

chapter eleven



General meetings

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Introduction

It is by voting at a general meeting that members exercise ultimate control over their company. It is from this action that all devolved power is derived. At one extreme, a meeting may be a husband and wife discussing the family business at the dining room table. At the other extreme, it is thousands of people gathered in a vast centre. Such gatherings are very expensive to stage and are a major challenge to the abilities of the company secretary and the other organisers.

Theoretically the meetings of some companies could need to accommodate a million or more people, which is obviously impossible. Fortunately it does not happen in practice. Cynics note that large attendances are more likely when the business includes a well-publicised, controversial item such as directors' bonuses, or incorporates free hospitality and samples of company products.

Parliament has recognised that the members of private companies should have the right to dispense with Annual General Meetings, and this is explained in the section of this chapter headed 'elective regime'. Such a decision must be unanimous and there are safeguards. In practice it is only applicable to small private companies.

Mastery of the law and practice of general meetings is a key part of the company secretary's job. He will be involved in the planning and it is usually to him that the directors turn when an awkward question arises. This chapter starts with the different types of meeting and the different types of resolution. It moves on to the convening of meetings and the required periods of notice. The final part of the chapter deals with the correct conduct of meetings.

The Annual General Meeting

A private company may, under the elective regime, resolve not to hold Annual General Meetings. With this exception, every company must hold an Annual General Meeting as follows:

- The first Annual General Meeting must be held within 18 months of incorporation.
- An Annual General Meeting must be held in each calendar year.
- An Annual General Meeting must be held not more than 15 months after the last Annual General Meeting.

Both the second and third requirements must be met. This means, for example, that it is not permitted to hold an Annual General Meeting on 7 April, and then hold the next Annual General Meeting on 7 August, 16 months later. It is also not permitted to hold an Annual General Meeting on 3rd December and then hold the next Annual General Meeting on 3rd January, 13 months later. It should be noted that only one Annual General Meeting may be held in any one calendar year.

A meeting is the Annual General Meeting if it is described as such in the notice that convenes it. The normal business of an Annual General Meeting is as follows:

- Consideration of the accounts and reports.
- Declaration of a final dividend, if one is to be paid.
- Appointment or reappointment of the auditors and the fixing of their remuneration. In practice it is usually resolved that the remuneration be fixed by the directors.
- The election or re-election of directors.

It is possible for other business to be conducted at an annual general meeting in order to reduce the expense and trouble of calling separate meetings. If this is done, the correct formalities concerning notice and voting must be observed.

An Annual General Meeting must be held within the prescribed time limits even if audited accounts are not ready, the appointment or re-appointment of auditors does not take place and it is not appropriate to declare a final dividend. These matters may be left to the next Annual General Meeting or they may be dealt with at an Extraordinary General Meeting. The directors commit an offence if they fail to convene an Annual General Meeting within the prescribed time limits.

Alternatively, the Annual General Meeting may be formally opened and adjourned until a date when the accounts and reports are ready.

An Extraordinary General Meeting

Any general meeting of the members that is not an Annual General Meeting is an Extraordinary General Meeting. Any number of Extraordinary General Meetings may be held and they may be called at any time.

The purpose of an Extraordinary General Meeting is to transact special business (which is not the same as a special resolution). At an Extraordinary General Meeting resolutions may only be passed of which correct notice has been given in the notice convening the meeting.

It may sometimes be necessary to hold a meeting for the holders of just one class of share. This need may occur if something is proposed that affects their rights.

Resolutions and notice of resolutions

The different types of resolution and the required notice are considered below. The Act provides that certain resolutions must be extraordinary resolutions or special resolutions, and it also provides that special notice must be given of certain ordinary resolutions. Company articles may make the requirements more rigorous than the Act, but they cannot override the Act and make them less rigorous.

Extraordinary resolution

An extraordinary resolution must be passed with a majority of at least 75 per cent of those voting. Votes not cast are disregarded for this purpose. So, if 100 votes may be cast, 60 are cast in favour, 20 are cast against and 20 are not cast, an extraordinary resolution will be carried.

21 clear days notice must be given of an extraordinary resolution to be proposed at an Annual General Meeting. 14 clear days notice must be given of an extraordinary resolution to be proposed at an Extraordinary General Meeting. The notice must give the exact wording of the resolution and must state that it is to be proposed as an extraordinary resolution.





There are not many actions that require the sanction of an extraordinary resolution. They include:

- To voluntarily wind up the company on the grounds that it cannot meet its liabilities.
- In the case of a voluntary winding up, to sanction the use of certain powers by a liquidator.
- To vary the rights of a class of shares.

