

Moratorium on certain restricted activities being carried on and applications to court to cancel special resolution

211. (1) This section shall apply unless the restricted activity—

(a) is to effect a merger; or

(b) has the authority of a special resolution referred to in section 202 (1)(a)(i) passed by the means provided under section 193.

(2) Unless one or more members who hold, or together hold, more than 90 per cent in nominal value of each class of issued shares of the company and entitled to vote at general meetings of the company have voted in favour of the special resolution referred to in section 202 (1)(a), the company shall not proceed to carry on the restricted activity—

(a) subject to paragraph (b), until the expiry of 30 days after the date on which the special resolution has been passed; or

(b) if an application under subsection (3) is made, until the application has been disposed of by the court (and then only (unless the application is withdrawn) to the extent, if any, that authority for its being proceeded with is provided by a confirmation of the special resolution by the court on that application).

(3) An application may be made to the court in accordance with this section for the cancellation of the special resolution.

(4) Subject to subsection (5), an application under subsection (3) may be made by one or more members who held, or together held, not less than 10 per cent in nominal value of the company's issued share capital, or any class thereof, at the date of the passing of the special resolution and hold, or together hold, not less than that percentage in nominal value of the foregoing on the date of the making of the application.

(5) An application shall not be made under subsection (3) by a person who has consented to, or voted in favour of, the special resolution.

(6) An application under subsection (3) shall be made within 30 days after the date on which the special resolution was passed and may be made on behalf of the persons entitled to make the application by such one or more of their number as they may appoint in writing for the purpose.

(7) On the hearing of an application under subsection (3), the court may, as it thinks fit—

(a) confirm the special resolution;

(b) confirm the special resolution as respects only specified parts or aspects of the restricted

activity to which it relates; or

(c) cancel the special resolution.