



Companies Act 2006

2006 CHAPTER 46

PART 3

A COMPANY'S CONSTITUTION

Modifications etc. (not altering text)

- C1** Pts. 1-39 (except for Pt. 7 and ss. 662-669), 45-47 extended (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), [Sch. 1 para. 2](#)

CHAPTER 1

INTRODUCTORY

17 A company's constitution

Unless the context otherwise requires, references in the Companies Acts to a company's constitution include—

- (a) the company's articles, and
- (b) any resolutions and agreements to which Chapter 3 applies (see section 29).

Commencement Information

- II** S. 17 wholly in force at 1.10.2009; s. 17 not in force at Royal Assent see s. 1300; s. 17 in force for specified purposes at 1.10.2007 by [S.I. 2007/2194](#), [art. 2\(3\)\(a\)](#) (with savings in [art. 12](#) and subject to transitional adaptations specified in [Sch. 1 para. 1](#)); s. 17 in force for specified further purposes at 6.4.2008 by [S.I. 2007/3495](#), [art. 3\(3\)\(a\)](#) (with savings in [arts. 7, 12](#)); s. 17 in force otherwise at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(c\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

Status: Point in time view as at 26/06/2020.

Changes to legislation: Companies Act 2006, Part 3 is up to date with all changes known to be in force on or before 26 July 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)

CHAPTER 2

ARTICLES OF ASSOCIATION

General

18 Articles of association

- (1) A company must have articles of association prescribing regulations for the company.
- (2) Unless it is a company to which model articles apply by virtue of section 20 (default application of model articles in case of limited company), it must register articles of association.
- (3) Articles of association registered by a company must—
 - (a) be contained in a single document, and
 - (b) be divided into paragraphs numbered consecutively.
- (4) References in the Companies Acts to a company's “articles” are to its articles of association.

19 Power of Secretary of State to prescribe model articles

- (1) The Secretary of State may by regulations prescribe model articles of association for companies.
- (2) Different model articles may be prescribed for different descriptions of company.
- (3) A company may adopt all or any of the provisions of model articles.
- (4) Any amendment of model articles by regulations under this section does not affect a company registered before the amendment takes effect.

“Amendment” here includes addition, alteration or repeal.
- (5) Regulations under this section are subject to negative resolution procedure.

Commencement Information

- I2** S. 19 wholly in force at 1.10.2009; s. 19 not in force at Royal Assent, see s. 1300; s. 19 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 19 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(c\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

20 Default application of model articles

- (1) On the formation of a limited company—
 - (a) if articles are not registered, or
 - (b) if articles are registered, in so far as they do not exclude or modify the relevant model articles,

the relevant model articles (so far as applicable) form part of the company's articles in the same manner and to the same extent as if articles in the form of those articles had been duly registered.

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- (2) The “relevant model articles” means the model articles prescribed for a company of that description as in force at the date on which the company is registered.

Modifications etc. (not altering text)

- C2** S. 20 excluded by [Leasehold Reform, Housing and Urban Development Act 1993 \(c. 28\)](#), s. 4C(6) (as substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 140(3)(d)** (with art. 10))
- C3** S. 20 excluded by [Commonhold and Leasehold Reform Act 2002 \(c. 15\)](#), Sch. 3 para. 2(6) (as inserted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 195(4)(d)** (with art. 10))
- C4** S. 20 excluded by [Commonhold and Leasehold Reform Act 2002 \(c. 15\)](#), s. 74(7) (as substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 194(16)(d)** (with art. 10))

Alteration of articles

21 Amendment of articles

- (1) A company may amend its articles by special resolution.
- (2) In the case of a company that is a charity, this is subject to—
- in England and Wales, [^{F1}sections 197 and 198 of the Charities Act 2011];
 - in Northern Ireland, [^{F2}section 96 of the Charities Act (Northern Ireland) 2008] .
- (3) In the case of a company that is registered in the Scottish Charity Register, this is subject to—
- section 112 of the Companies Act 1989 (c. 40), and
 - section 16 of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10).

