

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

COMPANIES ACT 2006

EXPLANATORY NOTES

TERRITORIAL EXTENT AND DEVOLUTION

Chapter 2: Articles of Association

Section 26: Registrar to be sent copy of amended articles

87. The First Company Law Directive (68/151/EEC) requires Member States to take such measures as are required to ensure that companies disclose certain constitutional information which will then be made available to the public in a central register. In particular, companies are to be required to disclose (i) their “*instrument of constitution, and the statutes if they are contained in a separate instrument*”; (ii) *any amendments to these instruments*; and (iii) “*after every [such] amendment...the complete text of the instrument or statutes as amended to date*”. For UK companies, the “instrument of constitution” equates to the memorandum and the “statutes” equate to the articles. The central registers are those kept by the registrars of companies for England and Wales, Scotland and Northern Ireland.
88. This section replaces equivalent provisions in section 18(2) and (3) of the 1985 Act and Schedule 24 to that Act.
89. Where a company fails to comply with the provisions of this section, the company and every officer of the company who is in default commits an offence. The penalty for this offence is set out in *subsection (4)*.