

The form of a DAC's constitution

967. (1) Subject to subsection (3), the constitution of a DAC 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 DAC shall state—

(a) its name,

(b) that it is a designated activity company having the status, as the case may be, of—

(i) a private company limited by shares, or

(ii) a private company limited by guarantee, and having a share capital,

registered under this Part,

(c) its objects,

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

(e) in the case of a DAC limited by shares, the amount of share capital with which the DAC proposes to be registered and the division thereof into shares of a fixed amount,

(f) in the case of a DAC limited by guarantee — in addition to the matter set out in the preceding paragraph — that each member undertakes that, if the company is wound up while he or she is a member, or within one year after the date on which he or she ceases to be a member, he or she will contribute to the assets of the company such amount as may be required for—

(i) payment of the debts and liabilities of the company contracted before he or she ceases to be a member,

(ii) payment of the costs, charges and expenses of winding up, and

(iii) adjustment of the rights of contributories among themselves,

not exceeding an amount specified in the memorandum.

(3) The constitution of a DAC 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—

(i) Schedule 7 — in the case of a DAC limited by shares, or

(ii) Schedule 8 — in the case of a DAC limited by guarantee,

or, in either case, 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.