

*These notes refer to the Companies Act 2006 (c.46)
which received Royal Assent on 8 November 2006*

COMPANIES ACT 2006

EXPLANATORY NOTES

COMMENTARY

Chapter 9: Supplementary Provisions

Section 255: Director “controlling” a body corporate

475. This section defines the circumstances in which a director is deemed to control a body corporate for the purposes of section 254. These circumstances involve two cumulative hurdles. First, the director or any other person connected with him must be interested in the equity share capital or be entitled to control some part of the voting power exercisable at any general meeting. Secondly, the director, fellow directors and other persons connected with him must be interested in more than 50% of the equity share capital or be entitled to control more than 50% of the voting power exercisable at any general meeting.
476. [Schedule 1](#) contains the rules for determining whether a person is “interested in shares” for this purpose.