

TABLE OF CONTENTS

	PAGE
<i>Preface</i>	v
<i>About the Authors</i>	vii
<i>Table of Cases</i>	xxi
<i>Table of Statutes</i>	xxxvii
<i>Table of Statutory Instruments</i>	xlvii

	PARA
1. The Legal Right	
A Historical View.....	1-01
Assemblies	
Public Order Act 1986 s.14 (Imposing Conditions on Public Assemblies).....	1-03
Public Order Act 1986 s.14A (Prohibiting Trespassory Assemblies).....	1-05
Public Order Act 1986 s.14C (Stopping Persons from Proceeding to Trespassory Assemblies).....	1-06
Local variations.....	1-07
Processions and Marches.....	1-08
Advance notice.....	1-09
Imposing conditions on processions.....	1-10
Prohibiting processions.....	1-11
The Organiser's Position Under the Public Order Act.....	1-12
Use and Abuse of the Highway.....	1-13
Obstruction of the highway.....	1-14
Public nuisance.....	1-15
Provisions Relating to Election Meetings	
Parliamentary Elections.....	1-16
Local government elections.....	1-17
Election expenses.....	1-18
Meeting Rooms Provided by a Local Authority.....	1-19
2. Breach of the Peace and Other Aspects of the Criminal Law	
Breach of the Peace.....	2-01
Duties and Powers of the Police.....	2-02
Freedom of Speech.....	2-04
Other Offences Regulated by Statute	
Disruption—Public Meeting Act 1908.....	2-05
Uniforms—Public Order Act 1936.....	2-06

CONTENTS

CONTENTS

Proscribed organisations—Terrorism Act 2000	2-07
Police powers of stop and search—Terrorism Act 2000	2-08
Offences related to violence—Public Order Act 1986	2-09
Riot—section 1	2-10
Violent disorder—section 2	2-11
Affray—section 3	2-12
Provoking violence or inducing a fear of it—section 4	2-13
Causing harassment, alarm or distress—section 5	2-14
Intentional harassment, alarm or distress—section 4A	2-15
Racial Hatred Offences	2-16
Use of words or behaviour or display of written material—section	
18	2-17
Publishing or distributing written material—section 19	2-18
Possession of racially inflammatory material—section 23	2-19
Disturbances at Election Meetings	2-20
3. The Maintenance of Order	
The Role of the Chairman	3-01
Ejection	3-02
Exclusion	3-03
Adjournment	3-04
Assistance from and to the Police	3-05
4. A Public Meeting	
Example in Practice—Checklist	4-01
5. Convening the Meeting	
General	5-01
Notice	
Essentials of a valid notice	5-02
Date, time and place	5-03
The purpose to be stated	5-04
Special business	5-05
Statutory and legal obligations	5-06
Clear, honest, unambiguous and definite	5-07
Authority	5-08
Prescribed manner	5-09
Length of notice	5-10
Sent to everyone entitled	5-11
Comply with the rules	5-12
Validation of irregular notice	5-13
Challenge to the validity of a notice	5-14
Adjourned meetings: notice	5-15
Agenda	5-16
The order of agenda items	5-17
Precedent of notice with combined agenda	5-18

6. Constitution and Adjournment of the Meeting	6-01
Venue	
Quorum	
Definition	6-02
Minimum number	6-03
Counting and maintaining the quorum	6-04
Where no quorum prescribed	6-05
Effect where a quorum is not present	6-06
Lapse of time	6-07
The Chairman	
Qualities required	6-08
Appointment	6-09
Basic duties: summary	6-10
Preservation of order	6-11
The proper conduct of the meeting	6-12
Sense of the meeting	6-13
Removal of chairman	6-14
Adjournment	
Definition	6-15
Adjournment by resolution of the meeting	6-16
Adjournment by the chairman	6-17
Procedure in relation to adjournment	6-18
Companies	6-19
7. The Conduct of the Meeting	7-01
Rules of Debate	7-02
Motions	7-03
Amendments	7-04
Putting the main question	7-05
Motion with amendment: example	7-06
Chairman's ruling	7-07
Termination of debate	7-08
The closure	7-09
The previous question	7-10
Proceed to the next business	7-11
That a matter lie on the table	7-12
Reference back	7-13
Adjournment of the debate	7-14
Adjournment of the meeting	7-15
Chairman vacate the chair	7-16
Points of order	7-17
Voting—Methods	7-18
Acclamation or voices	7-19
Ballot	7-20
Division	7-21
Show of hands	7-22
Poll	7-23
Arrangements for the poll	7-24

