



Companies Act 2006

2006 CHAPTER 46

PART 9

EXERCISE OF MEMBERS' RIGHTS

Information rights

146 Traded companies: nomination of persons to enjoy information rights

- (1) This section applies to a company whose shares are admitted to trading on a regulated market.
- (2) A member of such a company who holds shares on behalf of another person may nominate that person to enjoy information rights.
- (3) “Information rights” means—
 - (a) the right to receive a copy of all communications that the company sends to its members generally or to any class of its members that includes the person making the nomination, and
 - (b) the rights conferred by—
 - (i) section 431 or 432 (right to require copies of accounts and reports), and
 - (ii) section 1145 (right to require hard copy version of document or information provided in another form).
- (4) The reference in subsection (3)(a) to communications that a company sends to its members generally includes the company's annual accounts and reports.

For the application of section 426 (option to provide summary financial statement) in relation to a person nominated to enjoy information rights, see subsection (5) of that section.

- (5) A company need not act on a nomination purporting to relate to certain information rights only.

Status: Point in time view as at 01/10/2007.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: Information rights. (See end of Document for details)

Commencement Information

- II** S. 146 wholly in force at 1.10.2007; s. 146 not in force at Royal Assent see s. 1300; s. 146 in force at 1.10.2007 by S.I. 2007/2194, art. 2(1)(c) (with savings in art. 12 and with transitional provisions and savings in Sch. 3 and subject to transitional adaptations specified in Sch. 1)

147 Information rights: form in which copies to be provided

- (1) This section applies as regards the form in which copies are to be provided to a person nominated under section 146 (nomination of person to enjoy information rights).
- (2) If the person to be nominated wishes to receive hard copy communications, he must—
 - (a) request the person making the nomination to notify the company of that fact, and
 - (b) provide an address to which such copies may be sent.

This must be done before the nomination is made.
- (3) If having received such a request the person making the nomination—
 - (a) notifies the company that the nominated person wishes to receive hard copy communications, and
 - (b) provides the company with that address,

the right of the nominated person is to receive hard copy communications accordingly.
- (4) This is subject to the provisions of Parts 3 and 4 of Schedule 5 (communications by company) under which the company may take steps to enable it to communicate in electronic form or by means of a website.
- (5) If no such notification is given (or no address is provided), the nominated person is taken to have agreed that documents or information may be sent or supplied to him by the company by means of a website.
- (6) That agreement—
 - (a) may be revoked by the nominated person, and
 - (b) does not affect his right under section 1145 to require a hard copy version of a document or information provided in any other form.

Commencement Information

- I2** S. 147 wholly in force at 1.10.2007; s. 147 not in force at Royal Assent see s. 1300; s. 147 in force at 1.10.2007 by S.I. 2007/2194, art. 2(1)(c) (with savings in art. 12 and with transitional provisions and savings in Sch. 3 and subject to transitional adaptations specified in Sch. 1)

148 Termination or suspension of nomination

- (1) The following provisions have effect in relation to a nomination under section 146 (nomination of person to enjoy information rights).
- (2) The nomination may be terminated at the request of the member or of the nominated person.

Status: Point in time view as at 01/10/2007.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: Information rights. (See end of Document for details)

- (3) The nomination ceases to have effect on the occurrence in relation to the member or the nominated person of any of the following—
- (a) in the case of an individual, death or bankruptcy;
 - (b) in the case of a body corporate, dissolution or the making of an order for the winding up of the body otherwise than for the purposes of reconstruction.
- (4) In subsection (3)—
- (a) the reference to bankruptcy includes—
 - (i) the sequestration of a person's estate, and
 - (ii) a person's estate being the subject of a protected trust deed (within the meaning of the Bankruptcy (Scotland) Act 1985 (c. 66)); and
 - (b) the reference to the making of an order for winding up is to—
 - (i) the making of such an order under the Insolvency Act 1986 (c. 45) or the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)), or
 - (ii) any corresponding proceeding under the law of a country or territory outside the United Kingdom.
- (5) The effect of any nominations made by a member is suspended at any time when there are more nominated persons than the member has shares in the company.
- (6) Where—
- (a) the member holds different classes of shares with different information rights, and
 - (b) there are more nominated persons than he has shares conferring a particular right,
- the effect of any nominations made by him is suspended to the extent that they confer that right.
- (7) Where the company—
- (a) enquires of a nominated person whether he wishes to retain information rights, and
 - (b) does not receive a response within the period of 28 days beginning with the date on which the company's enquiry was sent,
- the nomination ceases to have effect at the end of that period.
- Such an enquiry is not to be made of a person more than once in any twelve-month period.
- (8) The termination or suspension of a nomination means that the company is not required to act on it.
- It does not prevent the company from continuing to do so, to such extent or for such period as it thinks fit.

