

## **WHICH RESOLUTIONS HAVE TO BE FILED WITH THE REGISTRAR OF COMPANIES?**

According to sections 29 and 30 of the Companies Act 2006 ('CA 2006') companies are required to file particular resolutions within 15 days after the respective resolution is passed. If a company fails to comply, officers in default are subject to substantial fines as per section 30 (3) CA 2006. For a resolution not in writing, companies must file a written memorandum setting out its terms.

This checklist provides an overview of some of the resolutions that have to be filed with the registrar of companies according to the Companies Act 2006.

- Section 551: Shareholder resolution giving the directors authority to allot shares.
- Section 622: Shareholder resolution to redenominate its share capital or any class of its share capital.
- Section 664: Resolution of the board of directors to re-register a public company as a private company in some cases where the company had to cancel its shares.
- Sections 693A and 701: Shareholder resolution giving authority for some cases of purchasing of own shares.

Any special resolution. Particular matters have to be effected by 'special' resolution of a company's members. According to section 283 of the Companies Act 2006 a special resolution is a 'resolution passed by a majority of not less than 75%'. Some matters requiring a special resolution are:

- Section 21(1): Amendment of articles of association.
- Section 77(1): Change of name.
- Sections 569(1), 570(1), 570(3), 571(1), 573(4), etc: various cases of disapplication of pre-emption rights.
- Sections 626(2), 641(1)(a)&(b): various cases of reduction of share capital.
- Section 716(1): Purchase of own shares from capital by a private limited company.

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