Textual Amendments

- F1** Words in s. 21(2)(a) substituted (14.3.2012) by [Charities Act 2011 \(c. 25\)](#), ss. 354, 355, **Sch. 7 para. 113** (with s. 20(2), Sch. 8)
- F2** Words in s. 21(2)(b) substituted (N.I.) (24.6.2013) by [Charities Act \(Northern Ireland\) 2008 \(c. 12\)](#) (N.I.), ss. 183, 185, {Sch. 8 para. 13(1)}; [S.R. 2013/145](#), **art. 2**, Sch.

Modifications etc. (not altering text)

- C5** S. 21 excluded (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), **ss. 85(2)(a), 164(3)(g)(ii)**

22 Entrenched provisions of the articles

- (1) A company's articles may contain provision (“provision for entrenchment”) to the effect that specified provisions of the articles may be amended or repealed only if conditions are met, or procedures are complied with, that are more restrictive than those applicable in the case of a special resolution.

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- (2) Provision for entrenchment may only be made—
- (a) in the company's articles on formation, or
 - (b) by an amendment of the company's articles agreed to by all the members of the company.
- (3) Provision for entrenchment does not prevent amendment of the company's articles—
- (a) by agreement of all the members of the company, or
 - (b) by order of a court or other authority having power to alter the company's articles.
- (4) Nothing in this section affects any power of a court or other authority to alter a company's articles.

Modifications etc. (not altering text)

C6 S. 22 excluded (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\), ss. 85\(2\)\(b\), 164\(3\)\(g\)\(ii\)](#)

Commencement Information

I3 S. 22 partly in force; s. 22 not in force at Royal Assent see s. 1300; s. 22 in force for specified purposes at 1.10.2009 by [S.I. 2008/2860, art. 3\(c\)](#) (with [arts. 5, 7, 8, Sch. 2](#)) (as amended by [S.I. 2009/1802, art. 18](#) and [S.I. 2009/2476, regs. 1\(2\)\(3\), 2\(2\)](#))

23 Notice to registrar of existence of restriction on amendment of articles

- (1) Where a company's articles—
- (a) on formation contain provision for entrenchment,
 - (b) are amended so as to include such provision, or
 - (c) are altered by order of a court or other authority so as to restrict or exclude the power of the company to amend its articles,
- the company must give notice of that fact to the registrar.
- (2) Where a company's articles—
- (a) are amended so as to remove provision for entrenchment, or
 - (b) are altered by order of a court or other authority—
 - (i) so as to remove such provision, or
 - (ii) so as to remove any other restriction on, or any exclusion of, the power of the company to amend its articles,
- the company must give notice of that fact to the registrar.

24 Statement of compliance where amendment of articles restricted

- (1) This section applies where a company's articles are subject—
- (a) to provision for entrenchment, or
 - (b) to an order of a court or other authority restricting or excluding the company's power to amend the articles.
- (2) If the company—
- (a) amends its articles, and

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- (b) is required to send to the registrar a document making or evidencing the amendment,
the company must deliver with that document a statement of compliance.
- (3) The statement of compliance required is a statement certifying that the amendment has been made in accordance with the company's articles and, where relevant, any applicable order of a court or other authority.
- (4) The registrar may rely on the statement of compliance as sufficient evidence of the matters stated in it.

25 Effect of alteration of articles on company's members

- (1) A member of a company is not bound by an alteration to its articles after the date on which he became a member, if and so far as the alteration—
 - (a) requires him to take or subscribe for more shares than the number held by him at the date on which the alteration is made, or
 - (b) in any way increases his liability as at that date to contribute to the company's share capital or otherwise to pay money to the company.
- (2) Subsection (1) does not apply in a case where the member agrees in writing, either before or after the alteration is made, to be bound by the alteration.

