



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) be signed by each subscriber of the memorandum in the presence of at least one witness who must attest the signature (which attestation is sufficient in Scotland as well as in England and Wales).

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.

Status: This is the original version (as it was originally enacted).

- (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.

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.