

Resolutions — ordinary resolutions, special resolutions, etc., — meaning

191. (1) In this Act “ordinary resolution” means a resolution passed by a simple majority of the votes cast by members of a company as, being entitled to do so, vote in person or by proxy at a general meeting of the company.

(2) In this Act “special resolution” means a resolution—

(a) that is referred to as such in this Act, or is required (whether by this Act or by a company's constitution or otherwise) to be passed as a special resolution; and

(b) that satisfies the condition specified in subsection (3); and

(c) without prejudice to subsections (4) and (5), as respects which notice of the meeting at which the resolution is proposed to be passed has been given in accordance with section 181 (1)(a) and (5).

(3) The condition referred to in subsection (2)(b) is that the resolution is passed by not less than 75 per cent of the votes cast by such members of the company concerned as, being entitled to do so, vote in person or by proxy at a general meeting of it.

(4) Notwithstanding section 181 (1)(a), for the purposes of subsection (2)(c) a resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given if it is so agreed by a majority in number of the members having the right to attend and vote at any such meeting, being a majority either—

(a) together holding not less than 90 per cent in nominal value of the shares giving that right; or

(b) together representing not less than 90 per cent of the total voting rights at that meeting of all the members.

(5) Nothing in either subsection (2)(c) (1)(a) or (4) prevents a special resolution from being regarded as having been passed (in a case where less than 21 days' notice of the meeting has been given) in the following circumstances:

(a) the agreement referred to in section 181 (2) exists as regards the meeting; and

(b) the condition specified in subsection (3) is satisfied in relation to the resolution.

(6) The terms of any resolution (whether special or otherwise) before a general meeting may be amended by ordinary resolution moved at the meeting provided that the terms of the resolution as amended will still be such that adequate notice of the intention to pass the same can be deemed to have been given.

(7) Any reference to an extraordinary resolution contained in any statute which was passed or document

which existed before 1 April 1964 shall, in relation to a resolution passed on or after that date, be deemed to be a reference to a special resolution.

(8) In this Act “written resolution” means either an ordinary resolution or a special resolution passed in accordance with section 193 or 194.