26 Registrar to be sent copy of amended articles

- (1) Where a company amends its articles it must send to the registrar a copy of the articles as amended not later than 15 days after the amendment takes effect.
- (2) This section does not require a company to set out in its articles any provisions of model articles that—
 - (a) are applied by the articles, or
 - (b) apply by virtue of section 20 (default application of model articles).
- (3) If a company fails to comply with this section an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Modifications etc. (not altering text)

- C7 S. 26 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 1** (with transitional provisions and savings in [regs. 7, 9, Sch. 2](#))
- C8 S. 26(3)(4) applied by [Statutory Water Companies Act 1991 \(c. 58\)](#), s. 12(6) (as substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 2(1), **Sch. 1 para. 127(5)(e)** (with art. 10))

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27 Registrar's notice to comply in case of failure with respect to amended articles

- (1) If it appears to the registrar that a company has failed to comply with any enactment requiring it—
 - (a) to send to the registrar a document making or evidencing an alteration in the company's articles, or
 - (b) to send to the registrar a copy of the company's articles as amended,
 the registrar may give notice to the company requiring it to comply.
- (2) The notice must—
 - (a) state the date on which it is issued, and
 - (b) require the company to comply within 28 days from that date.
- (3) If the company complies with the notice within the specified time, no criminal proceedings may be brought in respect of the failure to comply with the enactment mentioned in subsection (1).
- (4) If the company does not comply with the notice within the specified time, it is liable to a civil penalty of £200.

This is in addition to any liability to criminal proceedings in respect of the failure mentioned in subsection (1).
- (5) The penalty may be recovered by the registrar and is to be paid into the Consolidated Fund.

Modifications etc. (not altering text)

- C9** S. 27 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), [regs. 3-5](#), [Sch. 1 para. 1](#) (with transitional provisions and savings in [regs. 7, 9](#), [Sch. 2](#))

Supplementary

28 Existing companies: provisions of memorandum treated as provisions of articles

- (1) Provisions that immediately before the commencement of this Part were contained in a company's memorandum but are not provisions of the kind mentioned in section 8 (provisions of new-style memorandum) are to be treated after the commencement of this Part as provisions of the company's articles.
- (2) This applies not only to substantive provisions but also to provision for entrenchment (as defined in section 22).
- (3) The provisions of this Part about provision for entrenchment apply to such provision as they apply to provision made on the company's formation, except that the duty under section 23(1)(a) to give notice to the registrar does not apply.

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CHAPTER 3

RESOLUTIONS AND AGREEMENTS AFFECTING A COMPANY'S CONSTITUTION

Modifications etc. (not altering text)

- C10** Pt. 3 Ch. 3 applied (1.10.2008) by [The Companies Act 2006 \(Commencement No. 5, Transitional Provisions and Savings\) Order 2007 \(S.I. 2007/3495\)](#), art. 9, **Sch. 4 para. 47(4)** (with savings in arts. 7, 12)
- C11** Pt. 3 Ch. 3 excluded (N.I.) (prosp.) by [Charities Act \(Northern Ireland\) 2008 \(c. 12\) \(N.I.\)](#), {ss. 112(7)}, 185
- C12** Pt. 3 Ch. 3 excluded (E.W.) (1.1.2018) by [The Charitable Incorporated Organisations \(Conversion\) Regulations 2017 \(S.I. 2017/1232\)](#), regs. 1(1), **4(5)**

29 Resolutions and agreements affecting a company's constitution

(1) This Chapter applies to—

- (a) any special resolution;
- (b) any resolution or agreement agreed to by all the members of a company that, if not so agreed to, would not have been effective for its purpose unless passed as a special resolution;
- (c) any resolution or agreement agreed to by all the members of a class of shareholders that, if not so agreed to, would not have been effective for its purpose unless passed by some particular majority or otherwise in some particular manner;
- (d) any resolution or agreement that effectively binds all members of a class of shareholders though not agreed to by all those members;
- (e) any other resolution or agreement to which this Chapter applies by virtue of any enactment.

(2) References in subsection (1) to a member of a company, or of a class of members of a company, do not include the company itself where it is such a member by virtue only of its holding shares as treasury shares.

