



Charities Act 2011

2011 CHAPTER 25

PART 10

CHARITABLE COMPANIES ETC.

Restrictions on alteration of objects

198 Alteration of objects by companies and Commission's consent

- (1) Any regulated alteration by a charitable company—
 - (a) requires the prior written consent of the Commission, and
 - (b) is ineffective if such consent has not been obtained.
- (2) The following are regulated alterations—
 - (a) an amendment of the company's articles of association [^{F1}which alters the charitable purposes of the company,]
 - (b) any alteration of any provision of its articles of association directing the application of property of the company on its dissolution, and
 - (c) any alteration of any provision of its articles of association where the alteration would provide authorisation for any benefit to be obtained by directors or members of the company or persons connected with them.

[^{F2}(2A) In considering whether to consent to an alteration falling within subsection (2)(a) the Commission must have regard to—

- (a) the purposes of the company when it was established, if and so far as they are reasonably ascertainable,
 - (b) the desirability of securing that the purposes of the company are, so far as reasonably practicable, similar to the purposes being altered, and
 - (c) the need for the company to have purposes which are suitable and effective in the light of current social and economic circumstances.]
- (3) Where a company that has made a regulated alteration in accordance with subsection (1) is required—

Changes to legislation: Charities Act 2011, Section 198 is up to date with all changes known to be in force on or before 09 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

- (a) by section 26 of the Companies Act 2006 to send to the registrar of companies a copy of its articles as amended,
 - (b) by section 30 of that Act to forward to the registrar a copy of the special resolution effecting the alteration, or
 - (c) by section 31 of that Act to give notice to the registrar of the amendment, the copy or notice must be accompanied by a copy of the Commission's consent.
- (4) If more than one of those provisions applies and they are complied with at different times, the company need not send a further copy of the Commission's consent if a copy was sent on an earlier occasion.
- (5) Subsections (2) to (4) of section 30 of that Act (offence of failing to comply with section 30) apply in relation to a failure to comply with subsection (3) as in relation to a failure to comply with that section.

Textual Amendments

- F1** Words in s. 198(2)(a) substituted (7.3.2024) by [Charities Act 2022 \(c. 6\)](#), **ss. 1(2)**, 41(4); S.I. 2024/265, [reg. 3](#), [Sch. 1 para. 1](#) (with [reg. 6](#))
- F2** S. 198(2A) inserted (7.3.2024) by [Charities Act 2022 \(c. 6\)](#), **ss. 1(3)**, 41(4); S.I. 2024/265, [reg. 3](#), [Sch. 1 para. 1](#) (with [reg. 6](#))

Changes to legislation:

Charities Act 2011, Section 198 is up to date with all changes known to be in force on or before 09 June 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.

[View outstanding changes](#)

Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 106(1)-(1B) substituted for s. 106(1) by [2022 c. 6 s. 16\(a\)](#)
- s. 322(2)(ea) inserted by [2022 c. 6 Sch. 2 para. 26](#)
- s. 331A331B and cross-heading inserted by [2022 c. 6 s. 15](#)