



Companies Act 1985

1985 CHAPTER 6

PART I E+W+S

FORMATION AND REGISTRATION OF COMPANIES; JURIDICAL STATUS AND MEMBERSHIP

CHAPTER I E+W+S

COMPANY FORMATION

Memorandum of association

1 Mode of forming incorporated company. E+W+S

F1

Textual Amendments

F1 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (as amended by [S.I. 2009/1941, art. 13\(1\)\(a\)](#)) (with arts. 5, 7, 8, Sch. 2 (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

2 Requirements with respect to memorandum. E+W+S

F2

Textual Amendments

F2 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

***Changes to legislation:** There are currently no known outstanding effects
 for the Companies Act 1985, Part I. (See end of Document for details)*

3 Forms of memorandum. E+W+S

F3

Textual Amendments

F3 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

3A Statement of company's objects: general commercial company. E+W+S

F4

Textual Amendments

F4 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

4 Resolution to alter objects. E+W+S

F5

Textual Amendments

F5 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

5 Procedure for objecting to alteration. E+W+S

F6

Textual Amendments

F6 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

6 Provisions supplementing ss. 4, 5. E+W+S

F7

Textual Amendments

F7 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

Changes to legislation: There are currently no known outstanding effects
for the *Companies Act 1985, Part I.* (See end of Document for details)

Articles of association

7 Articles prescribing regulations for companies. [U.K.]

F8

Textual Amendments

F8 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

8 Tables A, C, D and E. [E+W+S]

F9

Textual Amendments

F9 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

8A Table G. [E+W+S]

F10

Textual Amendments

F10 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

9 Alteration of articles by special resolution. [E+W+S]

F11

Textual Amendments

F11 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

Registration and its consequences

10 Documents to be sent to registrar. [E+W+S]

F12

***Changes to legislation:** There are currently no known outstanding effects
 for the Companies Act 1985, Part I. (See end of Document for details)*

Textual Amendments

F12 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

11 Minimum authorised capital (public companies). E+W+S

F13

Textual Amendments

F13 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

12 Duty of registrar. E+W+S

F14

Textual Amendments

F14 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

13 Effect of registration. E+W+S

F15

Textual Amendments

F15 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

14 Effect of memorandum and articles. E+W+S

F16

Textual Amendments

F16 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#))) and with savings for repeal of s. 14(2) (1.10.2009) by [S.I. 2009/1941, art. 11\(3\)\(a\)](#)

15 Memorandum and articles of company limited by guarantee. E+W+S

F17

Changes to legislation: There are currently no known outstanding effects
for the Companies Act 1985, Part I. (See end of Document for details)

Textual Amendments

F17 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

16 Effect of alteration on company's members. E+W+S

F18

Textual Amendments

F18 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

17 Conditions in memorandum which could have been in articles. E+W+S

F19

Textual Amendments

F19 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

18 Amendments of memorandum or articles to be registered. E+W+S

F20

Textual Amendments

F20 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

19 Copies of memorandum and articles to be given to members. E+W+S

F21

Textual Amendments

F21 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

20 Issued copy of memorandum to embody alterations. E+W+S

F22

*Changes to legislation: There are currently no known outstanding effects
 for the Companies Act 1985, Part I. (See end of Document for details)*

Textual Amendments

F22 [Ss. 1-28](#) repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

21 **E+W+S**

F23

Textual Amendments

F23 [S. 21](#) repealed (1.2.1994) by [1993 c. 38, ss. 30\(2\), 35\(1\), Sch. 2; S.I. 1994/115, art. 2\(2\)](#)

A company's membership

22 **Definition of “member”.** **E+W+S**

F24

Textual Amendments

F24 [Ss. 1-28](#) repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

23 **Membership of holding company.** **E+W+S**

F25

Textual Amendments

F25 [Ss. 1-28](#) repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

24 **Minimum membership for carrying on business.** **E+W+S**

F26

Textual Amendments

F26 [Ss. 1-28](#) repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

Changes to legislation: There are currently no known outstanding effects
for the Companies Act 1985, Part I. (See end of Document for details)

CHAPTER II E+W+S

COMPANY NAMES

25 Name as stated in memorandum. E+W+S

F27

Textual Amendments

F27 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

26 Prohibition on registration of certain names. E+W+S

F28

Textual Amendments

F28 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#))) and with savings for the repeal of s. 26(2)(a) by virtue of [S.I. 2008/2860, Sch. 2 para. 114A](#) (as inserted (1.10.2009) by [S.I. 2009/2476, art. 2](#))

27 Alternatives of statutory designations. E+W+S

F29

Textual Amendments

F29 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

28 Change of name. E+W+S

F30

Textual Amendments

F30 Ss. 1-28 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss.1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with [arts. 5, 7, 8, Sch. 2](#) (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

29 Regulations about names. E+W+S

(1) F31

(2) F31

(3) F31

*Changes to legislation: There are currently no known outstanding effects
 for the Companies Act 1985, Part I. (See end of Document for details)*