CONTENTS

Proxy voting on a poll.....	7-25
Postal voting on a poll.....	7-26
Voting—Other Procedural Matters	
Recount.....	7-27
Declaration of result.....	7-28
Casting vote.....	7-29
Majority	
Definition.....	7-30
A majority vote binds the minority.....	7-31
Special majorities.....	7-32
The “ultra vires” rule.....	7-33
Rescission of a Resolution.....	7-34
8. Minutes	
Introduction	
Difference Between Minutes and Reports.....	8-01
Obligation to Keep.....	8-02
Aid to Business.....	8-03
Essential Points in Drafting Minutes.....	8-04
Confirmation of the Minutes.....	8-05
Amendment to Minutes.....	8-06
Minutes as Evidence.....	8-07
Right of Inspection of Minutes.....	8-07
Form and Safekeeping.....	8-08
Minutes of Companies.....	8-09
9. The Committee System	
General Principles.....	9-01
Kinds of Committees.....	9-04
Procedure.....	9-05
Committees in Company Matters.....	9-06
10. The Principles of Natural Justice	
Introduction.....	10-01
Evolution of natural justice.....	10-02
Present application.....	10-03
Principles of natural justice	
Hear both sides/No person shall be condemned unheard.....	10-04
No person shall be judge in his own cause.....	10-06
The decision-maker must not have a pecuniary or other interest	
in the result.....	10-07
The decision-maker shall not be biased.....	10-08
The proper procedural requirements shall be followed.....	10-10
11. Applicable law and other matters.....	11-01
Applicable law classification and regulation of companies.....	11-02
Classification.....	11-03
Community Interest Companies.....	11-06

CONTENTS

Societas Europaea.....	11-07
Charitable Incorporated Organisation.....	11-08
Public and Private Companies.....	11-09
Regulation.....	11-10
The ultra vires rule.....	11-12
The rules in <i>Foss v Harbottle</i>	11-14
General meetings and accounts.....	11-16
12. Members’ meetings: status and convention	
The authority of the general meeting.....	12-01
Kinds of general meeting.....	12-02
Annual general meetings	
Basic obligation.....	12-03
Failure to hold the AGM.....	12-04
No requirement to hold AGM.....	12-05
Laying of accounts.....	12-06
Change in accounting reference date.....	12-07
General meetings.....	12-08
Meetings convened by directors.....	12-09
Meetings on requisition by members.....	12-10
Meetings convened by members where no provision is made	
for directors to call meetings.....	12-14
Meetings convened by the court.....	12-15
Meetings on requisition by auditors.....	12-17
13. Constituting a members’ meeting	
Definition of a member.....	13-01
Notice.....	13-02
To whom notice must be given	
In general.....	13-03
Deceased or bankrupt members.....	13-04
Auditors.....	13-06
Members situated abroad.....	13-07
Joint holders.....	13-08
As between transferor and transferee.....	13-09
Persons excluded by the articles.....	13-10
Accidental omission to give notice.....	13-11
Force Majeure.....	13-12
Form and content of notice.....	13-13
Requirements for Traded Companies.....	13-14
Special business—main principles.....	13-15
Special business—requirements of the articles.....	13-16
Explanatory statement sent with notice.....	13-17
Publication of information in advance of general meetings	
“Special notice”.....	13-18
Procedure under s.312 of Companies Act 2006.....	13-19
Manner of service.....	13-20
Length of notice.....	13-21