Modifications etc. (not altering text)

- C13** S. 29 modified (31.1.2019) by [The Further Education Bodies \(Insolvency\) Regulations 2019 \(S.I. 2019/138\)](#), regs. 1(1), **4(1)**, 39(a), 41 (with regs. 1(2), 3(c))
- C14** S. 29 power to apply (with or without modifications) conferred (31.1.2019) by [Technical and Further Education Act 2017 \(c. 19\)](#), **ss. 8, 47(2)**; S.I. 2018/1161, reg. 3(a)

30 Copies of resolutions or agreements to be forwarded to registrar

(1) A copy of every resolution or agreement to which this Chapter applies, or (in the case of a resolution or agreement that is not in writing) a written memorandum setting out its terms, must be forwarded to the registrar within 15 days after it is passed or made.

(2) If a company fails to comply with this section, an offence is committed by—

- (a) the company, and
- (b) every officer of it who is in default.

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- (3) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (4) For the purposes of this section, a liquidator of the company is treated as an officer of it.

Modifications etc. (not altering text)

- C15** S. 30 modified (1.10.2008) by *The Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007 (S.I. 2007/3495)*, arts. 2(4), 9, **Sch. 4 para. 47(5)** (with savings in arts. 7, 12)
- C16** S. 30 applied by *Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27)*, s. 37(3) (as substituted (1.10.2009) by *The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941)*, art. 2(1), **Sch. 1 para. 227(1)** (with art. 10))
- C17** S. 30 applied by *Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27)*, s. 54(3) (as substituted (1.10.2009) by *The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941)*, art. 2(1), **Sch. 1 para. 237(1)** (with art. 10))
- C18** S. 30 power to apply (with or without modifications) conferred (31.1.2019) by *Technical and Further Education Act 2017 (c. 19)*, **ss. 8, 47(2)**; S.I. 2018/1161, reg. 3(a)
- C19** S. 30 modified (31.1.2019) by *The Further Education Bodies (Insolvency) Regulations 2019 (S.I. 2019/138)*, regs. 1(1), **4(1)**, 39(b) (with regs. 1(2), 3(c))
- C20** S. 30(2)-(4) applied by *Charities (Northern Ireland) Order 1987 (S.I. 1987/2048 (N.I. 19))*, art. 9(3) (as substituted (1.10.2009) by *The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941)*, art. 2(1), **Sch. 1 para. 92(3)(b)** (with art. 10))
- C21** S. 30(2)-(4) applied by *The Charities Act 1993 (c. 10)*, s. 64(4) (as substituted (1.10.2009) by *The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1941)*, art. 2(1), **Sch. 1 para. 139(5)** (with art. 10))
- C22** S. 30(2)-(4) applied (E.W.) (14.3.2012) by *Charities Act 2011 (c. 25)*, **ss. 198(5)**, 355 (with s. 20(2), Sch. 8)
- C23** S. 30(2)-(4) applied (N.I.) by *Charities Act (Northern Ireland) 2008 (c. 12 (N.I.))*, s. 96(6) (as substituted (19.1.2013) by *Charities Act (Northern Ireland) 2013 (c. 3 (N.I.))*, **ss. 8(1), 10(1)**, **Sch. 1 para. 19(6)**)

CHAPTER 4

MISCELLANEOUS AND SUPPLEMENTARY PROVISIONS

Statement of company's objects

31 Statement of company's objects

- (1) Unless a company's articles specifically restrict the objects of the company, its objects are unrestricted.
- (2) Where a company amends its articles so as to add, remove or alter a statement of the company's objects—
- (a) it must give notice to the registrar,
 - (b) on receipt of the notice, the registrar shall register it, and

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- (c) the amendment is not effective until entry of that notice on the register.
- (3) Any such amendment does not affect any rights or obligations of the company or render defective any legal proceedings by or against it.
- (4) In the case of a company that is a charity, the provisions of this section have effect subject to—
 - (a) in England and Wales, [^{F3}sections 197 and 198 of the Charities Act 2011];
 - (b) in Northern Ireland, [^{F4}section 96 of the Charities Act (Northern Ireland) 2008] .
- (5) In the case of a company that is entered in the Scottish Charity Register, the provisions of this section have effect subject to the provisions of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10).

