

Supplemental provisions in relation to section 194

195. (1) Section 194 does not apply to—

(a) a resolution to remove a director;

(b) a resolution to effect the removal of a statutory auditor from office, or so as not to continue him or her in office, as mentioned in section 382 (2), 383 (2)(b) or 394.

(2) Within 3 days after the date of the delivery to it of the documents referred to in subsection (3), the company shall notify every member of—

(a) the fact of the resolution concerned having been signed by the requisite majority of members (3) or (6), as the case may be); and

(b) the date that the resolution will, by virtue of section 194, be deemed to have been passed.

(3) The signatories of a resolution passed in accordance with section 194 (1) or (4) shall procure delivery to the company of the documents constituting the written resolution; without prejudice to the use of the other means of delivery generally permitted by this Act, such delivery may be effected by electronic mail or the use of a facsimile machine.

(4) The company shall retain those documents as if they constituted the minutes of the proceedings of a general meeting of the company; without prejudice to the requirement (1)) that the terms of the resolution concerned be entered in books kept for the purpose, the requirement under this subsection that the foregoing documents be retained shall be read as requiring those documents to be kept with the foregoing books.

(5) Unless and until subsection (3) is complied with, a resolution passed in accordance with section 194 (1) or (4) shall not have effect; however it is immaterial, as regards the resolution's validity, whether subsection (2) or (4) is complied with.

(6) Where subsection (10) of section 194 applies, the reference in subsection (5) to subsection (3) shall be read as including a reference to paragraph (c) of that subsection (10).

(7) If a company fails to comply with subsection (2), the company and any officer of it who is in default shall be guilty of a category 4 offence.