

**EXPLANATORY MEMORANDUM TO**  
**THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATIONS 2008**

**2008 No. 739**

**1.** This explanatory memorandum has been prepared by the Department for Business, Enterprise and Regulatory Reform and is laid before Parliament by Command of Her Majesty.

**2. Description**

2.1 The Companies (Tables A to F) (Amendment) Regulations 2008 further amend the existing regulations made under the Companies Act 1985 which set out default articles of association for the management of various types of company. The amendments bring the articles of association of new companies limited by guarantee which adopt Table C as their articles, and unlimited companies which adopt Table E as their articles, and are formed on or after 6 April 2008 into line with Parts of the Companies Act 2006 that have already come into effect. The changes are in the form of the deletion of one regulation and slight text changes to another regulation to avoid conflict with those Parts. This is in addition to amendments that have already been made by the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No.2) Regulations 2007.

**3. Matters of special interest to the Joint Committee on Statutory Instruments**

3.1 None.

**4. Legislative Background**

4.1 The Companies (Tables A to F) (Amendment) Regulations 2008 further amend the Companies (Tables A to F) Regulations 1985 (SI 1985/805). This is in addition to the amendments made to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) by the Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and by the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (SI 2007/2826). Regulation 8 of Table C Articles of Association is inconsistent with sections 284(2)(b) and 324(1) of the 2006 Act and should be amended. Regulation 2 of Table E Articles of Association is in conflict with section 307 of the Companies Act 2006 and should be deleted.

**5. Territorial Extent and Application**

5.1 This instrument only applies to Great Britain.

**6. European Convention on Human Rights**

6.1 As the instrument is subject to negative resolution procedure and does not amend primary legislation, no statement is required.

## **7. Policy background**

7.1 As set out in the Explanatory Memorandum to the Companies (Tables A to F) (Amendment) Regulations 2007 (2007 No. 2541), all companies are required to have a memorandum and a set of articles of association setting out the regulations by which a company will be managed. Companies may write and adopt their own articles of association, but by and large are guided by (or adopt by default) a prescribed format of articles as prescribed by Company Law legislation.

7.2 The Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and the Companies (Tables A to F) (Amendment) (No.2) Regulations 2007 updated the current Tables A – F to reflect the provisions on resolutions and meetings of the Companies Act 2006 that were commenced on 1 October 2007, as well as to reflect other provisions already commenced. Subsequent recent representations demonstrate that further changes are needed to be consistent with the 2006 Act.

7.3 The approach taken in SI 2007/2541 and SI 2007/2826 not to change the numbering of the existing regulations has been repeated in these amendment regulations. This approach is deliberate so as to aid end-users who are familiar with the numbers currently in use. An informal Keeling Schedule has been prepared by the Department to make it clear to the end-user how the amended prescribed articles of association will appear and is available on the BERR website.

7.4 These regulations will apply to companies incorporating on or after 6th April 2008. It is possible that there will be a further amendment in October 2008 to reflect other provisions of the Companies Act 2006 brought into force at that point. Until amended by special resolution, a company's articles of association remain as adopted upon formation.

## **8. Impact**

9.1 The BERR Better Regulation team are satisfied that an impact assessment is not required for these amendment regulations. This is because the amendment causes no change in the administration burden for new companies using the regulations – all companies are required to have articles of association and may apply these default articles. The amendment slightly changes the content but not the process of application. Existing companies can choose to amend their own articles of association to reflect the amended regulations by special resolution. They are not however required to do this and no burden is imposed.

## **9. Contact**

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