- (4) ^{F32}
- (5) ^{F31}
- (6) ^{F31}

Textual Amendments

- F31 S. 29(1)-(3)(5)(6) repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with arts. 5, 7, 8, Sch. 2 (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))
F32 S. 29(4) repealed (1.1.2007) by [Companies Act 2006 \(c. 46\), ss. 1295, 1300, Sch. 16; S.I. 2006/3428, art. 7\(a\), Sch. 2 Pt. 1](#) (with arts. 6, 8, Sch. 5 (as amended by [S.I. 2007/3495, art. 11, Sch. 5](#)))

30 Exemption from requirement of “limited” as part of the name. E+W+S

F33

Textual Amendments

- F33 Ss. 30-36 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with arts. 5, 7, 8, Sch. 2 (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

31 Provisions applying to company exempt under s. 30. E+W+S

F34

Textual Amendments

- F34 Ss. 30-36 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with arts. 5, 7, 8, Sch. 2 (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

32 Power to require company to abandon misleading name. E+W+S

F35

Textual Amendments

- F35 Ss. 30-36 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with arts. 5, 7, 8, Sch. 2 (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

33 Prohibition on trading under misleading name. E+W+S

F36

Textual Amendments

- F36 Ss. 30-36 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with arts. 5, 7, 8, Sch. 2 (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

Changes to legislation: There are currently no known outstanding effects
for the Companies Act 1985, Part I. (See end of Document for details)

34 Penalty for improper use of “limited” or “cyfyngedig”. E+W+S

F37

Textual Amendments

F37 Ss. 30-36 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

34A Penalty for improper use of “community interest company” etc. E+W+S

F38

Textual Amendments

F38 Ss. 30-36 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

CHAPTER III E+W+S

A COMPANY’S CAPACITY; FORMALITIES OF CARRYING ON BUSINESS

35 A company’s capacity not limited by its memorandum. E+W+S

F39

Textual Amendments

F39 Ss. 30-36 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

35A Power of directors to bind the company. E+W+S

F40

Textual Amendments

F40 Ss. 30-36 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

35B No duty to enquire as to capacity of company or authority of directors. E+W+S

F41

Changes to legislation: There are currently no known outstanding effects
for the Companies Act 1985, Part I. (See end of Document for details)

Textual Amendments

- F41 Ss. 30-36 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

36 Company contracts: England and Wales. E+W+S

F42

Textual Amendments

- F42 Ss. 30-36 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

36A Execution of documents: England and Wales. E+W+S

- (1) F43
- (2) F44
- (3) F43
- (4) F44
- (4A) F44
- (5) F44
- (6) F44
- (7) F44
- (8) F44

Textual Amendments

- F43 S. 36A(1)(3) repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.) and with savings in S.I. 2008/948, arts. 2(2), 7)
- F44 S. 36A(2)(4)-(8) repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/3495, art. 8(a), Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 para. 1(2)(3) and with savings in S.I. 2008/948, arts. 2(2), 7)

36AA Execution of deeds: England and Wales E+W

F45

Textual Amendments

- F45 Ss. 36AA-40 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

Changes to legislation: There are currently no known outstanding effects
for the Companies Act 1985, Part I. (See end of Document for details)

36B Execution of documents by companies. E+W+S

F46

Textual Amendments

F46 Ss. 36AA-40 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

36C Pre-incorporation contracts, deeds and obligations. E+W+S

F47

Textual Amendments

F47 Ss. 36AA-40 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

37 Bills of exchange and promissory notes. E+W+S

F48

Textual Amendments

F48 Ss. 36AA-40 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

38 Execution of deeds abroad. E+W+S

F49

Textual Amendments

F49 Ss. 36AA-40 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

39 Power of company to have official seal for use abroad. E+W+S

F50

Textual Amendments

F50 Ss. 36AA-40 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch.))

40 Official seal for share certificates, etc. E+W+S

F51

*Changes to legislation: There are currently no known outstanding effects
for the Companies Act 1985, Part I. (See end of Document for details)*

Textual Amendments

F51 Ss. 36AA-40 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), ss. 1295, 1300, Sch. 16; S.I. 2008/2860, art. 4, Sch. 1](#) (with arts. 5, 7, 8, Sch. 2 (as amended by [S.I. 2009/1802, art. 18, Sch.](#)))

41 Authentication of documents. E+W+S

F52

Textual Amendments

F52 S. 41 repealed (6.4.2007) by [Companies Act 2006 \(c. 46\), ss. 1295, 1300, Sch. 16; S.I. 2006/3428, art. 4\(2\)\(b\)](#), (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5 (as amended by [S.I. 2007/3495, art. 11, Sch. 5](#)))

42 Events affecting a company's status. E+W+S

F53

Textual Amendments

F53 S. 42 repealed (1.1.2007) by [Companies Act 2006 \(c. 46\), ss. 1295, 1300, Sch. 16; S.I. 2006/3428, art. 7\(a\), Sch. 2 Pt. 1](#) (with arts. 6, 8, Sch. 5) (as amended by [S.I. 2007/3495, art. 11, Sch. 5](#)))

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 1985, Part I.