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STATUTORY INSTRUMENTS

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**2011 No. 1606**

**The Companies (Reporting Requirements  
in Mergers and Divisions) Regulations 2011**

**PART 3**

**AMENDMENTS TO PART 27 OF THE COMPANIES ACT 2006**

**Circumstances in which meeting of members of transferee company not required (merger)**

**15.**—(1) Section 916 (circumstances in which meeting of members of transferee company not required (merger)) is amended as follows.

(2) For subsection (3) substitute—

“(3) The first condition is that either subsection (3A) or subsection (3B) is satisfied.

(3A) This subsection is satisfied if publication of notice of receipt of the draft terms by the registrar took place in respect of the transferee company at least one month before the date of the first meeting of members, or any class of members, of the transferor company summoned for the purpose of agreeing to the scheme.

(3B) This subsection is satisfied if—

- (a) the conditions in section 906A(2) to (4) are met in respect of the transferee company,
- (b) the registrar published the notice mentioned in subsection (4) of that section in the Gazette at least one month before the date of the first meeting of members, or any class of members, of the transferor company summoned for the purpose of agreeing to the scheme, and
- (c) the draft terms remained available on the website throughout the period beginning one month before, and ending on, that date.”.

(3) For subsection (4) substitute—

“(4) The second condition is that subsection (4A) or (4B) is satisfied for each of the documents listed in the applicable paragraphs of section 911(3)(a) to (f) relating to the transferee company and the transferor company (or, if there is more than one transferor company, each of them).

(4A) This subsection is satisfied for a document if the members of the transferee company were able during the period beginning one month before, and ending on, the date mentioned in subsection (3A) to inspect that document at the registered office of that company.

(4B) This subsection is satisfied for a document if—

- (a) the document is made available on a website which is maintained by or on behalf of the transferee company and identifies the company,
- (b) access to the document on the website is not conditional on the payment of a fee or otherwise restricted, and

(c) the document remains available on the website throughout the period beginning one month before, and ending on, the date mentioned in subsection (3A).

(4C) The third condition is that the members of the transferee company were able to obtain copies of the documents mentioned in subsection (4), or any part of those documents, on request and free of charge, throughout the period beginning one month before, and ending on, the date mentioned in subsection (3A).

(4D) For the purposes of subsection (4C)—

(a) section 911A(5) applies as it applies for the purposes of section 911(1)(b), and

(b) Part 4 of Schedule 5 (communications by means of a website) does not apply.”.

(4) In subsection (5) for “third” substitute “fourth”.