, Cross Heading: Calling meetings is up to date with all changes known to be in force on or before 27 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- (b) in the case of a company not having a share capital, members who represent at least [<sup>F1</sup>15%] of the total voting rights of all the members having a right to vote at general meetings.
- (3) <sup>F2</sup> .....
- (4) A request—
  - (a) must state the general nature of the business to be dealt with at the meeting, and
  - (b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting.
- (5) A resolution may properly be moved at a meeting unless—
  - (a) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise),
  - (b) it is defamatory of any person, or
  - (c) it is frivolous or vexatious.
- (6) A request—
  - (a) may be in hard copy form or in electronic form, and
  - (b) must be authenticated by the person or persons making it.

#### Textual Amendments

- F1** Words in s. 303(2)(a)(b) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 4\(2\)](#) (with application as stated in [reg. 1\(2\)](#))
- F2** S. 303(3) omitted (3.8.2009) by virtue of [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 4\(3\)](#) (with application as stated in [reg. 1\(2\)](#))

#### Commencement Information

- I2** S. 303 wholly in force at 1.10.2007; s. 303 not in force at Royal Assent see s. 1300; s. 303 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](#))

### 304 Directors' duty to call meetings required by members

- (1) Directors required under section 303 to call a general meeting of the company must call a meeting—
  - (a) within 21 days from the date on which they become subject to the requirement, and
  - (b) to be held on a date not more than 28 days after the date of the notice convening the meeting.
- (2) If the requests received by the company identify a resolution intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.
- (3) The business that may be dealt with at the meeting includes a resolution of which notice is given in accordance with this section.
- (4) If the resolution is to be proposed as a special resolution, the directors are treated as not having duly called the meeting if they do not give the required notice of the resolution in accordance with section 283.

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#### Commencement Information

- I3** S. 304 wholly in force at 1.10.2007; s. 304 not in force at Royal Assent see s. 1300; s. 304 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](#))

### 305 Power of members to call meeting at company's expense

- (1) If the directors—
- (a) are required under section 303 to call a meeting, and
  - (b) do not do so in accordance with section 304,
- the members who requested the meeting, or any of them representing more than one half of the total voting rights of all of them, may themselves call a general meeting.
- (2) Where the requests received by the company included the text of a resolution intended to be moved at the meeting, the notice of the meeting must include notice of the resolution.
- (3) The meeting must be called for a date not more than three months after the date on which the directors become subject to the requirement to call a meeting.
- (4) The meeting must be called in the same manner, as nearly as possible, as that in which meetings are required to be called by directors of the company.
- (5) The business which may be dealt with at the meeting includes a resolution of which notice is given in accordance with this section.
- (6) Any reasonable expenses incurred by the members requesting the meeting by reason of the failure of the directors duly to call a meeting must be reimbursed by the company.
- (7) Any sum so reimbursed shall be retained by the company out of any sums due or to become due from the company by way of fees or other remuneration in respect of the services of such of the directors as were in default.

#### Commencement Information

- I4** S. 305 wholly in force at 1.10.2007; s. 305 not in force at Royal Assent see s. 1300; s. 305 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](#))

### 306 Power of court to order meeting

- (1) This section applies if for any reason it is impracticable—
- (a) to call a meeting of a company in any manner in which meetings of that company may be called, or
  - (b) to conduct the meeting in the manner prescribed by the company's articles or this Act.
- (2) The court may, either of its own motion or on the application—
- (a) of a director of the company, or
  - (b) of a member of the company who would be entitled to vote at the meeting,

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order a meeting to be called, held and conducted in any manner the court thinks fit.

- (3) Where such an order is made, the court may give such ancillary or consequential directions as it thinks expedient.
- (4) Such directions may include a direction that one member of the company present at the meeting be deemed to constitute a quorum.
- (5) A meeting called, held and conducted in accordance with an order under this section is deemed for all purposes to be a meeting of the company duly called, held and conducted.

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**Commencement Information**

- I5** S. 306 wholly in force at 1.10.2007; s. 306 not in force at Royal Assent see s. 1300; s. 306 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](#))

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