

## Amendment of constitution by special resolution

32. (1) Subject to the provisions of this Act, a company may by special resolution amend its constitution.

(2) Any amendment so made of the constitution shall, subject to the provisions of this Act, be as valid as if originally contained therein, and be subject in like manner to amendment by special resolution.

(3) Where any amendment is made to a company's constitution notice of which section 33 requires to be published as therein mentioned, the company shall deliver to the Registrar, in addition to the amendment, a copy of the text of the constitution as so amended.

(4) Subject to subsection (5), and notwithstanding anything in the constitution of a company, no member of the company shall be bound by an amendment made to the constitution after the date on which he or she became a member, if and so far as the amendment—

(a) requires him or her to take or subscribe for more shares than the number held by him or her at the date on which the amendment is made, or

(b) in any way increases his or her liability as at the date referred to in paragraph (a) to—

(i) contribute to the share capital of the company, or

(ii) otherwise pay money to the company.

(5) Subsection (4) shall not apply in any case where the member agrees in writing, either before or after the amendment is made, to be bound by the amendment.