

UK-CPmin30

## **Company resolutions examples**

# Guidance notes:

## General notes:

References to the “Act” are to the Companies Act 2006 and a reference to a section is a

### 1. Private companies and the passing of resolutions

A private company can pass a resolution either by the required majority of members agreeing to a written resolution or by a vote

The Act has the effect that private companies are no longer required to “elect” to dispense with holding Annual General Meetings (AGM’s) as they are not required to hold them. New provisions regarding written resolutions have been made for private companies to make decisions, ( ).

#### Private companies can only pass resolutions by:

- A written resolution, this can be circulated and agreed to electronically
- At a meeting of members.

### 2. Ordinary Resolutions

These are used for all matters unless the Companies Order or the company’s articles of association require another type of resolution. They

Voting may also be allowed by a member’s substitute known as a proxy. The length of notice

The following ordinary resolutions need

- A resolution to give, vary, revoke or
- A resolution to give, vary, revoke or renew an authority

- A resolution to prevent or reverse a directors' resolution to allow
- A resolution to authorise

### 3. Special Resolutions

These are passed at a general meeting of which at least 21 days' notice specifying the intention to

75 %

A meeting at which a special resolution is to be

:

- The majority of members in 95 % ;
- In the case of a company , 95 % ;
- In the case ,

Private companies may pass an elective resolution to reduce the majority required to authorise

90 %.

**End of notes**

**Resolution 1:**

**Re-appointment of auditors**

To re-appoint Smith LLP as Auditors, until the conclusion of the next  
2014 .

introduces new arrangements for the reappointment of auditors of private companies  
to avoid .

**Resolution 2:**

**Remuneration of auditor**

To authorise the Directors to agree .

**Resolution 3:**

**Amending articles of association – restriction on share capital (Special Resolution)**

The Directors are seeking to amend the articles of association of the Company under Section 21 of the Act in order to enable the Company to allot shares in excess of the currently stated authorised maximum of £ [600,000]. It is proposed to increase the maximum nominal value of share capital which may be issued by the Company to £ [1,000,000] (i.e. [100,000,000] Ordinary Shares of 1 pence). The current cap on the number of shares that can be allotted is £ [600, 000 ] ( . . [ 60 , 000 , 000 ] 1 ) £ [ 400 , 000 ] ( . . [ 40 , 000 , 000 ] 1 ).

**Resolution 4:**

**Allotment of shares (Special Resolution)**

The Directors are seeking to increase their authority under Section 551 of the Companies Act 2006 to exercise the powers of the Company to allot relevant securities. The authority is limited to a maximum nominal amount of £ [150,000] which represents approximately [32.9] per cent of the current issued Ordinary Share capital of the . , ,

( , ) 30 2014 .

**Resolution 5:**

## Dis-application of pre-emption rights (Special Resolution)

The Authority of Directors to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £[1,205,167] (representing [24,103,340] ordinary shares of [5] pence each). [ 5 ]%

23 2013 ],

This authority will expire on the earlier of [25 October 2014] and the conclusion of the Annual General Meeting of the 2014 ( ).

### Resolution 6:

#### Authority to make market purchases of own shares (Special Resolution)

Authority is sought for the Company to purchase up to [10] % of its issued ( ),

The Directors have no present intention of exercising the authority to make market purchases. However the authority provides the flexibility to allow them to do so in the

may be cancelled. The Directors will consider holding any ordinary shares the Company may purchase as treasury shares. The minimum price, exclusive of expenses, which may be paid for an ordinary share is [5] pence,

[ 5 ] % ( )

( )

The Company has options and awards outstanding over [21,120,562] ordinary shares, representing [4.38] % of the Company's issued ordinary share capital ( [ 23 2013 ]. [ 2012 ]

[ 5 . 47 ] %  
( )

**Resolution 7:**

**Authority to make political donations (Ordinary Resolution)**

Part 14 of the Companies Act 2006 (the 'Act') prohibits companies from making political donations exceeding £5,000 in aggregate in any 12 month period to (i) political parties, (ii) ( ) ( )

**Resolution 8:**

**Increase Authorised Share Capital (Special Resolution)**

As regulated by section 617 of the Companies Act 2006 and article [Enter number] of the articles of association of the Company, the authorised share capital of

		[£ 50 , 000	50 , 000
£ 1	£ 500 , 000 ,		500 , 000
£ 1		450 , 000	
£ 1	]		

**Resolution 9:**

**Amend Articles of Association (Special Resolution)**

That the articles ;

At article number [ 19 ] "[£ 600 , 000 ]"

and replace “£ 1 , 000 , 000 ]”

**Resolution 10:**

**Adopt New (Memorandum and) Articles of Association (Special Resolution)**

That the articles  
;

**Resolution 11:**

**Remove Auditor (Ordinary Resolution)**

;  
[ / ] [ ]

**Resolution 12:**

**Remove Director (Ordinary Resolution)**

[ / ] [ ] [ ] .

**Resolution 13:**

**Change Registered Office Address (Special Resolution)**

;  
]” “[ ]”

**Resolution 14:**

**Change Company Name (Special Resolution)**

;

” .” “[ ]” “[

**Resolution 15:**

**Reduce Share Capital (Special Resolution)**

20,000 £ 1 ( £ 20,000  
50p ) £ 10,000 20,000  
50p 50p -  
50p . £ 1.00

**OR**

20,000 £ 1 ( £ 20,000  
50p ) £ 10,000 20,000  
£ 0.50