



# Companies Act 2006

## 2006 CHAPTER 46

### PART 13

#### RESOLUTIONS AND MEETINGS

#### CHAPTER 1

##### GENERAL PROVISIONS ABOUT RESOLUTIONS

### 281 Resolutions

- (1) A resolution of the members (or of a class of members) of a private company must be passed—
  - (a) as a written resolution in accordance with Chapter 2, or
  - (b) at a meeting of the members (to which the provisions of Chapter 3 apply).
- (2) A resolution of the members (or of a class of members) of a public company must be passed at a meeting of the members (to which the provisions of Chapter 3 and, where relevant, Chapter 4 apply).
- (3) Where a provision of the Companies Acts—
  - (a) requires a resolution of a company, or of the members (or a class of members) of a company, and
  - (b) does not specify what kind of resolution is required,what is required is an ordinary resolution unless the company's articles require a higher majority (or unanimity).
- (4) Nothing in this Part affects any enactment or rule of law as to—
  - (a) things done otherwise than by passing a resolution,
  - (b) circumstances in which a resolution is or is not treated as having been passed, or
  - (c) cases in which a person is precluded from alleging that a resolution has not been duly passed.

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## 282 Ordinary resolutions

- (1) An ordinary resolution of the members (or of a class of members) of a company means a resolution that is passed by a simple majority.
- (2) A written resolution is passed by a simple majority if it is passed by members representing a simple majority of the total voting rights of eligible members (see Chapter 2).
- (3) A resolution passed at a meeting on a show of hands is passed by a simple majority if it is passed by [<sup>F1</sup>a simple majority of the votes cast by those entitled to vote]
- (4) A resolution passed on a poll taken at a meeting is passed by a simple majority if it is passed by members representing a simple majority of the total voting rights of members who (being entitled to do so) vote [<sup>F2</sup>in person, by proxy or in advance (see section 322A)] on the resolution.
- (5) Anything that may be done by ordinary resolution may also be done by special resolution.

### Textual Amendments

- F1** Words in s. 282(3) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 2(1)** (with application as stated in [reg. 1\(2\)](#))
- F2** Words in s. 282(4) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), **reg. 5(2)** (with application as stated in [reg. 1\(2\)](#))

## 283 Special resolutions

- (1) A special resolution of the members (or of a class of members) of a company means a resolution passed by a majority of not less than 75%.
- (2) A written resolution is passed by a majority of not less than 75% if it is passed by members representing not less than 75% of the total voting rights of eligible members (see Chapter 2).
- (3) Where a resolution of a private company is passed as a written resolution—
  - (a) the resolution is not a special resolution unless it stated that it was proposed as a special resolution, and
  - (b) if the resolution so stated, it may only be passed as a special resolution.
- (4) A resolution passed at a meeting on a show of hands is passed by a majority of not less than 75% if it is passed by [<sup>F3</sup>not less than 75% of the votes cast by those entitled to vote.]
- (5) A resolution passed on a poll taken at a meeting is passed by a majority of not less than 75% if it is passed by members representing not less than 75% of the total voting rights of the members who (being entitled to do so) vote [<sup>F4</sup>in person, by proxy or in advance (see section 322A)] on the resolution.
- (6) Where a resolution is passed at a meeting—
  - (a) the resolution is not a special resolution unless the notice of the meeting included the text of the resolution and specified the intention to propose the resolution as a special resolution, and

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- (b) if the notice of the meeting so specified, the resolution may only be passed as a special resolution.

#### Textual Amendments

- F3** Words in s. 283(4) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 2\(2\)](#) (with application as stated in [reg. 1\(2\)](#))
- F4** Words in s. 283(5) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 5\(2\)](#) (with application as stated in [reg. 1\(2\)](#))

## 284 Votes: general rules

- (1) On a vote on a written resolution—

- (a) in the case of a company having a share capital, every member has one vote in respect of each share or each £10 of stock held by him, and
- (b) in any other case, every member has one vote.

[<sup>F5</sup>(2) On a vote on a resolution on a show of hands at a meeting, each member present in person has one vote.]

- (3) On a vote on a resolution on a poll taken at a meeting—

- (a) in the case of a company having a share capital, every member has one vote in respect of each share or each £10 of stock held by him, and
- (b) in any other case, every member has one vote.

- (4) The provisions of this section have effect subject to any provision of the company's articles.

[<sup>F6</sup>(5) Nothing in this section is to be read as restricting the effect of—  
section 152 (exercise of rights by nominees),  
section 285 (voting by proxy),  
section 322 (exercise of voting rights on poll),  
section 322A (voting on a poll: votes cast in advance), or  
section 323 (representation of corporations at meetings).]

#### Textual Amendments

- F5** S. 284(2) substituted (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 2\(3\)](#) (with application as stated in [reg. 1\(2\)](#))
- F6** S. 284(5) added (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 2\(4\)](#) (with application as stated in [reg. 1\(2\)](#))

## [<sup>F7</sup>285 Voting by proxy

- (1) On a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote. This is subject to subsection (2).

- (2) On a vote on a resolution on a show of hands at a meeting, a proxy has one vote for and one vote against the resolution if—

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- (a) the proxy has been duly appointed by more than one member entitled to vote on the resolution, and
  - (b) the proxy has been instructed by one or more of those members to vote for the resolution and by one or more other of those members to vote against it.
- (3) On a poll taken at a meeting of a company all or any of the voting rights of a member may be exercised by one or more duly appointed proxies.
- (4) Where a member appoints more than one proxy, subsection (3) does not authorise the exercise by the proxies taken together of more extensive voting rights than could be exercised by the member in person.
- (5) Subsections (1) and (2) have effect subject to any provision of the company's articles.]

#### Textual Amendments

- F7** Ss. 285, 285A substituted for s. 285 (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 3](#) (with application as stated in [reg. 1\(2\)](#))

### [<sup>F8</sup>285A Voting rights on poll or written resolution

In relation to a resolution required or authorised by an enactment, if a private company's articles provide that a member has a different number of votes in relation to a resolution when it is passed as a written resolution and when it is passed on a poll taken at a meeting—

- (a) the provision about how many votes a member has in relation to the resolution passed on a poll is void, and
- (b) a member has the same number of votes in relation to the resolution when it is passed on a poll as the member has when it is passed as a written resolution.]

#### Textual Amendments

- F8** Ss. 285, 285A substituted for s. 285 (3.8.2009) by [The Companies \(Shareholders' Rights\) Regulations 2009 \(S.I. 2009/1632\)](#), [reg. 3](#) (with application as stated in [reg. 1\(2\)](#))

### 286 Votes of joint holders of shares

- (1) In the case of joint holders of shares of a company, only the vote of the senior holder who votes (and any proxies duly authorised by him) may be counted by the company.
- (2) For the purposes of this section, the senior holder of a share is determined by the order in which the names of the joint holders appear in the register of members.
- (3) Subsections (1) and (2) have effect subject to any provision of the company's articles.

### 287 Saving for provisions of articles as to determination of entitlement to vote

Nothing in this Chapter affects—

- (a) any provision of a company's articles—
  - (i) requiring an objection to a person's entitlement to vote on a resolution to be made in accordance with the articles, and

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- (ii) for the determination of any such objection to be final and conclusive,  
or
- (b) the grounds on which such a determination may be questioned in legal proceedings.

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