



Companies Act 1985

1985 CHAPTER 6

PART I

FORMATION AND REGISTRATION OF COMPANIES; JURIDICAL STATUS AND MEMBERSHIP

CHAPTER I

COMPANY FORMATION

Memorandum of association

1 Mode of forming incorporated company.

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F1 Ss. 1-28 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss.1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (as amended by S.I. 2009/1941, art. 13(1)(a)) (with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.

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F2 Ss. 1-28 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss.1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4**, Sch. 1 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I.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

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F3 Ss. 1-28 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss.1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4, Sch. 1** (with arts. 5, 7, 8, **Sch. 2** (as amended by S.I.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

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F4 Ss. 1-28 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss.1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4, Sch. 1** (with arts. 5, 7, 8, **Sch. 2** (as amended by S.I.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

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F5 Ss. 1-28 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss.1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4, Sch. 1** (with arts. 5, 7, 8, **Sch. 2** (as amended by S.I.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

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F6 Ss. 1-28 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss.1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4, Sch. 1** (with arts. 5, 7, 8, **Sch. 2** (as amended by S.I.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

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F7 Ss. 1-28 repealed (1.10.2009) by Companies Act 2006 (c. 46), ss.1295, 1300, **Sch. 16**; S.I. 2008/2860, **art. 4, Sch. 1** (with arts. 5, 7, 8, **Sch. 2** (as amended by S.I.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

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.

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.

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.

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.

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).

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.

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.

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.

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.

F17

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

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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.

F18

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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.

F19

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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.

F20

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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.

F21

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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.

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.))

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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”.**

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.**

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.**

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

COMPANY NAMES

25 Name as stated in memorandum.

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.

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.

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.

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.

(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.

^{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.

^{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.

^{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.

^{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”.

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.

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

A COMPANY’S CAPACITY; FORMALITIES OF CARRYING ON BUSINESS

35 A company’s capacity not limited by its memorandum.

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.

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.

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.

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.

- (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

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.

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.

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.

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.

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.

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.

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.

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.

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.