

*These notes refer to the Companies Act 2006 (c.46)  
which received Royal Assent on 8 November 2006*

# COMPANIES ACT 2006

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## EXPLANATORY NOTES

### TERRITORIAL EXTENT AND DEVOLUTION

#### *Chapter 2: Articles of Association*

#### *Section 21: Amendment of articles*

77. *Subsection (1)* provides that, as now, a company's articles can in general be amended by special resolution. This restates section 9(1) of the 1985 Act.
78. *Subsections (2) and (3)* make it clear that this general principle is subject to certain rules in charities legislation about the ability of companies which are charities to change their constitutions and the effects which such changes have. There are separate but broadly similar rules for English and Welsh, Scottish and Northern Irish charities.