Commencement Information

I3 S. 148 wholly in force at 1.10.2007; s. 148 not in force at Royal Assent see s. 1300; s. 148 in force at 1.10.2007 by [S.I. 2007/2194](#), [art. 2\(1\)\(c\)](#) (with savings in [art. 12](#) and with transitional provisions and savings in [Sch. 3](#) and subject to transitional adaptations specified in [Sch. 1](#))

Status: Point in time view as at 01/10/2007.

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149 Information as to possible rights in relation to voting

- (1) This section applies where a company sends a copy of a notice of a meeting to a person nominated under section 146 (nomination of person to enjoy information rights)
- (2) The copy of the notice must be accompanied by a statement that—
 - (a) he may have a right under an agreement between him and the member by whom he was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting, and
 - (b) if he has no such right or does not wish to exercise it, he may have a right under such an agreement to give instructions to the member as to the exercise of voting rights.
- (3) Section 325 (notice of meeting to contain statement of member's rights in relation to appointment of proxy) does not apply to the copy, and the company must either—
 - (a) omit the notice required by that section, or
 - (b) include it but state that it does not apply to the nominated person.

Commencement Information

- I4** S. 149 wholly in force at 1.10.2007; s. 149 not in force at Royal Assent see s. 1300; s. 149 in force at 1.10.2007 by S.I. 2007/2194, art. 2(1)(c) (with savings in art. 12 and with transitional provisions and savings in Sch. 3 and subject to transitional adaptations specified in Sch. 1)

150 Information rights: status of rights

- (1) This section has effect as regards the rights conferred by a nomination under section 146 (nomination of person to enjoy information rights).
- (2) Enjoyment by the nominated person of the rights conferred by the nomination is enforceable against the company by the member as if they were rights conferred by the company's articles.
- (3) Any enactment, and any provision of the company's articles, having effect in relation to communications with members has a corresponding effect (subject to any necessary adaptations) in relation to communications with the nominated person.
- (4) In particular—
 - (a) where under any enactment, or any provision of the company's articles, the members of a company entitled to receive a document or information are determined as at a date or time before it is sent or supplied, the company need not send or supply it to a nominated person—
 - (i) whose nomination was received by the company after that date or time, or
 - (ii) if that date or time falls in a period of suspension of his nomination; and
 - (b) where under any enactment, or any provision of the company's articles, the right of a member to receive a document or information depends on the company having a current address for him, the same applies to any person nominated by him.
- (5) The rights conferred by the nomination—
 - (a) are in addition to the rights of the member himself, and

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- (b) do not affect any rights exercisable by virtue of any such provision as is mentioned in section 145 (provisions of company's articles as to enjoyment or exercise of members' rights).
- (6) A failure to give effect to the rights conferred by the nomination does not affect the validity of anything done by or on behalf of the company.
- (7) References in this section to the rights conferred by the nomination are to—
 - (a) the rights referred to in section 146(3) (information rights), and
 - (b) where applicable, the rights conferred by section 147(3) (right to hard copy communications) and section 149 (information as to possible voting rights).

Commencement Information

- I5** S. 150 wholly in force at 1.10.2007; s. 150 not in force at Royal Assent see s. 1300; s. 150 in force at 1.10.2007 by S.I. 2007/2194, art. 2(1)(c) (with savings in art. 12 and with transitional provisions and savings in Sch. 3 and subject to transitional adaptations specified in Sch. 1)

151 Information rights: power to amend

- (1) The Secretary of State may by regulations amend the provisions of sections 146 to 150 (information rights) so as to—
 - (a) extend or restrict the classes of companies to which section 146 applies,
 - (b) make other provision as to the circumstances in which a nomination may be made under that section, or
 - (c) extend or restrict the rights conferred by such a nomination.
- (2) The regulations may make such consequential modifications of any other provisions of this Part, or of any other enactment, as appear to the Secretary of State to be necessary.
- (3) Regulations under this section are subject to affirmative resolution procedure.

Commencement Information

- I6** S. 151 wholly in force at 1.10.2007; s. 151 not in force at Royal Assent see s. 1300; s. 151 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, art. 3(3) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5; s. 151 in force at 1.10.2007 by S.I. 2007/2194, art. 2(1)(c) (with savings in art. 12 and with transitional provisions and savings in Sch. 3 and subject to transitional adaptations specified in Sch. 1)

Status:

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Changes to legislation:

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Information rights.