Special resolution

A special resolution must be passed with a majority of at least 75 per cent of those voting. Votes not cast are disregarded for this purpose. So, if 100 votes may be cast, 60 are cast in favour, 20 are cast against and 20 are not cast, a special resolution will be carried.

21 clear days notice must be given of a special resolution, and this is so whether it is to be proposed at an Annual General Meeting or at an Extraordinary General Meeting. The notice must give the exact wording of the resolution and must state that it is to be proposed as a special resolution.

The Act provides quite a long list of actions that must be sanctioned by a special resolution. They include:

- To voluntarily wind up a solvent company.
- To ratify an ultra vires act by the directors.
- To approve redemption of the company's shares.
- To change the company's name.
- To alter the articles or most parts of the memorandum.

Elective resolution

This requires 100 per cent approval of those entitled to vote and relaxes certain specified requirements relating to meetings. A resolution to cancel an elective resolution may be passed with a simple majority of those voting. Details are given in the section of this chapter relating to the 'elective regime', and in both cases 21 clear days notice to the members is required.



Ordinary resolution

An ordinary resolution is passed with a simple majority of those voting, disregarding those entitled to vote but who do not do so. So, if 100 are present, 41 vote in favour and 39 vote against, an ordinary resolution will be carried.

Requirements concerning notice are set out elsewhere in this chapter.

An ordinary resolution is sufficient in all cases where the Act or company articles do not specify a requirement for an extraordinary resolution or a special resolution. However, in some cases special notice is required and this is explained below.

The Act specifies that a director may be removed by an ordinary resolution, though special notice is required. The Act also specifies that an auditor may be removed by an ordinary resolution, and this too requires special notice. Company articles may not override these provisions.

Special notice of an ordinary resolution

This only relates to certain ordinary resolutions and does not affect the way in which they may be passed by a simple majority as described above.

Special notice must be given to the company at least 28 days before the meeting at which the resolution is to be proposed. This may be done by any member, regardless of the size of his shareholding. The company must then give notice to the members of the resolution. This is normally done with the notice of the meeting. However, it may be done separately as long as members receive 21 clear days notice. In practice, it is usually done for items for a forthcoming Annual General Meeting.

The above does not give a member an unfettered right to have items put on an agenda and special notice given. It only happens if the directors agree or if the articles give the member the right to have an item included. It may be that a certain proportion of the members or shares are required.

Section 379 of the Act requires special notice of the following resolutions to be given:

- To appoint (or reappoint) a director who is over the age limit. This applies only to public companies or companies that are subsidiaries of public companies.
- To remove a director before the expiry of his period of office.
- To remove an auditor before his period of office has expired. Also to appoint a new auditor before the expiry of the period of office of an auditor, to re-appoint an auditor who was appointed by the directors to fill a casual vacancy, or to fill a casual vacancy in the position of auditor.

Written resolution

This is available to private companies only. Subject to certain restrictions, a written resolution is valid if it is signed by every member entitled to attend general meetings and vote. In practice the 100 per cent requirement limits its use to relatively small companies.

A written resolution takes effect from the date that the last signature is delivered to the company. The directors, if they are aware of the terms of the proposed written resolution, are required to give details to the auditor at the time, or before, it is sent to the first member for signature.

A written resolution may not be used to remove a director before the expiry of his term of office. Neither may it be used to remove an auditor prior to the expiry of his term of office.

Elective regime

The elective regime is a step towards deregulation. It was established by the Companies Act 1989 and is only available to private companies, including a private company that is a subsidiary of a public company. It is a recognition that the full panoply of Companies Act procedures relating to meetings may not be necessary or desirable in all cases. This is particularly so when a company has few members and they are all happy with the way that the company is being run. The elective regime is a way of lifting some of the burdens and costs.

The most widely-used concession of the elective regime is authority to dispense with Annual General Meetings. It also permits acts without sanction of a general meeting relating to certain specified actions. An abbreviated summary of what may be permitted is as follows:

- The company may dispense with the holding of Annual General Meetings.
- The directors may be given authority to allot shares indefinitely, or for a period longer than the normal five year period.
- The obligation to lay accounts and reports before members may be lifted. This does not remove the obligation to prepare accounts and reports and to send them to members.
- The auditors may be automatically reappointed.
- The majority needed to authorise short notice of an Extraordinary General Meeting may be reduced from 95 per cent to any proportion above 90 per cent.

