

# Changing company articles

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All companies have the right to alter their articles by special resolution or written resolution.

Some changes need consent or special procedures for example from the Charity Commission or using different types of resolutions for example changes to the charitable objects; changes to what happens to the charity's property and assets on winding up; and, changes to authorise the charity's funds or property to be used to benefit the directors or members, or people or organisations connected with them.

## What actions do you need to do?

There are a number of actions the trustees need to do:

1. Trustees agree the changes to be made to the articles – get advice to make sure the changes are in the best interests of your organisation for example by talking to Newcastle CVS or your solicitor or lawyer. If your organisation is a charity, check the Charity Commission guidance OG 518 to see if the changes need prior approval from the Charity Commission
2. If needed, trustees agree to changes to the governing document format (see below)
3. If needed, draft new articles to replace the current memorandum and articles of association
4. Draft the special resolution and send it to members with the relevant notice period specified in your articles for your AGM or other general meeting
5. Pass the special resolution at the AGM or other general meeting. A special resolution at a general meeting needs at least 75% of the votes cast from the

members present. A written resolution is passed when at least 75% of members entitled to vote sign it. If your articles have different proportions, you must follow the articles

6. Send a signed copy of the resolution and any other documentation required to Companies House within 15 days of it being made
7. If your organisation is a charity, notify the Charity Commission of the change using the Charity Commission's online form so it can update your entry in the Register of Charities  
<http://forms.charitycommission.gov.uk/contact-us/>

## Do you need to change the format of your articles?

The Companies Act 2006 made changes to the format of the governing document used by companies:

- ✓ For a company formed after 1 October 2009, the governing document is a single document, the articles of association, and the memorandum is simply a registration document with signatures of the first directors

- √ For a company formed before 1 October 2009, the governing document is in two parts: the memorandum of association sets out the objects, powers and liability of members and the articles of association sets out the administrative procedures but from 1 October 2009 the provisions in the memorandum are treated as if they are in the articles. No action was/is required until a change is made to the governing document, which triggers a requirement to amalgamate the clauses in the memorandum into the articles of association into a single form

The two options available to amalgamate the two parts are to:

1. adopt completely new articles to include the new changes plus all the current clauses in the articles and memorandum. This will replace the current documents in its entirety
2. update the articles (if this is what is being changed) with the new changes and attach the memorandum provisions as an annex and a copy of the special resolution

## Help from Newcastle CVS

Newcastle CVS [www.cvsnewcastle.org.uk](http://www.cvsnewcastle.org.uk) or [information@cvsnewcastle.org.uk](mailto:information@cvsnewcastle.org.uk)

Newcastle CVS through its Specialist Services can support you to change your company articles. We can draft a new set of articles if you need to, and provide you with example resolutions and other relevant documents. You can contact us using the information as below.

## Other resources and support

Charity Commission guidance CC36 Changing your charity's governing document at: [www.gov.uk/government/publications/changing-your-charitys-governing-document-cc36](http://www.gov.uk/government/publications/changing-your-charitys-governing-document-cc36)

Charity Commission operation guidance OG 518 Alterations to governing documents: charitable companies. When is our consent required? <http://ogs.charitycommission.gov.uk/g518a001.aspx>. Operation guidance is for the Commission's staff to use when working with charities.

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