



# Companies (Consolidation) Act 1908

1908 CHAPTER 69 8 Edw 7

## PART I

CONSTITUTION AND INCORPORATION.

*Memorandum of Association.*

### 4 Memorandum of company limited by guarantee.

In the case of a company limited by guarantee—

- (1) The memorandum must state—
  - (i) The name of the company, with “Limited ” as the last word in its name ;
  - (ii) The part of the United Kingdom, whether England, Scotland, or Ireland, in which the registered office of the company is to be situate ;
  - (iii) The objects of the company ;
  - (iv) That the liability of the members is limited;
  - (v) That each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges, and expenses of winding up, and for adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding a specified amount.
- (2) If the company has a share capital—
  - (i) The memorandum must also state the amount of share capital with which the company proposes to be registered and the division thereof into shares of a fixed amount;
  - (ii) No subscriber of the memorandum may take less than one share ;
  - (iii) Each subscriber must write opposite to his name the number of shares he takes.