

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

# COMPANIES ACT 2006

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## EXPLANATORY NOTES

### EXISTING LAW

#### *General provisions about resolutions at meetings*

#### *Section 301: Resolutions at general meetings*

545. This is a general provision about the circumstances in which resolutions at meetings are validly passed. It extends to all resolutions the principle in section 378(6) of the 1985 Act relating to special resolutions: that passing a resolution in a meeting is not just a question of obtaining the right majority but of using the correct procedures. An important difference from the position under section 378(6) is that, under this section, a resolution must be passed in accordance with the relevant provisions of the Bill and any additional requirements imposed by the company's articles. So, where there are mandatory provisions in the Bill (like those about proxies' rights to vote) these cannot be avoided by making alternative provision in the articles; and where provision is made about meetings in a company's articles, these must also be complied with.