CONTENTS

Consent to short notice.....	13-22
Postponement or cancellation: force majeure.....	13-25
Circulation of members' resolutions and statements.....	13-26
Practical points.....	13-28
Precedents	
The requisition to a private company.....	13-29
The response.....	13-30
Chairman.....	13-32
Quorum.....	13-33
14. Member's Meetings: Attendance and Voting	
Corporation representatives.....	14-01
Voting	
In general.....	14-03
Qualification to vote.....	14-05
Show of hands.....	14-07
Poll.....	14-09
Casting vote.....	14-14
Restriction on voting rights.....	14-15
Proxies	
The authority.....	14-16
Form of proxy.....	14-18
Stock Exchange requirements.....	14-19
Deposit of proxies.....	14-22
Proxies at adjourned meetings.....	14-24
Revocation and change of instructions.....	14-25
Joint holders; personal representatives; nominees; creditors.....	14-27
Duties of a proxy holder.....	14-28
Adjournment of company meetings.....	14-29
15. Members' meetings: resolutions	
Introduction.....	15-01
Ordinary resolution.....	15-02
Special resolution.....	15-03
Resolutions in writing signed by the members	
General.....	15-04
Private Companies—Written Resolutions.....	15-05
Record of decisions of single member companies.....	15-06
Unanimous consent in lieu of meeting.....	15-07
Amendments to company resolutions	
Amendments to an ordinary resolution.....	15-08
Amendments to a special resolution.....	15-09
Conclusiveness of chairman's declaration.....	15-10
Filing of resolutions with registrar.....	15-12

CONTENTS

16. Members' meetings: minutes	
Obligation to keep.....	16-01
Minutes as evidence.....	16-02
Where to be kept: rights of inspection.....	16-03
17. Class meetings.....	17-01
Variation of class rights.....	17-02
Procedure.....	17-03
Review by the court.....	17-05
The meetings.....	17-06
18. Meetings under s.899 of Companies Act 2006 (Compromises and Arrangements).....	18-01
Scope of the Section.....	18-02
Procedure.....	18-04
Majority.....	18-07
Sanction by the Court	
The meetings must have complied with ss.896 and 897 of Companies Act 2006.....	18-08
Each class must have been fairly represented at the meetings.....	18-09
The proposal must be reasonable in an objective sense.....	18-10
Mergers and Divisions of Public Companies.....	18-11
19. Meetings of Members of Companies: Examples in practice.....	19-01
Annual General Meeting.....	19-02
Constructive Use of the AGM	
A Normal AGM	
The choice of hall.....	19-03
Preparations before the meeting.....	19-04
Press arrangements.....	19-07
Precedent of notice and agenda.....	19-08
Notice of Annual General Meeting	
Notes for an AGM Agenda.....	19-09
Opening of meeting.....	19-10
Notice convening the meeting.....	19-11
Auditors' report.....	19-12
Current trading.....	19-13
Resolutions.....	19-14
Close of meeting.....	19-15
A Potentially Difficult AGM.....	19-16
Generally.....	19-17
Check the articles.....	19-18
Before the meeting.....	19-20
At the meeting: questions.....	19-22
At the meeting: amendments to proposed resolutions.....	19-23
Poll on an amendment.....	19-24