Elective resolutions may be passed on any or all of the above matters. It does not have to be all of them. It should be particularly noted that the consent of members is still required, but that consent may be expressed in a different way. Similarly, the requirements relating to accounts, audits, etc are not changed, but the requirements relating to their consideration at meetings are relaxed.

Not holding Annual General Meetings may present one or two practical problems, but they are problems that directors (no doubt soundly advised by company secretaries) can overcome. Two such problems, and possible solutions, are as follows:

- A final dividend may only be declared by the members in a general meeting. A solution to this is not to have a final dividend, just one or more interim dividends declared by the directors.
- Directors retiring by rotation may be reappointed by the members at an Annual General Meeting. A solution to this is to change the articles so that directors do not retire by rotation, but instead serve until they resign or are removed.

It should be remembered that written resolutions are available to companies and avoid the need to hold a meeting. A written resolution requires 100 per cent support.

Single-member companies

A resolution may only be passed as an elective resolution if it has the unanimous support of every member entitled to attend and vote. The safeguard is that it may be blocked by a single member holding a single share. 21 clear days notice must be given of an elective resolution and the notice must state that it is to be proposed as an elective resolution. The Registrar of Companies must be provided with copies of all elective resolutions and this must be done within 15 days of the passing of such a resolution.

Once passed, an elective resolution will continue in force until it is cancelled. This may be done by means of an ordinary resolution to cancel an elective resolution requiring a simple majority. An elective resolution is automatically cancelled if a private company re-registers as a public company. The Registrar of Companies must be provided with copies of all resolutions that revoke elective resolutions and this must be done within 15 days of the passing of such a resolution.

There are obvious dangers and an important safeguard should be mentioned. Within 28 days of the accounts and reports being sent out, any member (even one holding a single share) or the auditors may require a general meeting to be held for the purpose of laying the accounts and reports before the company.

Single-member private companies are now permitted and this obviously defeats the concept of members meeting together to make decisions. Such companies sometimes incorporate provisions in their articles to deal with the obvious complications.

Whether or not specially adapted articles are in place, one person present in person or by proxy may constitute a general meeting. Despite this, the formalities of calling the meeting and recording decisions must be complied with. Alternatively, it is simpler to deal with business by means of written resolutions, or of course the option of the elective regime is available.

Convening and requisitioning of meetings

It is normal for the directors to convene both Annual General Meetings and Extraordinary General Meetings. It is the duty of the directors to ensure the smooth running of the company and it is normally in their interests to convene extraordinary general meetings to meet the wishes of members. Usually there is no conflict, but the directors may well convene a meeting on request, even though not compelled to do so. The directors are required to convene Annual General Meetings in accordance with the Act.

The Department of Trade and Industry may direct that a meeting be convened or may do so itself, and it may exercise these powers if requested by a member. The court also has wide powers to call a meeting.

Powers exist for members themselves to require a meeting to be held. This is the power to requisition a meeting, and it may be exercised by one or more members holding at least 10 per cent of the paid up share capital. In the case of a company not having a share capital, the right may be exercised by members having not less than one tenth of the voting rights. They may write to the directors at the registered office requiring them to convene a meeting. This may be done by means of a single document signed by the necessary number of members, or it may be done by means of several documents making substantially the same requisition. The power for members to requisition a meeting may not be overridden by the articles, though the articles may make it easier than the provisions of the Act.

The directors must convene a meeting within 21 days of receipt of the necessary requisitions and the date of the convened meeting must be not more than 28 days after it is convened. The directors are required to do this, but if they do not do so the members who requisitioned the meeting (or holders of shares representing half of them) may convene the meeting themselves.

A resigning auditor has the power to requisition an extraordinary general meeting.

Period of notice and entitlement to receive notice

The required length of notice is governed by Section 369 of the Act. The periods are:

- 21 days for an Annual General Meeting.
- 14 days for other general meetings of a limited company.
- Seven days for other general meetings of an unlimited company.
- 21 days for a meeting to pass a special resolution requiring a 75 per cent majority, a meeting to pass an ordinary resolution of which special notice has been given, or a meeting to pass an elective resolution requiring everyone to attend and approve it (in person or by proxy). 21 days notice must also be given of a resolution to cancel an elective resolution.

Notice must be given in writing or, subject to safeguards, by means of electronic communication. Section 369 provides that, subject to safeguards, notice may be given by means of electronic communication notwithstanding anything to the contrary in a company's articles. Electronic communication is explained in more detail in the next section of this chapter.

