

Supplemental provisions in relation to constitution and continuance in force of existing memorandum and articles

1177. (1) This section—

(a) contains provisions as to the articles of a CLG,

(b) provides that, in certain circumstances, a default position shall obtain in relation to the articles of a CLG, and

(c) continues in force the memorandum and articles of a company limited by guarantee registered under the prior Companies Acts.

(2) In this section—

“mandatory provision” means a provision of any of Parts 1 to 14 (as applied by this Part) or of this Part that is not an optional provision;

“optional provision” means a provision of any of Parts 1 to 14 (as applied by this Part) or of this Part that—

(a) contains a statement to the effect, or is governed by provision elsewhere to the effect, that the provision applies save to the extent that the constitution provides otherwise or unless the constitution states otherwise, or

(b) is otherwise of such import.

(3) The articles of a CLG may contain regulations in relation to the CLG.

(4) So far as the articles of a CLG do not exclude or modify an optional provision, that optional provision shall apply in relation to the CLG.

(5) Subject to their compliance with section 1199 (3) (articles must state the number of members with which the company proposes to be registered), articles may otherwise consist solely of a statement to the effect that the provisions of the Companies Act 2014 are adopted and, if the articles contain such a statement, subsection (4) shall apply.

(6) The memorandum and articles of a company limited by guarantee registered before the commencement of this section shall—

(a) save to the extent that they are inconsistent with a mandatory provision, and

(b) in the case of the memorandum, subject to section 1190 (6),

continue in force but may be altered or added to under and in accordance with the conditions under which memorandums or articles, whenever registered, are permitted by this Act to be altered or added to.

(7) References in the provisions of a memorandum or articles so continued in force to any provision of the prior Companies Acts shall be read as references to the corresponding provision of this Act.

(8) To the extent that a company limited by guarantee registered before the commencement of this section was, immediately before that commencement, governed by—

(a) the regulations of Table C in the First Schedule to the Act of 1963, or

(b) the regulations of any Table referred to in section 3(9)(b), (c) or (d) of the Act of 1963,

it shall, after that commencement, continue to be governed by those regulations but—

(i) this is save to the extent that those regulations are inconsistent with a mandatory provision,

(ii) those regulations may be altered or added to under and in accordance with the conditions under which articles, whenever registered, are permitted by this Act to be altered or added to, and

(iii) references in the regulations to any provision of the prior Companies Acts shall be read as references to the corresponding provision of this Act.