CONTENTS

At the meeting: other points.....	19-25
Appointing an additional or substitute director	19-26
Voting points.....	19-27
After the meeting.....	19-28
Extraordinary General Meeting	
Convened by directors.....	19-29
Requisitioned by members (see para.12-10).....	19-30
Procedure for Conducting a Poll	
Before the meeting.....	19-31
When a poll is demanded.....	19-32
Before the commencement of the poll.....	19-33
During the poll.....	19-34
At the conclusion of the poll.....	19-35
Decisions reached without meetings.....	19-36
20. Powers and Duties of Directors	
Relationship with Shareholders	20-01
Validity of Acts	
Where appointment defective.....	20-03
Where powers and duty are delegated	
Committees.....	20-04
Where number is less than the prescribed minimum	20-09
Upon subsequent ratification.....	20-12
21. Appointment to and Departure from Office	
Appointment.....	21-01
First Directors	21-02
Subsequent directors.....	21-03
Nominated directors	21-04
Casual vacancies: additional directors.....	21-05
Qualification Age Limit.....	21-06
Rotation.....	21-07
Appointment of a Director at a General Meeting	21-10
Removal From Office	21-11
Procedure.....	21-12
Vacation of Office.....	21-13
Resignation	21-14
Removal.....	21-15
Suspension.....	21-16
22. Constitution and Conduct of Directors' Meetings	
Directors Must Act as a Body	22-01
Meetings of a Sole Director.....	22-03
Notice of Board Meetings.....	22-04
Chairman.....	22-05
Quorum	22-06
Conflict of Interest.....	22-07
Voting.....	22-08

CONTENTS

Resolutions in Writing signed by all Directors.....	22-09
Minutes.....	22-10
Duty to keep minutes.....	22-11
Minutes as evidence	22-12
23. Board meetings: examples in practice	23-01
First Board Meeting.....	23-02
Agenda	23-03
Minutes.....	23-04
Board Meeting: Public Company	23-05
Notice and agenda	23-06
The chairman's role.....	23-07
Corporate governance.....	23-08
Minutes	23-09
Duties of secretary.....	23-10
Decisions reached without meetings.....	23-11
24. Meetings in insolvency situations, short of winding-up.....	24-01
Voluntary arrangement.....	24-02
The proposal	24-03
The meetings.....	24-04
Quorum.....	24-05
Voting and resolutions.....	24-06
Approval of the proposal.....	24-07
Creditors—points to note	24-08
Administration order.....	24-09
Appointment of Administrator	24-10
Administrator's proposals.....	24-11
Creditor's committee	24-12
Members' meeting	24-13
Culmination	24-14
Creditors—points to note	24-15
Administrative receivership.....	24-16
25. Meetings in insolvency situations—winding-up.....	25-01
Winding-up by the court	
Reasons for winding-up.....	25-02
The petition and order.....	25-03
First meetings of creditors and contributories	25-04
Liquidation committee.....	25-05
Meetings subsequent to first meetings.....	25-06
Final meeting.....	25-07
Creditors—points to note	25-08
Voluntary winding-up	25-09
The initiating resolution	25-10
Members' meeting	25-11
Creditors: first meeting.....	25-12
Creditors—points to note	25-13

CONTENTS

Appointment of liquidator	25-14
Powers of a liquidator; vacancies	25-15
Liquidation committee.....	25-16
Subsequent meetings of creditors.....	25-17
Generally applicable rules	
Attendance at meetings of company's personnel.....	25-18
Notice of meetings by advertisement only	25-19
Venue	25-20
Resolutions	25-21
Chairman as proxy-holder.....	25-22
Suspension and adjournment.....	25-23
Quorum	25-24
Entitlement to vote	25-25
Delivery of proof.....	25-26
Admission and rejection of proof	25-27
Minutes	25-28
Modernisation of Insolvency Rules	25-29
26. Proxies and company representation in insolvency proceedings	
Definition of proxy	26-01
Form and delivery of proxy.....	26-02
Use of proxies at meetings	26-03
Right of inspection.....	26-04
Exception.....	26-05
Proxies at first meeting of creditors—points to note	26-06
27. Members' voluntary winding-up	27-01
Declaration of solvency	27-02
Effect of liquidation	27-03
Appointment of liquidator	27-04
Periodic meetings.....	27-05
Position in case of insolvency	27-06
Final meeting	27-07
28. Meetings of local authorities	
The Structure of Local Government	
Introduction.....	28-01
Constitutional arrangements	28-02
Elections	28-03
Provisions relating to the administration of local authorities	
Requisites of a valid meeting	28-04
Standing orders.....	28-05
Delegation to committees and others.....	28-06
Committees—political balance.....	28-07
Decisions on questions.....	28-08
Records of members attending and minutes	28-09
Vacancy or defect in election or qualification	28-10