The period of notice must be clear days, excluding the date on which notice is served. In England and Wales the date of the meeting is also excluded, but this is not the case in Scotland. In the case of a dispute, notice will be deemed to have been received 48 hours after postage of a correctly stamped and addressed envelope.

Company articles may amend the above to a limited extent and in particular they may reduce (or extend) the 48 hour period. Company articles may provide for longer than the above periods of 21 days, 14 days or seven days, but they may not provide for shorter periods.

It is possible to hold a valid meeting without the above minimum periods of notice having been given. This is known as 'short notice' and the following criteria must be satisfied:

- In the case of an Annual General Meeting, consent must be given by everyone entitled to attend and vote.
- In the case of an Extraordinary General Meeting, consent must normally be given by persons representing at least 95 per cent of the shares carrying the right to attend and vote. This proportion is reduced to 90 per cent in the case of a private company which passes



an elective resolution. Furthermore, consent must be given by a majority in number of those entitled to attend and vote.

The practical effect of the short notice criteria relating to an Extraordinary General Meeting may be illustrated with an example. If there are three shareholders and one holds 98 per cent of the shares, he cannot authorise short notice unless he has the support of at least one of the others.

It is not essential that consent to short notice be in writing, but it is good practice and avoids the possibility of disputes. Short notice means short notice; not no notice. Some notice must always be given.

Entitlement to receive notice is governed by the articles. However, a company's auditors must receive notice and this requirement may not be removed by the articles. It is normal for the articles to require notice to be sent to every member except for those with a registered address outside the United Kingdom, unless a United Kingdom address for the receipt of notices has been supplied.

Care should be taken if the company has shares that do not normally carry voting rights. Holders of such shares are normally entitled to receive notice if events have happened that entitle them to cast votes, such as the missing of a dividend.

Table A provides that all directors must receive notice of general meetings. Reg. 39 of Table A gives protection in the event of accidental omission to give proper notice, but it must of course be accidental. Reg. 39 reads:

'The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.'

Notice sent by means of electronic communication

This was made possible by the Companies Act 1985 (Electronic Communications) Order 2000 which came into force on 22nd December 2000. Electronic communication, subject to conditions, is permitted, notwithstanding anything to the contrary in a company's articles. Of course companies are permitted to use electronic communication. They are not compelled to do so.

There are two different methods but both may only be used to communicate with members who have agreed to accept communication in this way. Every member has the right to choose written communication.

The first method is to communicate directly with a member who has agreed to accept service in this manner and who has provided an 'address' for this purpose. The second method is to publish the notice on a website. This is only notification to members who have agreed to accept notice in this way.

Electronic communication is a big subject and it is not possible to cover all aspects here. Further reading may be essential if this method is to be used.

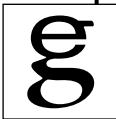
Details and contents of notice

The notice must state:

- The place of the meeting.
- The date and time of the meeting.
- A statement concerning the rights of members to appoint a proxy or proxies to attend and vote on their behalf.
- Whether the meeting is an Annual General Meeting or an Extraordinary General Meeting.
- A general description of each item of business to be conducted. This is additional to the precise wording of resolutions that are required in some cases.
- In the case of a special, extraordinary or elective resolution, the precise wording must be included. This requirement also applies to a resolution to cancel an elective resolution.



The time, place and location of the meeting should be reasonably convenient for the members. So 2am on Lundy Island is not likely to be permitted.



The notice must be signed on behalf of the body calling the meeting as, for example 'by order of the board of directors secretary'.

Proxies

In the case of a company having a share capital, each member has the right to appoint a proxy to represent him at a general meeting of the company. Furthermore the appointed proxy need not be a member of the company. These rights are conferred by the Act and may not be removed by the company articles. However, the articles may give additional rights and may be important when considering points of detail.

The Act does not confer these rights on members of a company limited by guarantee, and rights (if any) are those conferred by the articles. If Table C applies unamended, members have the same rights as given by Table A to the members of a company limited by shares. The following is the position if Table A applies unamended.

A proxy does count when establishing whether or not a quorum is present. In a private company the proxy has the same right to speak as the member that he represents. In a public company the proxy does not have the right to speak and may only do so with the permission of the chairman. In both public and private companies a proxy may not vote on a show of hands but may join in a demand for a poll and may vote in a poll.

It is not a requirement that a suitable proxy form be sent out with notices, though it is usually done. It is permitted for members to prepare their own form. If a form is sent with the notices, the same form must be sent to all members entitled to vote. It is most definitely not permitted to send proxy forms only to members considered likely to vote in a certain way. However, it is permissible to send proxy forms only to members who request them.

