



# Companies Act 2006

## 2006 CHAPTER 46

### PART 13

#### RESOLUTIONS AND MEETINGS

#### CHAPTER 3

#### RESOLUTIONS AT MEETINGS

#### *Procedure at meetings*

#### **318 Quorum at meetings**

- (1) In the case of a company limited by shares or guarantee and having only one member, one qualifying person present at a meeting is a quorum.
- (2) In any other case, subject to the provisions of the company's articles, two qualifying persons present at a meeting are a quorum, unless—
  - (a) each is a qualifying person only because he is authorised under section 323 to act as the representative of a corporation in relation to the meeting, and they are representatives of the same corporation; or
  - (b) each is a qualifying person only because he is appointed as proxy of a member in relation to the meeting, and they are proxies of the same member.
- (3) For the purposes of this section a “qualifying person” means—
  - (a) an individual who is a member of the company,
  - (b) a person authorised under section 323 (representation of corporations at meetings) to act as the representative of a corporation in relation to the meeting, or
  - (c) a person appointed as proxy of a member in relation to the meeting.

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: Companies Act 2006, Cross Heading: Procedure at meetings is up to date with all changes known to be in force on or before 25 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)*

#### Commencement Information

- II** S. 318 wholly in force at 1.10.2007; s. 318 not in force at Royal Assent see s. 1300; s. 318 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](#))

### 319 Chairman of meeting

- (1) A member may be elected to be the chairman of a general meeting by a resolution of the company passed at the meeting.
- (2) Subsection (1) is subject to any provision of the company's articles that states who may or may not be chairman.

#### Commencement Information

- I2** S. 319 wholly in force at 1.10.2007; s. 319 not in force at Royal Assent see s. 1300; s. 319 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](#))

### [<sup>F1</sup>319A Traded companies: questions at meetings

- (1) At a general meeting of a traded company, the company must cause to be answered any question relating to the business being dealt with at the meeting put by a member attending the meeting.
- (2) No such answer need be given—
  - (a) if to do so would—
    - (i) interfere unduly with the preparation for the meeting, or
    - (ii) involve the disclosure of confidential information;
  - (b) if the answer has already been given on a website in the form of an answer to a question; or
  - (c) if it is undesirable in the interests of the company or the good order of the meeting that the question be answered.]

#### Textual Amendments

- F1** S. 319A inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 12\(1\)](#) (with application as stated in [reg. 1\(2\)](#))

### 320 Declaration by chairman on a show of hands

- (1) On a vote on a resolution at a meeting on a show of hands, a declaration by the chairman that the resolution—
  - (a) has or has not been passed, or
  - (b) passed with a particular majority,
 is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

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- (2) An entry in respect of such a declaration in minutes of the meeting recorded in accordance with section 355 is also conclusive evidence of that fact without such proof.
- (3) This section does not have effect if a poll is demanded in respect of the resolution (and the demand is not subsequently withdrawn).

#### Commencement Information

**I3** S. 320 wholly in force at 1.10.2007; s. 320 not in force at Royal Assent see s. 1300; s. 320 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](#))

### 321 Right to demand a poll

- (1) A provision of a company's articles is void in so far as it would have the effect of excluding the right to demand a poll at a general meeting on any question other than—
  - (a) the election of the chairman of the meeting, or
  - (b) the adjournment of the meeting.
- (2) A provision of a company's articles is void in so far as it would have the effect of making ineffective a demand for a poll on any such question which is made—
  - (a) by not less than 5 members having the right to vote on the resolution; or
  - (b) by a member or members representing not less than 10% of the total voting rights of all the members having the right to vote on the resolution (excluding any voting rights attached to any shares in the company held as treasury shares); or
  - (c) by a member or members holding shares in the company conferring a right to vote on the resolution, being shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right (excluding shares in the company conferring a right to vote on the resolution which are held as treasury shares).

#### Commencement Information

**I4** S. 321 wholly in force at 1.10.2007; s. 321 not in force at Royal Assent see s. 1300; s. 321 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](#))

### 322 Voting on a poll

On a poll taken at a general meeting of a company, a member entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

#### Commencement Information

**I5** S. 322 wholly in force at 1.10.2007; s. 322 not in force at Royal Assent see s. 1300; s. 322 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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### [<sup>F2</sup>322A Voting on a poll: votes cast in advance

- (1) A company's articles may contain provision to the effect that on a vote on a resolution on a poll taken at a meeting, the votes may include votes cast in advance.
- (2) In the case of a traded company any such provision in relation to voting at a general meeting may be made subject only to such requirements and restrictions as are—
  - (a) necessary to ensure the identification of the person voting, and
  - (b) proportionate to the achievement of that objective.

Nothing in this subsection affects any power of a company to require reasonable evidence of the entitlement of any person who is not a member to vote.
- (3) Any provision of a company's articles is void in so far as it would have the effect of requiring any document casting a vote in advance to be received by the company or another person earlier than the following time—
  - (a) in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll;
  - (b) in the case of any other poll, 48 hours before the time for holding the meeting or adjourned meeting.
- (4) In calculating the periods mentioned in subsection (3), no account is to be taken of any part of a day that is not a working day.]

#### Textual Amendments

- F2** S. 322A inserted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 5\(1\)](#) (with application as stated in [reg. 1\(2\)](#))

### 323 Representation of corporations at meetings

- (1) If a corporation (whether or not a company within the meaning of this Act) is a member of a company, it may by resolution of its directors or other governing body authorise a person or persons to act as its representative or representatives at any meeting of the company.
- [<sup>F3</sup>(2) A person authorised by a corporation is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the company. Where a corporation authorises more than one person, this subsection is subject to subsections (3) and (4).
- (3) On a vote on a resolution on a show of hands at a meeting of the company, each authorised person has the same voting rights as the corporation would be entitled to.
- (4) Where subsection (3) does not apply and more than one authorised person purport to exercise a power under subsection (2) in respect of the same shares—
  - (a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way;
  - (b) if they do not purport to exercise the power in the same way as each other, the power is treated as not exercised.]

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### Textual Amendments

- F3** S. 323(2)-(4) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 6** (with application as stated in [reg. 1\(2\)](#))

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### Modifications etc. (not altering text)

- C1** S. 323 applied (with modifications) (15.12.2007) by [The Companies \(Cross-Border Mergers\) Regulations 2007 \(S.I. 2007/2974\)](#), **reg. 11(3)**
- C2** S. 323 applied (with effect as mentioned in rule 3 of the amending S.I.) (30.11.2007) by [The PPP Administration Order Rules 2007 \(S.I. 2007/3141\)](#), **rule 88(1)**
- C3** S. 323 applied (1.11.2009) by [The Water Industry \(Special Administration\) Rules 2009 \(S.I. 2009/2477\)](#), **rule 67** (with [rules 3\(2\), 4](#))
- C4** S. 323 modified (7.6.2013) by [The Energy Supply Company Administration \(Scotland\) Rules 2013 \(S.I. 2013/1047\)](#), **rules 1, 20(3)** (with [rule 3](#))

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### Commencement Information

- I6** S. 323 wholly in force at 1.10.2007; s. 323 not in force at Royal Assent see s. 1300; s. 323 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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