

Status: Point in time view as at 01/10/2007.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Part 4. (See end of Document for details)

SCHEDULES

SCHEDULE 5

COMMUNICATIONS BY A COMPANY

PART 4

COMMUNICATIONS BY MEANS OF A WEBSITE

Use of website

- 8 A document or information is validly sent or supplied by a company if it is made available on a website in accordance with this Part of this Schedule.

Commencement Information

- II** Sch. 5 para. 8 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(e) (subject to art. 5, Sch. 1) (with arts. 6, 8, Sch. 5)

Agreement to use of website

- 9 A document or information may only be sent or supplied by the company to a person by being made available on a website if the person—
- (a) has agreed (generally or specifically) that the document or information may be sent or supplied to him in that manner, or
 - (b) is taken to have so agreed under—
 - (i) paragraph 10 (members of the company etc), or
 - (ii) paragraph 11 (debenture holders),and has not revoked that agreement.

Commencement Information

- I2** Sch. 5 para. 9 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(e) (subject to art. 5, Sch. 1) (with arts. 6, 8, Sch. 5)

Deemed agreement of members of company etc to use of website

- 10 (1) This paragraph applies to a document or information to be sent or supplied to a person—
- (a) as a member of the company, or
 - (b) as a person nominated by a member in accordance with the company's articles to enjoy or exercise all or any specified rights of the member in relation to the company, or

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- (c) as a person nominated by a member under section 146 to enjoy information rights.
- (2) To the extent that—
- (a) the members of the company have resolved that the company may send or supply documents or information to members by making them available on a website, or
 - (b) the company's articles contain provision to that effect,
- a person in relation to whom the following conditions are met is taken to have agreed that the company may send or supply documents or information to him in that manner.
- (3) The conditions are that—
- (a) the person has been asked individually by the company to agree that the company may send or supply documents or information generally, or the documents or information in question, to him by means of a website, and
 - (b) the company has not received a response within the period of 28 days beginning with the date on which the company's request was sent.
- (4) A person is not taken to have so agreed if the company's request—
- (a) did not state clearly what the effect of a failure to respond would be, or
 - (b) was sent less than twelve months after a previous request made to him for the purposes of this paragraph in respect of the same or a similar class of documents or information.
- (5) Chapter 3 of Part 3 (resolutions affecting a company's constitution) applies to a resolution under this paragraph.

Commencement Information

I3 Sch. 5 para. 10 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(e) (subject to art. 5, Sch. 1) (with arts. 6, 8, Sch. 5)

Deemed agreement of debenture holders to use of website

- 11 (1) This paragraph applies to a document or information to be sent or supplied to a person as holder of a company's debentures.
- (2) To the extent that—
- (a) the relevant debenture holders have duly resolved that the company may send or supply documents or information to them by making them available on a website, or
 - (b) the instrument creating the debenture in question contains provision to that effect,
- a debenture holder in relation to whom the following conditions are met is taken to have agreed that the company may send or supply documents or information to him in that manner.
- (3) The conditions are that—
- (a) the debenture holder has been asked individually by the company to agree that the company may send or supply documents or information generally, or the documents or information in question, to him by means of a website, and

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- (b) the company has not received a response within the period of 28 days beginning with the date on which the company's request was sent.
- (4) A person is not taken to have so agreed if the company's request—
 - (a) did not state clearly what the effect of a failure to respond would be, or
 - (b) was sent less than twelve months after a previous request made to him for the purposes of this paragraph in respect of the same or a similar class of documents or information.
- (5) For the purposes of this paragraph—
 - (a) the relevant debenture holders are the holders of debentures of the company ranking *pari passu* for all purposes with the intended recipient, and
 - (b) a resolution of the relevant debenture holders is duly passed if they agree in accordance with the provisions of the instruments creating the debentures.

Commencement Information

- I4** Sch. 5 para. 11 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(e) (subject to art. 5, Sch. 1) (with arts. 6, 8, Sch. 5)

Availability of document or information

- 12 (1) A document or information authorised or required to be sent or supplied by means of a website must be made available in a form, and by a means, that the company reasonably considers will enable the recipient—
 - (a) to read it, and
 - (b) to retain a copy of it.
- (2) For this purpose a document or information can be read only if—
 - (a) it can be read with the naked eye, or
 - (b) to the extent that it consists of images (for example photographs, pictures, maps, plans or drawings), it can be seen with the naked eye.

Commencement Information

- I5** Sch. 5 para. 12 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(e) (subject to art. 5, Sch. 1) (with arts. 6, 8, Sch. 5)

Notification of availability

- 13 (1) The company must notify the intended recipient of—
 - (a) the presence of the document or information on the website,
 - (b) the address of the website,
 - (c) the place on the website where it may be accessed, and
 - (d) how to access the document or information.
- (2) The document or information is taken to be sent—
 - (a) on the date on which the notification required by this paragraph is sent, or
 - (b) if later, the date on which the document or information first appears on the website after that notification is sent.

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Commencement Information

- I6** Sch. 5 para. 13 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(e) (subject to art. 5, Sch. 1) (with arts. 6, 8, Sch. 5)

Period of availability on website

- 14 (1) The company must make the document or information available on the website throughout—
- (a) the period specified by any applicable provision of the Companies Acts, or
 - (b) if no such period is specified, the period of 28 days beginning with the date on which the notification required under paragraph 13 is sent to the person in question.
- (2) For the purposes of this paragraph, a failure to make a document or information available on a website throughout the period mentioned in sub-paragraph (1) shall be disregarded if—
- (a) it is made available on the website for part of that period, and
 - (b) the failure to make it available throughout that period is wholly attributable to circumstances that it would not be reasonable to have expected the company to prevent or avoid.

Commencement Information

- I7** Sch. 5 para. 14 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(e) (subject to art. 5, Sch. 1) (with arts. 6, 8, Sch. 5)

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