

# Electronic communication

## Documents and information sent to the company

If a company has given an electronic address in a notice calling a meeting, it is deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address.

Where a company has given an electronic address either in a proxy instrument sent out by the company in relation to the meeting, or in an invitation to appoint a proxy issued by the company in relation to the meeting, it is deemed to have agreed that any document or information relating to proxies for that meeting may be sent by electronic means to that address.

## Documents and information sent by the company

Electronic form.

Part 3 of Schedule 5 provides that a document or information may only be sent or supplied by a company in electronic form to a person who has agreed to that form of communication (such agreement not having been revoked) or to a company that is deemed to have so agreed by a provision in the Companies Acts (paragraph 6, Schedule 5).

## Website communications.

A company can only send or supply information to a person via a website if the person has agreed to that method of communication under Schedule 5.

A member or nominated person will be deemed to have agreed if either:

the company has passed a resolution that the company may supply documents or information to members via a website; or

the company's articles provide for this

and in either case, the person has been asked individually by the company to agree to the method of communication and the company has not received a response within 28 days of such a request (paragraphs 9 to 10, Schedule 5).

The company must notify the intended recipient of the presence of the information on the website and details of the website address and how to access the information (paragraph 13, Schedule 5).

The documents or information must be available on the website either for the applicable period specified by the Companies Acts or if no such period is specified, for 28 days from the date of notification sent to the person (paragraph 14, Schedule 5).

The company and a member may agree alternative methods of communication, for example other than website communication, where a company has defaulted to website communications.

## Steps required by the Company

### To allow members to send documents or information to the company in electronic form

Meeting notice and proxy notices will have to be amended to include an electronic address for the company.

Consider the authentication requirements required by the company to confirm the identity of the sender.

Consider the need to impose any conditions or limitations on the use of the Company's electronic address

### **To send documents or information to the members in electronic form**

The company will need members' individual consent.

Unless the member is a company that is deemed to have agreed to receive documents or information in electronic form by a provision in the Companies Acts, a request letter will need to be sent to each member of the company asking for his agreement to receive documents or information (either generally or specific documents and information) in electronic form.

The member must also be asked to supply an electronic address for this purpose.

Members' individual consents will be needed if satisfactory existing arrangements are not in place.

### **To send documents by means of a website**

Amendment to the articles will be required (already done in the draft) but this will have to be approved by the Members.

A request letter will also need to be sent to each member and debenture holder individually asking each of them to agree that the company may send or supply documents or information (either generally, or specific documents and information) to the member or debenture holder by means of a website (if satisfactory existing arrangements are not in place). (We can prepare this for you, if required).

If the company does not receive a response within 28 days of the date on which the company sent its request then the member will be deemed to have agreed to receive documents by means of a website.

Ensure that any documents or information to be sent or supplied via a website:

- can be clearly read on the website; and
- may be printed off the website so that recipients of the documents or information can retain a copy.

The intended recipient must be notified of:

- the presence of the document or information on the website;

- the website address;

- the place on the website where the document or information may be accessed;

- and how to access the document or information.

Notification will need to be made by post unless the recipient has agreed to receive email or another form of electronic communication and has supplied the company with an appropriate address. (We can prepare this for you, if required).

Where the document is a notice of company meeting, there are some additional notification requirements. The notification must also:

- state that the document concerns a notice of a company meeting; and
- specify the place, date and time of the meeting.