There are two types of proxy form. One appoints a person as proxy and gives no voting instructions. This is known as the 'open form'. The other appoints a person as proxy and gives specific voting instructions on the various resolutions. Examples of suitable formats are given in Regs. 60 and 61 of Table A. These forms are for guidance and the directors are not compelled to follow the wording exactly. Listed companies are required to use a form of proxy that enables the member to give voting instructions. Although any person may be appointed a proxy, in practice most appointments are of directors.

Quorum

The rules concerning a quorum depend on the articles. Unless the articles provide differently, a quorum is two members present in person. The definition of 'present in person' includes proxies and it also includes company representatives.

The articles should also provide what happens if a quorum is not present. Table A provides as follows:

- If a quorum is not present within 30 minutes of the time appointed for the start of the meeting, then the meeting is adjourned to the same place, at the same day and time the following week. However, the directors may decide to vary this.
- The meeting must be adjourned if, even though a quorum was present at the start of the meeting, attendance drops during the meeting to a figure below that for a quorum.

If a company has fewer members than the number fixed for a quorum by the articles, a valid meeting may be held if all members are present by person or by proxy. This is the case in a single-member company.

Adjournment

The articles may determine precise powers and procedures concerning adjournment of meetings. A meeting must be adjourned if a quorum is not present and this was explained in detail above.

Normally, the decision to adjourn a meeting must be taken by the meeting itself. Only in exceptional circumstances does the decision rest with the chairman. Reg. 45 of Table A states that the chairman may adjourn with the consent of the meeting, and must adjourn if so directed by the meeting. It goes on to say that no business shall be transacted at an adjourned meeting that could not have been transacted at the original meeting. If the adjournment is for 14 days or more, seven clear days notice of time, place and the general nature of the business must be given.

The chairman has authority to adjourn the meeting without the consent of the members if serious misconduct prevents the meeting being properly held. This right cannot be removed by company articles. He may also adjourn to assist the business of the meeting. In both cases the adjournment may only be for as long as is necessary.

The chairman

The question of who is to act as chairman of a general meeting is resolved according to the articles. Table A provides that, if he is present and willing to act, it will be the chairman of the Board. If this is not the case it will be one of the other directors. If, after 15 minutes from the nominated time of the start of the meeting no director is present and willing to act, the voting members present may elect one of their number to the position.

The powers and duties of the chairman will, to some extent, depend on the articles. The chairman must (in order of priority) act in a way that satisfies the law, company articles and natural fairness and efficiency. Table A gives the chairman a casting vote which may be exercised in addition to any other vote that he may have, but it is possible for company articles to exclude a casting vote.

As well as any requirements stipulated by the articles, the chairman has common law duties to put the resolutions to the meeting, permit fair and reasonable discussion, supervise lawful, fair and efficient voting and announce the results of the voting.

Voting

Voting must be in accordance with company articles and, as with other issues, Table A will apply so long as it is not inconsistent with company articles. Unless articles stipulate otherwise, which is not usually the case, an initial vote is taken on a show of hands. In the case of a company limited by guarantee it is one member one vote and the result of this vote decides the issue.

Unless articles provide otherwise, which is not usually the case, each member present may only cast one vote. This is regardless of the number of shares held and regardless of the number of members for which he is acting as proxy. This sounds very unfair but the remedy lies in the ability to demand a poll. Table A does not allow proxy votes to be cast on a show of hands, but again the remedy lies in the ability to demand a poll. A representative of a corporate shareholder may vote on a show of hands.

The chairman will announce the result of the vote on a show of hands. He may do this by stating the number for or against, or he may do so by stating that one side or the other is in the majority. If a resolution has been passed as a special, extraordinary or elective resolution, the chairman should state that this is the case. Unless a poll is demanded, the chairman's decision of the vote, duly minuted, is conclusive. However, it may be challenged later in the case of fraud or if there has been an obvious mistake.

Under Table A, the chairman may demand a poll following the result of a vote on a show of hands. In practice he may do this for any reason, including the fact that the result was not what he hoped it would be. Other reasons may include a realisation that the result is not absolutely clear, and a belief that a poll may well produce a different result. The chairman may be said in these circumstances to have a duty to call for a poll.

Members may also demand a poll. Section 373(1) of the Act makes it impossible for company articles to exclude this right, other than on a vote for the election of the chairman of the meeting or the adjournment of the meeting. The same section provides that a poll must be held if it is demanded by any of:

- not less than five members entitled to vote at the meeting
- a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting
- a member or members holding not less than one tenth of the total paid up capital of the company.