CONTENTS

Conduct of members.....	28-11
Registration of Interests.....	28-12
Disclosable Pecuniary Interests.....	28-13
Standards committees.....	28-14
Upholding of the code of conduct: Investigation and Adjudication	28-15
Order at meetings	28-16
Defects in administration: ombudsman.....	28-17
The ultra vires rules.....	28-18
Principal councils	
Holding of meetings	28-19
Convening of meetings.....	28-20
Chairman.....	28-21
Vice-chairman.....	28-22
Quorum	28-23
Order of business.....	28-24
Meetings held under executive arrangements.....	28-25
Parish and community councils	
Holding of meetings	28-26
Convening of meetings.....	28-27
Chairman and vice-chairman.....	28-28
Conduct of proceedings.....	28-29
Quorum	28-30
Voting.....	28-31
Public participation.....	28-32
Parish and community meetings.....	28-33
Holding of meetings	28-34
Standing orders	28-35
Convening of meetings.....	28-36
Chairman.....	28-37
Voting.....	28-38
Minutes	28-39
Committees	28-40
Community meetings.....	28-41
29. Local authorities and other bodies—access to meetings and information	
Introduction and historical background.....	29-01
Access to information generally	29-02
Principal councils—access to meetings.....	29-03
Exclusion due to nature of information under discussion	29-04
Rights of the press.....	29-05
Principal councils—access to information	
General.....	29-06
Before the meeting	29-07
After the meeting.....	29-08
Inspection of background papers	29-09
Rights of the press.....	29-10

CONTENTS

Rights of members of the council	29-11
Additional information to be published by principal councils	29-12
Access to meetings and bodies other than principal councils	29-13
Exclusion by resolution	29-14
Necessary arrangements	29-15
Maintenance of order	29-16
Minutes	29-17
30. Defamatory Statements	30-01
Libel and Slander	30-02
Malice	30-03
The Statement	30-04
Publication	30-05
Defences	30-06
Justification	30-07
Fair comment	30-08
Privilege	30-09
Absolute privilege	30-10
Qualified privilege	30-11
Media reports	30-12
Offer of amends	30-13
Leave and licence	30-14
Limitation	30-15
Index	397

