
STATUTORY INSTRUMENTS

2019 No. 138

The Further Education Bodies (Insolvency) Regulations 2019

PART 2

General modifications to relevant insolvency legislation

Meetings

5.—(1) Subject to paragraph (15), in sections 3(1), 84 and 100 of the Act, paragraph 62 of Schedule B1 and rules 2.33, 2.35, 2.36, 6.20 and 15.41 of the Rules, references to—

- (a) company meetings, or the company in general meeting;
- (b) meetings of members;
- (c) the summoning of such meetings; and
- (d) the voting procedures at such meetings

are to be read as references to the provisions for meetings set out in the statutory corporation's instrument of government and articles of government and any references to resolutions are to be read as references to the equivalent provisions set out in the instrument of government and articles of government.

(2) In the event that the statutory corporation has no provisions for meetings set out in its instrument of government and articles of government, the references set out at paragraph (1)(a) to (d) above in sections 3, 84 and 100 of the Act, paragraph 62 of Schedule B1 and rules 2.33, 2.35, 2.36, 6.20 and 15.41 of the Rules are to be read as references to meetings complying with paragraphs (3) to (13), and references to resolutions are to be read as references to a decision made under paragraph (9).

(3) A meeting must—

- (a) be called by the clerk to the statutory corporation; and
- (b) be quorate, within the meaning of paragraph (7).

(4) Paragraph (3)(a) does not apply where a meeting is called under section 3 of the Act, paragraph 62 of Schedule B1 or rule 15.41 of the Rules.

(5) A special meeting may be called at any time by the clerk to the statutory corporation at the written request of any five members.

(6) No longer than five clear business days' notice⁽²⁾ is to be given by the clerk of a special meeting.

(7) A meeting is quorate if at least 40% of the total number of members is present at the meeting.

(8) The members present at the meeting must elect one of their number to be the chair for the purposes of that meeting.

(9) Questions to be decided at a meeting must be decided by a majority of the votes cast by members present and entitled to vote on the question.

(1) Section 3 was amended by paragraph 3 of Schedule 9 to the Small Business, Enterprise and Employment Act 2015 (c. 26).

(2) "Business day" is defined in section 251 of the Insolvency Act 1986.

(10) Whether a member is entitled to vote on any question must be determined by the members present at the meeting in advance of any vote, excluding the member whose entitlement is to be determined.

(11) Where there is an equal division of votes on a question to be decided, the chair of the meeting is to have a second or casting vote.

(12) A member must not vote by proxy or in any way in their absence.

(13) A student member who is under the age of 18 is not entitled to vote at a meeting of a statutory corporation on any question concerning any proposal—

(a) for the expenditure of money by the statutory corporation; or

(b) under which the statutory corporation, or any of its members, would enter into any contract, or would incur any debt or liability, whether immediate, contingent or otherwise.

(14) References in the relevant insolvency legislation to a company passing a resolution at a meeting are to be read as including references to a vote validly passed at a meeting of a statutory corporation.

(15) Where a meeting is called under section 3 of the Act, paragraph 62 of Schedule B1 or rule 15.41 of the Rules, that meeting must be called by the person responsible for calling that meeting under the respective provision.