

*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

#### *Notice of meetings*

#### ***Section 312: Resolution requiring special notice***

557. This section replaces section 379 of the 1985 Act setting out the requirements for special notice resolutions. It makes provision only in relation to resolutions passed at meetings. This is because the resolutions for which special notice is required are either resolutions that are not capable of being passed as written resolutions (in the case of sections 168 and 510) or in relation to which written resolutions have their own special procedure (see sections 514 and 515).
558. There is no change from the existing law whereby at least 28 days' notice must be given to the company of the intention to move a resolution requiring special notice. Where it is not practicable for the company to give members notice of such a resolution at the same time as it gives notice of the meeting at which the resolution is to be moved, the company must in future give at least 14 days' notice either by newspaper advertisement or by any other manner allowed by the articles.