This right too cannot be removed by company articles, although company articles may allow a poll to be demanded by lower proportions. A proxy does count for the purpose of demanding a poll.

In a poll it is normal for one vote to attach to each voting share, though to a limited extent company articles may vary this. Depending on circumstances, a poll may be easy to conduct or it may be very complicated. A poll should be held as soon as possible and is usually held at once. However, depending on circumstances, it may be held later at the same meeting, at an adjourned meeting or by post. A poll held later remains part of the proceedings of the meeting.

Minutes

Both the Act and Table A (in reg. 100) require that minutes be taken and kept, but neither says much about what must be included and the procedures that must be followed. Section 382(1) of the Act states:

'Every company shall cause minutes of all proceedings of general meetings, all proceedings at meetings of its directors and where there are managers, all proceedings at meetings of its managers to be entered in books kept for that purpose.'

It is permitted for details of attendance to be recorded in a separate attendance register, and it is permitted for the minutes to be kept in a loose-leaf system rather than in a bound book. The style of the minutes may vary according to the wishes of the people concerned. It is acceptable, and many people consider desirable, for the minutes to record

just the decisions made and the key facts, such as adjournments etc. If a resolution is passed as a special, extraordinary or elective resolution, this should be recorded by the minutes.

Neither the Act nor Table A set out a procedure for approval of the minutes, though it is possible that individual articles may do so. Procedure is therefore a matter of good practice and the wishes of the members and directors.

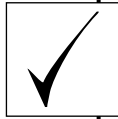
It is usually wise to prepare the minutes as soon as possible after the meeting and to show them to the chairman so that they may be checked with his recollection and notes (if any). The minutes should then be circulated as soon as possible to all directors. At the next board meeting the chairman should ask if the minutes of the general meeting are approved and then, if the answer is affirmative, should sign them. Hopefully this should not take more than a few seconds.

This is done in many companies but it is considered 'good practice' and is not a legal requirement. Other practices may be allowed and followed. Members, directors and auditors have the right of access to the minutes of members' meetings.

Electronic general meetings

An electronic general meeting is one held by means of the telephone or audio-visual links. The position is not absolutely clear but it is generally accepted that such meetings are not permitted, notwithstanding anything to the contrary in the articles. A company general meeting necessitates all participants meeting at one place, though subject to safeguards, electronic links within one building may be allowed.

Checklist



- There are four standard items of business for an Annual General Meeting. They are listed in the early part of this chapter.
- An Annual General Meeting must be held within 15 months of the last Annual General Meeting. Furthermore, an Annual General Meeting must be held in each calendar year.
- Under the elective regime, a private company may, subject to safeguards and unanimous consent, elect to dispense with Annual General Meetings.
- An Extraordinary General Meeting is any general meeting that is not an Annual General Meeting. The purpose of an Extraordinary General Meeting is to conduct special business.
- Different types of resolution and notice are required for different items of business. Details are in this chapter.
- Extraordinary resolutions and special resolutions both need a 75 per cent majority.
- Written resolutions avoid the need to hold a meeting. 100 per cent support is needed and they are only available to private companies.
- The elective regime gives private companies a chance to cut down on meetings. 100 per cent support is needed.
- It is normal for the directors to convene both Annual General Meetings and Extraordinary General Meetings. However, it is possible for members to requisition a meeting, which must then be held.
- It is important that notice of meetings is given to all people entitled to receive notice.
- It is important that the correct periods of notice are given.
- It is important that correct notice of business and wording of resolutions is given.
- In the case of a company having a share capital a notice convening a meeting, or a document accompanying the notice, must include a statement concerning the rights of members to appoint a proxy or proxies.
- A proxy may not vote on a show of hands, but may demand a poll and vote in a poll.

- Unless company articles provide differently, a quorum is two members present in person or by proxy.
- Meetings may be adjourned, and in some circumstances must be adjourned.
- Voting must be in accordance with the articles.
- Unless articles provide differently, an initial vote is on a show of hands based on one vote for each member present.
- In the case of a company having a share capital the chairman or members may call for a poll. A poll usually gives one vote to each share.
- In the case of a company limited by guarantee it is one member one vote.
- Subject to safeguards, notice of meetings may be given electronically. All members have the right to insist on written notice.
- Electronic general meetings are not permitted.
- It is a legal requirement that minutes be taken and kept. There is quite a bit of freedom to decide 'good practice'.