

The form of a PLC's constitution

1006. (1) Subject to subsection (3), the constitution of a PLC shall be in the form of a memorandum of association and articles of association which together are referred to in this Part as a “constitution”.

(2) The memorandum of association of a PLC shall state—

(a) its name,

(b) that it is a public limited company registered under this Part,

(c) its objects,

(d) that the liability of its members is limited, and

(e) its authorised share capital, being the amount of share capital with which the PLC proposes to be registered which shall not be less than the authorised minimum, and the division thereof into shares of a fixed amount.

(3) The constitution of a PLC shall—

(a) in addition to the matters specified in subsection (2), state the number of shares (which shall not be less than one) taken by each subscriber to the constitution,

(b) be in accordance with the form set out in Schedule 9 or as near thereto as circumstances permit,

(c) be printed in an entire format, that is to say the memorandum and articles shall be contained in the one document, being a document either in legible form or (as long as it is capable of being reproduced in legible form) in non-legible form, and

(d) either—

(i) be signed by each subscriber in the presence of at least one witness who shall attest the signature,
or

(ii) be authenticated in the manner referred to in section 888.

(4) Where, subsequent to the registration of the constitution, an amendment of the memorandum of association is made affecting the matter of share capital, or another matter, referred to in subsection (2), that subsection shall be read as requiring the memorandum to state the matter as it stands in consequence of that amendment.