

SCHEDULES

SCHEDULE 15A

WRITTEN RESOLUTIONS OF PRIVATE COMPANIES

- F1** Order repealed (prosp.) by [Companies Act 2006 \(c. 46\)](#), ss. 1284(2), 1295, 1300(2), [Sch. 16](#) and the repeal being partly in force, as to which see individual Articles (with savings (with adaptations) by Companies Act 2006 (Commencement No. 6, Saving and Commencement Nos. 3 and 5 (Amendment)) Order 2008 (S.I. 2008/674), arts. 2(3), {4}, Sch. 2) and subject to amendments (6.4.2008) by [Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), arts. 2(2), 3(1)(b)(2), Sch. 1 paras. 135, 147, 148 {Sch. 2 Note 1} (with arts. 6, 11, 12) and subject to amendments (6.4.2008) by [S.R. 2008/133](#), {regs. 2, 3}

PART I

EXCEPTIONS

1. Article 389A does not apply to—
 - (a) a resolution under Article 311 removing a director before the expiration of his period of office, or
 - (b) a resolution under Article 339 removing an auditor before the expiration of his term of office.

PART II

ADAPTATION OF PROCEDURAL REQUIREMENTS

Introductory

- 2.—(1) In this Part (which adapts certain requirements of this Order in relation to proceedings under Article 389A)—
 - (a) a “written resolution” means a resolution agreed to, or proposed to be agreed to, in accordance with that Article, and
 - (b) a “relevant member” means a member by whom, or on whose behalf, the resolution is required to be signed in accordance with that Article.
- (2) A written resolution is not effective if any of the requirements of this Part is not complied with.

Status: Point in time view as at 01/01/2006.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), SCHEDULE 15A. (See end of Document for details)

Article 105 (disapplication of pre-emption rights)

3.—(1) The following adaptations have effect in relation to a written resolution under Article 105(2) (disapplication of pre-emption rights), or renewing a resolution under that provision.

(2) So much of Article 105(5) as requires the circulation of a written statement by the directors with a notice of meeting does not apply, but such a statement must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

(3) Article 105(6) (offences) applies in relation to the inclusion in any such statement of matter which is misleading, false or deceptive in a material particular.

Article 165 (financial assistance for purchase of company's own shares or those of holding company)

4. In relation to a written resolution giving approval under Article 165(4) or (5) (financial assistance for purchase of company's own shares or those of holding company), Article 167(4)(a) (documents to be available at meeting) does not apply, but the documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

Articles 174, 175 and 177 (authority for off-market purchase or contingent purchase contract of company's own shares)

5.—(1) The following adaptations have effect in relation to a written resolution—

- (a) conferring authority to make an off-market purchase of the company's own shares under Article 174(2),
- (b) conferring authority to vary a contract for an off-market purchase of the company's own shares under Article 174(7), or
- (c) varying, revoking or renewing any such authority under Article 174(3).

(2) Article 174(5) (resolution ineffective if passed by exercise of voting rights by member holding shares to which the resolution relates) does not apply; but for the purposes of Article 389A(1) a member holding shares to which the resolution relates shall not be regarded as a member who would be entitled to attend and vote.

(3) Article 174(6) (documents to be available at company's registered office and at meeting) does not apply, but the documents referred to in that provision and, where that provision applies by virtue of Article 174(7), the further documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

(4) The above adaptations also have effect in relation to a written resolution in relation to which the provisions of Article 174(3) to (7) apply by virtue of—

- (a) Article 175(2) (authority for contingent purchase contract), or
- (b) Article 177(2) (approval of release of rights under contract approved under Article 174 or 175).

Article 183 (approval for payment out of capital)

6.—(1) The following adaptations have effect in relation to a written resolution giving approval under Article 183(2) (redemption or purchase of company's own shares out of capital).

(2) Article 184(2) (resolution ineffective if passed by exercise of voting rights by member holding shares to which the resolution relates) does not apply; but for the purposes of Article 389A(1) a member holding shares to which the resolution relates shall not be regarded as a member who would be entitled to attend and vote.

(3) Article 184(4) (documents to be available at meeting) does not apply, but the documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

Article 327 (approval of director's service contract)

7. In relation to a written resolution approving any such term as is mentioned in Article 327(1) (director's contract of employment for more than five years), Article 327(5) (documents to be available at company's registered office and at meeting) does not apply, but the documents referred to in that provision must be supplied to each relevant member at or before the time at which the resolution is supplied to him for signature.

Article 345 (funding of director's expenditure in performing his duties)

8. In relation to a written resolution giving approval under Article 345(3)(a) (funding a director's expenditure in performing his duties), the requirement of that provision that certain matters be disclosed at the meeting at which the resolution is passed does not apply, but those matters must be disclosed to each relevant member at or before the time at which the resolution is supplied to him for signature.

Status:

Point in time view as at 01/01/2006.

Changes to legislation:

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