



# Companies Act 1985

## 1985 CHAPTER 6

### PART I

#### FORMATION AND REGISTRATION OF COMPANIES; JURIDICAL STATUS AND MEMBERSHIP

### CHAPTER I

#### COMPANY FORMATION

##### *Articles of association*

#### **7 Articles prescribing regulations for companies.**

- (1) There may in the case of a company limited by shares, and there shall in the case of a company limited by guarantee or unlimited, be registered with the memorandum articles of association signed by the subscribers to the memorandum and prescribing regulations for the company.
- (2) In the case of an unlimited company having a share capital, the articles must state the amount of share capital with which the company proposes to be registered.
- (3) Articles must—
  - (a) be printed,
  - (b) be divided into paragraphs numbered consecutively, and
  - (c) <sup>[F1]</sup>subject to subsection (3A),] be signed by each subscriber of the memorandum in the presence of at least one witness who must attest the signature <sup>[F2]</sup>(which attestation is sufficient in Scotland as well as in England and Wales)].

<sup>[F3]</sup>(3A) Where the articles are delivered to the registrar otherwise than in legible form and are authenticated by each subscriber to the memorandum in such manner as is directed by the registrar, the requirements in subsection (3)(c) for signature in the presence of at least one witness and for attestation of the signature do not apply.]

*Status: Point in time view as at 26/05/2008.*

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

#### Textual Amendments

- F1** Words in s. 7(3)(c) inserted (22.12.2000) by S.I. 2000/3373, **art. 3(1)(2)**
- F2** Words in s. 7(3)(c) repealed (S.) (1.8.1995) by 1995 c. 7, ss. 14(2), 15(2), **Sch. 5** (with ss. 9(3)(5)(7), 13, 14(3))
- F3** S. 7(3A) inserted (22.12.2000) by S.I. 2000/3373, **art. 3(1)(3)**

#### Modifications etc. (not altering text)

- C1** S. 7 restricted (8.10.2004) by The European Public Limited-Liability Company Regulations 2004 (S.I. 2004/2326), regs. 85, 88, **Sch. 4 para. 1(3)** (with para. 11)
- C2** S. 7(1) applied (1.7.2005) by Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27), **ss. 32(2)**, 65; S.I. 2004/3322, **art. 2(3)**, Sch. 3 (subject to arts. 3-13)

## 8 Tables A, C, D and E.

- (1) Table A is as prescribed by regulations made by the Secretary of State; and a company may for its articles adopt the whole or any part of that Table.
- (2) In the case of a company limited by shares, if articles are not registered or, if articles are registered, in so far as they do not exclude or modify Table A, that Table (so far as applicable, and as in force at the date of the company's registration) constitutes the company's articles, in the same manner and to the same extent as if articles in the form of that Table had been duly registered.
- (3) If in consequence of regulations under this section Table A is altered, the alteration does not affect a company registered before the alteration takes effect, or repeal as respects that company any portion of the Table.
- (4) The form of the articles of association of—
  - (a) a company limited by guarantee and not having a share capital,
  - (b) a company limited by guarantee and having a share capital, and
  - (c) an unlimited company having a share capital,
 shall be respectively in accordance with Table C, D or E prescribed by regulations made by the Secretary of State, or as near to that form as circumstances admit.
- (5) Regulations under this section shall be made by statutory instrument subject to annulment in pursuance of a resolution of either House of Parliament.

#### Modifications etc. (not altering text)

- C3** S. 8 excluded (E.W.) (26.7.2002 for E. for certain purposes and 30.9.2003 for E. in so far as not already in force, 1.1.2003 for W. for certain purposes and 30.3.2004 for W. in so far as not already in force) by Commonhold and Leasehold Reform Act 2002 (c. 15), **ss. 74(7)(b)**, 181(1); S.I. 2002/1912, **art. 2(c)**; S.I. 2002/3012, **art. 2(c)**; S.I. 2003/1986, **art. 2**; S.I. 2004/669, **art. 2**
- S. 8 excluded (E.W.) (27.9.2004) by Commonhold and Leasehold Reform Act 2002 (c. 15), ss. 34, 181(1), **Sch. 3 para. 4(1)(b)** (with s. 63); S.I. 2004/1832, **art. 2**

## [<sup>F4</sup>8A Table G.

- (1) The Secretary of State may by regulations prescribe a Table G containing articles of association appropriate for a partnership company, that is, a company limited by shares

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whose shares are intended to be held to a substantial extent by or on behalf of its employees.

- (2) A company limited by shares may for its articles adopt the whole or any part of that Table.
- (3) If in consequence of regulations under this section Table G is altered, the alteration does not affect a company registered before the alteration takes effect, or repeal as respects that company any portion of the Table.
- (4) Regulations under this section shall be made by statutory instrument which shall be subject to annulment in pursuance of a resolution of either House of Parliament.]

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**Textual Amendments**

**F4** S. 8A inserted (*prosp.*) by Companies Act 1989 (c. 40, SIF 27), ss. 128, 213(2), 215(2)

**9 Alteration of articles by special resolution.**

- (1) Subject to the provisions of this Act and to the conditions contained in its memorandum, a company may by special resolution alter its articles.
- (2) Alterations so made in the articles are (subject to this Act) as valid as if originally contained in them, and are subject in like manner to alteration by special resolution.

**Status:**

Point in time view as at 26/05/2008.

**Changes to legislation:**

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