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Articles of association

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In short: The articles of association are a company's main constitutional document. They set out how decisions are made, the powers of directors, the rights attached to shares and how shares can be transferred. In the UK you can adopt the government's model articles; in Germany and the Netherlands they must be notarised.

Names vary: *Satzung* or *Gesellschaftsvertrag* in Germany, *statuten* in the Netherlands, *umowa spółki* in Poland, *bylaws* plus a certificate of incorporation in the US (see articles of incorporation). Many registries offer a standard form that speeds up registration, such as the UK model articles, Poland's S24 template or Estonia's standard articles.

Articles can usually be changed later by a special resolution of the shareholders. A separate shareholders' agreement often adds private terms that the founders do not want on the public record.

See also

- Memorandum of association
- Articles of incorporation
- Shareholders' agreement

References

1. Model articles of association for limited companies . GOV.UK. Accessed November 2026.
2. Set up a limited company . GOV.UK. Accessed November 2026.

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