Textual Amendments

- F3** Words in s. 31(4)(a) substituted (14.3.2012) by [Charities Act 2011 \(c. 25\), ss. 354, 355, Sch. 7 para. 114](#) (with [s. 20\(2\), Sch. 8](#))
- F4** Words in s. 31(4)(b) substituted (N.I.) (24.6.2013) by [Charities Act \(Northern Ireland\) 2008 \(c. 12\)](#) (N.I.), ss. 183, 185, {[Sch. 8 para. 13\(2\)](#)}; [S.R. 2013/145, art. 2, Sch.](#)

Other provisions with respect to a company's constitution

32 Constitutional documents to be provided to members

- (1) A company must, on request by any member, send to him the following documents—
 - (a) an up-to-date copy of the company's articles;
 - (b) a copy of any resolution or agreement relating to the company to which Chapter 3 applies (resolutions and agreements affecting a company's constitution) and that is for the time being in force;
 - (c) a copy of any document required to be sent to the registrar under—
 - (i) section 34(2) (notice where company's constitution altered by enactment), or
 - (ii) section 35(2)(a) (notice where order of court or other authority alters company's constitution);
 - (d) a copy of any court order under section 899 (order sanctioning compromise or arrangement) or section 900 (order facilitating reconstruction or amalgamation);
 - [^{F5}(da) a copy of any court order under section 901F (order sanctioning compromise or arrangement for company in financial difficulty) or section 901J (order facilitating reconstruction or amalgamation);]
 - (e) a copy of any court order under section 996 (protection of members against unfair prejudice: powers of the court) that alters the company's constitution;
 - (f) a copy of the company's current certificate of incorporation, and of any past certificates of incorporation;
 - (g) in the case of a company with a share capital, a current statement of capital;
 - (h) in the case of a company limited by guarantee, a copy of the statement of guarantee.

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- (2) The statement of capital required by subsection (1)(g) is a statement of—
- (a) the total number of shares of the company,
 - (b) the aggregate nominal value of those shares,
 - [^{F6}(ba) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium), and]
 - (c) for each class of shares—
 - (i) prescribed particulars of the rights attached to the shares,
 - (ii) the total number of shares of that class, ^{F7}...
 - (iii) the aggregate nominal value of shares of that class, and
 - ^{F7}(d)
- (3) If a company makes default in complying with this section, an offence is committed by every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

Textual Amendments

- F5** S. 32(1)(da) inserted (26.6.2020) by Corporate Insolvency and Governance Act 2020 (c. 12), s. 49(1), **Sch. 9 para. 31** (with ss. 2(2), 5(2))
- F6** S. 32(2)(ba) inserted (30.6.2016) by Small Business, Enterprise and Employment Act 2015 (c. 26), s. 164(1), **Sch. 6 para. 3(a)**; S.I. 2016/321, reg. 6(e)
- F7** S. 32(2)(d) and preceding word omitted (30.6.2016) by virtue of Small Business, Enterprise and Employment Act 2015 (c. 26), s. 164(1), **Sch. 6 para. 3(b)**; S.I. 2016/321, reg. 6(e)

Commencement Information

- I4** S. 32 wholly in force at 1.10.2009; s. 32 not in force at Royal Assent, see s. 1300; s. 32 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, **art. 3(3)** (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5); s. 32 otherwise in force at 1.10.2009 by S.I. 2008/2860, **art. 3(c)** (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

33 Effect of company's constitution

- (1) The provisions of a company's constitution bind the company and its members to the same extent as if there were covenants on the part of the company and of each member to observe those provisions.
- (2) Money payable by a member to the company under its constitution is a debt due from him to the company.

In England and Wales and Northern Ireland it is of the nature of an ordinary contract debt.

