



Companies Act 2006

2006 CHAPTER 46

PART 3

A COMPANY'S CONSTITUTION

CHAPTER 2

ARTICLES OF ASSOCIATION

Alteration of articles

21 Amendment of articles

- (1) A company may amend its articles by special resolution.
- (2) In the case of a company that is a charity, this is subject to—
 - (a) in England and Wales, [^{F1}sections 197 and 198 of the Charities Act 2011];
 - (b) in Northern Ireland, [^{F2}section 96 of the Charities Act (Northern Ireland) 2008] .
- (3) In the case of a company that is registered in the Scottish Charity Register, this is subject to—
 - (a) section 112 of the Companies Act 1989 (c. 40), and
 - (b) section 16 of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10).

Textual Amendments

- F1** Words in s. 21(2)(a) substituted (14.3.2012) by [Charities Act 2011 \(c. 25\)](#), ss. 354, 355, [Sch. 7 para. 113](#) (with [s. 20\(2\)](#), [Sch. 8](#))
- F2** Words in s. 21(2)(b) substituted (N.I.) (24.6.2013) by [Charities Act \(Northern Ireland\) 2008 \(c. 12\)](#) (N.I.), ss. 183, 185, {[Sch. 8 para. 13\(1\)](#)}; [S.R. 2013/145](#), [art. 2](#), [Sch.](#)

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

Modifications etc. (not altering text)

- C1** S. 21 excluded (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\), ss. 85\(2\)\(a\), 164\(3\)\(g\)\(ii\)](#)
- C2** S. 21 modified (31.12.2023) by [The Resolution of Central Counterparties \(Modified Application of Corporate Law and Consequential Amendments\) Regulations 2023 \(S.I. 2023/1313\), regs. 1\(2\), 4](#)

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Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act amendment to earlier affecting provision S.I. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))