

General meetings

All general meetings of members of a company other than annual general meetings are extraordinary general meetings. Please see p. [X] in relation to annual general meetings.	s. 177(1)
With certain exceptions (including resolutions to remove a director or auditor), matters that can be considered at a general meeting of a private company may be undertaken by unanimous written resolution.	s. 193
Private limited companies may also use the majority written resolution procedure (although a DAC may prohibit the use of the procedure in its constitution). Such resolutions require at least 75% approval for special resolutions and greater than 50% approval for ordinary resolutions. A prescribed procedure must be followed in each case.	s. 194
General meetings can be held inside or outside the state. Unless all members consent in writing to the meeting being held outside the state, the company has a duty to make, at its own expense, all necessary arrangements to ensure that members can participate in the meeting by technological means without leaving Ireland. General meetings can also be held in more than one venue simultaneously using any technology that provides members, as a whole, with a reasonable opportunity to participate.	s. 176
Procedure	
<ul style="list-style-type: none"> ▪ Convene a board meeting to consider the business to be put to shareholders and convene a general meeting if appropriate. 	s. 177(2)
<ul style="list-style-type: none"> ▪ The company secretary or a director must issue a notice convening the general meeting. Notices for all annual general meetings or for extraordinary general meetings for the purposes of passing special resolutions generally require 21 clear days' notice. Notices for extraordinary general meetings for the purposes of passing ordinary resolutions generally require 7 clear days' notice in the case of private companies and 14 days' notice in the case of PLCs. All general meetings of traded public limited companies require 21 clear days' notice. 	ss 181(1), 1098, 1102(1)
<ul style="list-style-type: none"> ▪ If the meeting is to be convened on short notice, the agreement of all shareholders entitled to attend and vote at the meeting and the auditors of the company will be required. 	s. 181(2)
<ul style="list-style-type: none"> ▪ Any member of a company entitled to attend and vote at a meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A form of proxy is included in section 184 of the Act. 	ss 183, 184
<ul style="list-style-type: none"> ▪ Additional provisions apply in relation to notices being issued by traded PLCs, including in respect of setting out the record date for eligibility for voting, the availability of documentation and information relevant to matters to be considered at the meeting and website content requirements. 	s. 1103
Filing requirement	
<ul style="list-style-type: none"> ▪ Copies of all special resolutions passed must be filed at the CRO within 15 days of the passing of the resolution (Form G1). Certain ordinary resolutions must also be filed where they come within section 198 of the Act (Form G2). 	s. 198
Notes	
<ul style="list-style-type: none"> ▪ No business may be transacted at an annual or extraordinary general meeting unless a quorum of members is present and, unless the company's constitution 	s. 182

provides otherwise, a quorum requires two members to be present in person or by proxy.	
<ul style="list-style-type: none"> ▪ In addition to the general powers of directors to convene general meetings, a court may, on application to it, make an order requiring that a general meeting be held. 	s. 179
<ul style="list-style-type: none"> ▪ Please see p. [] in relation to members' ability to requisition general meetings. 	s. 178

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