ALTERATION IN MEMORANDUM OF ASSOCIATION

**Relevant provisions** of the Companies Act, 2017**:**

(i) Section 32, “Alteration of memorandum”

 (ii) Section 150, “Filing of resolution”

The Company may alter its memorandum to:

1. Change the place of its registered address from one province or Islamabad Capital Territory (I.C.T.) to another province and vice versa or from a province or I.C.T. to a part of Pakistan not forming part of a Province and vice versa; or
2. Change its principal line of business; or
3. Adopt business or any change therein, which is subject to license, registration, permission or approval under any law.

**Approval of the Commission required:**

* Alteration at (i) and (iii) above shall require approval of the Commission on petition.

**Mode of documents submission**:

Application seeking confirmation of the Commission and documents notifying the change in memorandum can be submitted either by online (through eService) or by offline (through manual arrangements) as per the following procedure:

**Steps to be followed:**

**STEP 1**

* **Hold General meeting (AGM or EOGM) of shareholders/ members.**
* **Pass special resolution for alteration in Memorandum of Association**

**STEP 2**

1. **In case of scenario at Sr. no. (i) above**
* **Please see the change of registered office address procedure (different province) available at the** [**https://www.secp.gov.pk/company-formation/running-a-company/change-in-company/**](https://www.secp.gov.pk/company-formation/running-a-company/change-in-company/)

**B. In case of scenario at Sr. no. (ii) above**

**File following documents, with the registrar:**

1. Special resolution on Form-26 within 15 days of passing of special resolution in the general meeting along with amended copy of Memorandum of Association. Copy of Articles is also advised to be attached with the Memorandum to make it a single document.
2. Paid Bank challan of prescribed filing fee of Form 26 and alteration in memorandum of association.

**In case of online submission:**

1. Process namely, “change in company objects” as available in list of processes in eService portal of the Commission need to be selected.
2. There is no need of submission of Form 26 through separate processes. This return is auto generated through the process, at point (1) above.
3. Copies of old (existing) and amended Memorandum & Articles of Association along with copy of resolution are needed to be submitted as attachment to the process; copies of Articles of Association are advised to be attached with the Memorandum so as to make the both, a single document. No other attachment as specified in the process is required to be attached.
4. Copy of paid bank challan is not required to be submitted or attached with the process.

**C. In case of scenario at Sr. no. (iii) above**

**File application in accordance with Rule 3 of the Companies (General Provisions and Forms) Rules, 1985 with the following documents, with the relevant Company Registration Office:**

1. Special resolution on Form 26 within 15 days of passing special resolution in general meeting.
2. Amended copy of Memorandum of Association
3. Necessary license, registration, permission or approval from the relevant authority or department of the Commission, as required under any law.
4. Affidavit duly notarized, on stamp paper of appropriate value affirming correctness of the submitted information
5. Paid Bank challan of prescribed filing fee of Form 26 and alteration in memorandum of association.

**In case of online submission:**

1. Process namely, “change in company objects” as available in list of processes in eService portal of the Commission need to be selected.
2. There is no need of submission of Form 26 through separate processes. This return is auto generated through the process, at point (1) above.
3. Copies of old (existing) and amended Memorandum & Articles of Association along with copy of resolution are needed to be submitted as attachment to the process; copies of Articles of Association are advised to be attached with the Memorandum so as to make the both, a single document.
4. Petition on letterhead of the company or even on plain paper is acceptable. The petition along with affidavit and license/approval of the relevant authority is to be attached vide “Miscellaneous Attachment” facility as available vide “Attachment Form” of the process.
5. Copy of paid bank challan is not required to be submitted or attached with the process.
6. Form 34 is to be submitted through separate process (separate fee is to be deposited vide challan generated through this process). Confirmation of submission of Form 34, however, needs to be made vide specified column of the application.