



Companies Act 2006

2006 CHAPTER 46

PART 3

A COMPANY'S CONSTITUTION

CHAPTER 4

MISCELLANEOUS AND SUPPLEMENTARY PROVISIONS

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);
 - (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;

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- (h) in the case of a company limited by guarantee, a copy of the statement of guarantee.
- (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,
 - (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, and
 - (iii) the aggregate nominal value of shares of that class, and
 - (d) the amount paid up and the amount (if any) unpaid on each share (whether on account of the nominal value of the share or by way of premium).
- (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.

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.

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,

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- (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.

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.
- (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.

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,

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- (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.