

# Constitution


The constitution is a legal document which spells out the rules and regulations on how the company should be governed.


It states the rights and responsibilities of the directors, shareholders and company secretary.

The constitution must contain the following information:

- Company's name and registered office address
- Business activities and how its operations will be carried out
- Liabilities of the members of the company
- Total amount of share capital and number of issued shares
- Rules and regulations on governance
  - For example, transfer of shares, manner of calling for Annual General meetings or Extraordinary General Meetings, appointment and resignation of directors, secretary

You must submit a copy of your company's constitution when you incorporate your company. A copy of the constitution signed by the shareholders (also referred to as 'subscribers') at point of incorporation must be kept at the company's registered office address.

If there is any alteration to the constitution, the company is required to pass a special resolution in a general meeting. Your company will have to submit a copy of the special resolution and a copy of the altered constitution to ACRA by filing a "Notice of Resolution" via [Bizfile](#)  within 14 days.

If you do not wish to create your own constitution, you may choose to adopt a [Model Constitution](#) (PDF, 244KB) provided in the [Companies \(Model Constitutions\) Regulations 2015](#) . This option is available during your incorporation.

## Adopting the Model Constitution

You can choose between adopting the Model Constitution in force "from time to time" or "at a point in time".

- **In force from time to time:** Any changes to the provisions in the Model Constitution as made in the Companies Act will be adopted by your company.
- **In force at a point in time:** This version of the Model Constitution adopted during your incorporation will not change unless your company makes amendments to it.

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