TABLE OF CASES

Abbatt v Treasury Solicitor; sub nom. Conveyances Dated June 13, 1933, August 17, 1933, and September 2, 1950, Re [1969] 1 W.L.R. 1575; [1969] 3 All E.R. 1175; (1969) 113 S.J. 739 CA	7-30
Abbey National Plc, Re [2004] EWHC 2776 (Ch); [2005] 2 B.C.L.C. 15	14-29
Abbott v Sullivan; Abbott v Isett Compositors Committee Members [1952] 1 K.B. 189; [1952] 1 All E.R. 226; [1951] 2 Lloyd's Rep. 573; [1952] 1 T.L.R. 133; (1952) 96 S.J. 119 CA	9-02
Adam v Ward [1917] A.C. 309 HL	30-11
Agricultural, Horticultural and Forestry Industry Training Board v Aylesbury Mushrooms [1972] 1 W.L.R. 190; [1972] 1 All E.R. 280 QBD	10-10
Albert v Lavin; sub nom. Lavin v Albert [1982] A.C. 546; [1981] 3 W.L.R. 955; [1981] 3 All E.R. 878; (1982) 74 Cr. App. R. 150; (1981) 125 S.J. 860 HL	2-02
Alderson v Clay (186) 1 Stark. 405	8-07
Alexander v Simpson (1890) L.R. 43 Ch. D. 139 CA	5-07
Alexander Ward & Co Ltd v Samyang Navigation Co Ltd [1975] 1 W.L.R. 673; [1975] 2 All E.R. 424; [1975] 2 Lloyd's Rep. 1; 1975 S.C. (H.L.) 26; 1975 S.L.T. 126; (1975) 119 S.J. 319 HL	12-04, 21-07
Allbutt v General Council of Medical Education and Registration (1889) L.R. 23 Q.B.D. 400 CA	30-12
Alma Spinning Co, Re; sub nom. Bottomley's Case, Re (1880-81) L.R. 16 Ch. D. 681 Ch D	20-09
Anglo-International Bank Ltd, Re [1943] Ch. 233 CA	13-12
Ansett v Bulley Air Transport Ltd (No 2) (1958) 75 W.N. NSW 306	14-25
Anthony v Seger (1789) 1 Hagg.Con. 9	7-22
Arnot v United African Lands Ltd [1901] 1 Ch. 518 CA	15-10
Ashbury Railway Carriage & Iron Co Ltd v Riche; sub nom. Riche v Ashbury Railway Carriage & Iron Co Ltd (1874-75) L.R. 7 H.L. 653 HL	11-12
Attorney General v Davy (1741) 2 Atk 212	7-30
Attorney General v Guardian Newspapers Ltd (No.2). <i>See</i> Attorney General v Observer Ltd Attorney General v Observer Ltd; Attorney General v Times Newspapers Ltd (No.2); Attorney General v Guardian Newspapers Ltd (No.2) [1990] 1 A.C. 109; [1988] 3 W.L.R. 776; [1988] 3 All E.R. 545; [1989] 2 F.S.R. 181; (1988) 85(42) L.S.G. 45; (1988) 138 N.L.J. Rep. 296; (1988) 132 S.J. 1496 HL	1-01
Atwool v Merryweather (1867-68) L.R. 5 Eq. 464 (Note) Ct of Chancery	7-31
Automatic Self Cleansing Filter Syndicate Co Ltd v Cuninghame [1906] 2 Ch. 34 CA	20-02
B Johnson & Co (Builders) Ltd, Re [1955] Ch. 634; [1955] 3 W.L.R. 269; [1955] 2 All E.R. 775; (1955) 99 S.J. 490 CA	24-16
Bailey Hay & Co, Re [1971] 1 W.L.R. 1357; [1971] 3 All E.R. 693; (1971) 115 S.J. 639 Ch D	5-14, 13-22, 19-36
Baillie v Oriental Telephone & Electric Co Ltd [1915] 1 Ch. 503 CA	13-15
Bainbridge v Smith (1889) L.R. 41 Ch. D. 462 CA	22-02
Baker v Jones [1954] 1 W.L.R. 1005; [1954] 2 All E.R. 553; (1954) 98 S.J. 473 QBD	5-12, 9-02
Ball v Metal Industries, 1957 S.C. 315; 1957 S.L.T. 124 OH	12-12
Bamford v Bamford [1970] Ch. 212; [1969] 2 W.L.R. 1107; [1969] 1 All E.R. 969; (1969) 113 S.J. 123 CA (Civ Div)	12-01
Bank of Syria, Re; sub nom. Owen and Ashworth's Claim; Whitworth's Claim [1901] 1 Ch. 115 CA	22-06
Barclays Bank plc v British & Commonwealth Holdings plc. <i>See</i> British & Commonwealth Holdings Plc v Barclays Bank Plc	
Barron v Potter; Potter v Berry [1914] 1 Ch. 895 Ch D	20-02, 21-05, 22-02
Barton v Taylor (1886) L.R. 11 App. Cas. 197 PC (Aus)	21-16
Battelley v Finsbury BC (1958) 122 J.P. 169; 56 L.G.R. 165	9-04
Baynes v Brewster (1841) 2 Q.B. 375	2-02
Bennett v Chappell [1966] Ch. 391; [1965] 3 W.L.R. 829; [1965] 3 All E.R. 130; (1965) 129 J.P. 517; 63 L.G.R. 379; (1965) 109 S.J. 536 CA	28-38
Bentley Stevens v Jones [1974] 1 W.L.R. 638; [1974] 2 All E.R. 653; (1974) 118 S.J. 345 Ch D	5-14
Betts & Co Ltd v Macnaghten [1910] 1 Ch. 430 Ch D	5-05