34 Notice to registrar where company's constitution altered by enactment

- (1) This section applies where a company's constitution is altered by an enactment, other than an enactment amending the general law.
- (2) The company must give notice of the alteration to the registrar, specifying the enactment, not later than 15 days after the enactment comes into force.

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In the case of a special enactment the notice must be accompanied by a copy of the enactment.

- (3) If the enactment amends—
 - (a) the company's articles, or
 - (b) a resolution or agreement to which Chapter 3 applies (resolutions and agreements affecting a company's constitution),the notice must be accompanied by a copy of the company's articles, or the resolution or agreement in question, as amended.
- (4) A “special enactment” means an enactment that is not a public general enactment, and includes—
 - (a) an Act for confirming a provisional order,
 - (b) any provision of a public general Act in relation to the passing of which any of the standing orders of the House of Lords or the House of Commons relating to Private Business applied, or
 - (c) any enactment to the extent that it is incorporated in or applied for the purposes of a special enactment.
- (5) If a company fails to comply with this section an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (6) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Modifications etc. (not altering text)

C24 S. 34 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), [regs. 3-5](#), [Sch. 1 para. 2](#) (with transitional provisions and savings in [regs. 7, 9](#), [Sch. 2](#))

35 Notice to registrar where company's constitution altered by order

- (1) Where a company's constitution is altered by an order of a court or other authority, the company must give notice to the registrar of the alteration not later than 15 days after the alteration takes effect.
- (2) The notice must be accompanied by—
 - (a) a copy of the order, and
 - (b) if the order amends—
 - (i) the company's articles, or
 - (ii) a resolution or agreement to which Chapter 3 applies (resolutions and agreements affecting the company's constitution),a copy of the company's articles, or the resolution or agreement in question, as amended.
- (3) If a company fails to comply with this section an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.

Status: Point in time view as at 26/06/2020.

Changes to legislation: Companies Act 2006, Part 3 is up to date with all changes known to be in force on or before 26 July 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)

- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (5) This section does not apply where provision is made by another enactment for the delivery to the registrar of a copy of the order in question.

Modifications etc. (not altering text)

C25 S. 35 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 2** (with transitional provisions and savings in [regs. 7, 9, Sch. 2](#))

36 Documents to be incorporated in or accompany copies of articles issued by company

- (1) Every copy of a company's articles issued by the company must be accompanied by—
 - (a) a copy of any resolution or agreement relating to the company to which Chapter 3 applies (resolutions and agreements affecting a company's constitution),
 - (b) where the company has been required to give notice to the registrar under section 34(2) (notice where company's constitution altered by enactment), a statement that the enactment in question alters the effect of the company's constitution,
 - (c) where the company's constitution is altered by a special enactment (see section 34(4)), a copy of the enactment, and
 - (d) a copy of any order required to be sent to the registrar under section 35(2)(a) (order of court or other authority altering company's constitution).
- (2) This does not require the articles to be accompanied by a copy of a document or by a statement if—
 - (a) the effect of the resolution, agreement, enactment or order (as the case may be) on the company's constitution has been incorporated into the articles by amendment, or
 - (b) the resolution, agreement, enactment or order (as the case may be) is not for the time being in force.
- (3) If the company fails to comply with this section, an offence is committed by every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale for each occasion on which copies are issued, or, as the case may be, requested.
- (5) For the purposes of this section, a liquidator of the company is treated as an officer of it.

Supplementary provisions

37 Right to participate in profits otherwise than as member void

In the case of a company limited by guarantee and not having a share capital any provision in the company's articles, or in any resolution of the company, purporting to

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give a person a right to participate in the divisible profits of the company otherwise than as a member is void.

38 Application to single member companies of enactments and rules of law

Any enactment or rule of law applicable to companies formed by two or more persons or having two or more members applies with any necessary modification in relation to a company formed by one person or having only one person as a member.

Status:

Point in time view as at 26/06/2020.

Changes to legislation:

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