

# A FURTHER OBSERVATION ON THE CONSTITUTION FOR A PRIVATE COMPANY LIMITED BY SHARES

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Category: [CNPupdates](#)

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In the March 2016 edition of CNPupdate, we wrote some observations on this [topic](#), which included a comment that once the company makes any amendment to the memorandum or articles of association it will be required to file a complete set of regulations in the form of a single document as the constitution of the company.

We should have pointed out instead that a company may continue to make amendments to its pre-existing memorandum and articles in accordance with section 26 of the Act. The reason is that section 4(13)(a) of the Act states:

“With effect from the date of commencement of section 3 of the Companies (Amendment) Act 2014:

- the memorandum of association and the articles of association of a company that is in force for the company immediately before that date:
  - shall collectively be deemed to constitute, and shall have effect as, that company’s constitution; and
  - may be amended by the company from time to time in the same manner as the constitution of a company;”

Note section 26(2) of the Act requires lodging a copy of the “constitution as adopted or altered” with the resolution for the amendment (unless the Registrar dispenses with that requirement). This seems to suggest the entire memorandum and articles, as amended, should be lodged as the constitution in the event of an amendment to the memorandum or articles of association under section 26.

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