★ Memorandum of Association ↓

Charter
↓ defines
- Scope
- Power
of company

① object of registering a MOA? —
because
1. Genuine object
2. Private
3. Public Document (sec-399)
4. share holders must know the purpose for which the money can be used

⇒ As per section - 4
↓
Company shall be drawn up
MOA in such form
given below ↓

Table A	Limited by shares
Table B	Limited by guarantee and not having share capital
Table C	Limited by guarantee and having share capital
Table D	Unlimited company
Table E	Unlimited company and having share capital

then MOA then age
Memorandum of

★ Content of memorandum ↓

① Name clause ↓

Public company – limited
Private " – Private limited
Electoral Trust – section 8
[As per Electoral Trust scheme, 2018 notified by CBDT]

Name includes the words Foundation, Forum, Association, Federation, Chambers, Confederation, Council, Electoral trust etc....

MCA Notification → 5th June, 2015
(low value limits)

one person company must use → One person Company

② Registered office clause.
↓ Should mention state

③ Object clause ↓

mention object for which company is proposed to be incorporated

Company has changed the activity → Not valid → Invite Name
↓
Need to change Name within period of 30 days from the change of Activities

④ Liability clause

Limited by shares → Liability of members limited to the amount unpaid

Limited by guarantee → amount up to which members undertake to contribute

- Assets of the company ↓ In the event of the being wound up
  1. He is a member
  2. Within one year after cease to be member for payment of debts and liability of the company ↓ which were contracted before he ceases
- to the extent of guarantee amount up to the commencement of winding up for adjustment of the rights

⑤ Capital clause ↓

Authorised capital → also number of shares
↓ divided into shares
↓ subscribe by subscribers
↓ Initial one name

Company may change its name with special CNO clause)

⑥ Association clause ↓
Conclude with note clause.
Details of subscribers
- Name
- Number of shares

→ In case of OPC → Name of director
↓ Name of Person who will become member

MOA should – Private
be – Optional Form Paragraph
– Numbered
– Signed by seven persons
Name can not be undesirable
↓ Not contravene to command
Declaration: ↓ who subscribe on his behalf
↓ desired to have submitted in his personal capacity

MOA — No objection to → Function of Committees Act
No objection of Committee → No objection to → MOA

⇒ Articles of Association ↓
Articles Private Limited Public
Articles → between workers and company
Needs to be registered with
Rules and Regulations
AOA
manage its internal affairs & Objectives of Company
Define Duties, Powers & Functions of governing body
Play a Role & Subsidiary to MOA

⇒ Section - 5 → Contains some models of AOA

[1] Contains Regulation for management

[2] Inclusion of matters
matters as per → Prescribed under rules
↓
Also include such additional matters
↓ may be necessary for the incorporation

[3] Contains Provisions for entrenchment
↓
Protect something
↓
specified provision of an articles may be altered only if conditions or procedure as more restrictive

[4] Manner of Inclusion of entrenchment Provision ↓
↓
- at time of formation of company
- by an amendment in articles

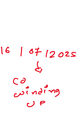
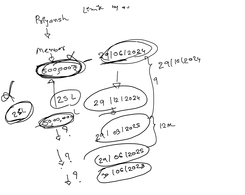
↓ agree by all the members of company in Private company
↓ by special resolution in case of Public company

[5] Notice to registrar of entrenchment Provision ↓
↓
Company file notice
↓ to Registrar

[6] Forms of articles
↓
Articles - Respective Forms
↓
Table F, G, H, I, J in Schedule - I

[7] Model articles
Company may adopt all or any of regulations contained in Model articles

[8] Company registered after the commencement of this Act ↓
↓
"Do not exclude or modify the regulations contained in the model articles"

★ Difference between

Object	MOA	AOA
Objectives	Defines and outlines the objectives of Company	Rules and Regulation for Proper management
Relationship	Outlines relation with third	between Company and its members
Alteration	altering may cases certain circumstances with permission from ROC if required	by passing SR
Ultra Vires	Beyond scope	Rectified by SR
	Void can not be rectified