

## Unanimous written resolutions

193. (1) Notwithstanding any provision to the contrary in this Act—

(a) a resolution in writing signed by all the members of a company for the time being entitled to attend and vote on such resolution at a general meeting (or being bodies corporate by their duly appointed representatives) shall be as valid and effective for all purposes as if the resolution had been passed at a general meeting of the company duly convened and held; and

(b) if described as a special resolution shall be deemed to be a special resolution within the meaning of this Act.

(2) For the avoidance of doubt, the reference in subsection (1) to a provision to the contrary includes a reference to a provision that stipulates that the company in general meeting, or the members of the company in general meeting, must have passed the resolution concerned.

(3) A resolution passed in accordance with subsection (1) may consist of several documents in like form each signed by one or more members.

(4) A resolution passed in accordance with subsection (1) shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and, where the resolution states a date as being the date of his or her signature thereof by any member, the statement shall be prima facie evidence that it was signed by him or her on that date.

(5) If a resolution passed in accordance with subsection (1) is not contemporaneously signed, the company shall notify the members, within 21 days after the date of delivery to it of the documents referred to in subsection (6), of the fact that the resolution has been passed.

(6) The signatories of a resolution passed in accordance with subsection (1) shall, within 14 days after the date of its passing, 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.

(7) 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.

(8) It is immaterial, as regards the resolution's validity, whether subsection (5), (6) or (7) is complied with.

(9) If a company fails to comply with subsection (5), the company and any officer of it who is in default shall be guilty of a category 4 offence.

(10) If a signatory fails to take all reasonable steps to procure the delivery to the company, in accordance with subsection (6), of the documents referred to in that subsection, the signatory shall be guilty of a category 4 offence.

(11) This section 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.

(12) Nothing in this section affects any 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.