



Companies Act 2006

2006 CHAPTER 46

PART 13

RESOLUTIONS AND MEETINGS

CHAPTER 1

GENERAL PROVISIONS ABOUT RESOLUTIONS

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 [^{F1}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 [^{F2}in person, by proxy or in advance (see section 322A)] on the resolution.
- (6) Where a resolution is passed at a meeting—

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Section 283. (See end of Document for details)

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

Textual Amendments

- F1** 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\(2\)](#))
- F2** 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\(2\)](#))

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 2006, Section 283.