

For educational use only

## Companies Act 2006 c. 46

### s. 901 Obligations of company with respect to articles etc

Law In Force

Version 1 of 1

6 April 2008 - Present

#### Subjects

Company law; Criminal law

#### Keywords

Amalgamations; Amendments; Articles of association; Company constitutions; Filing; Judgments and orders; Offences; Reconstructions; Resolutions; Schemes of arrangement; Shareholders' agreements

#### 901 Obligations of company with respect to articles etc

- (1) This section applies—
  - (a) to any order under [section 899](#) (order sanctioning compromise or arrangement), and
  - (b) to any order under [section 900](#) (order facilitating reconstruction or amalgamation) that alters the company's constitution.
- (2) If the order amends—
  - (a) the company's articles, or
  - (b) any resolution or agreement to which [Chapter 3 of Part 3](#) applies (resolution or agreement affecting a company's constitution),

the copy of the order delivered to the registrar by the company under [section 899\(4\)](#) or [section 900\(6\)](#) must be accompanied by a copy of the company's articles, or the resolution or agreement in question, as amended.
- (3) Every copy of the company's articles issued by the company after the order is made must be accompanied by a copy of the order, unless the effect of the order has been incorporated into the articles by amendment.
- (4) In this section—
  - (a) references to the effect of the order include the effect of the compromise or arrangement to which the order relates; and
  - (b) in the case of a company not having articles, references to its articles shall be read as references to the instrument constituting the company or defining its constitution.
- (5) If a company makes default in complying with this section an offence is committed by—
  - (a) the company, and
  - (b) every officer of the company who is in default.
- (6) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

*Part 26 ARRANGEMENTS AND RECONSTRUCTIONS: GENERAL > Obligations of company  
with respect to articles etc > s. 901 Obligations of company with respect to articles etc*

---

Contains public sector information licensed under the Open Government Licence v3.0.