

## Comparison table of old and new models

If your organisation's current governing documents were based on NAVCA's old model mem and arts, you will be interested to know how the new models relate to the old model. The tables below show where the old clauses and articles can be found in the new models.

### Clauses from the old Memorandum of Association

Old model clause from the Memorandum	Corresponding new Article in both the 1985 and 2006 models	Comments
1	(in the Memorandum)	
2	2	
3	4	Area of benefit widened in new draft to include LIOs that may operate outside the district in which they are based e.g. delivering work as part of a consortia with other LIOs
4.1	5(1)(i), 5(1)(r)	
4.2	5(1)(b)	
4.3	5(1)(f)	
4.4	5(1)(a)	
4.5	5(1)(e)	
4.6.	5(1)(o)	
4.7	5(1)(r)	
4.8	5(1)(l)	
4.9	5(1)(j)	
4.10	5(1)(d)	
4.11	5(1)(n)	
4.12	5(1)(k)	
4.13.1	5(1)(r)	
4.13.2, 4.13.3	none	The references to trades union (4.13.2) and the removal of limited liability from the directors (4.13.3) were considered unnecessary by the Commission when they produced the first redrafted model in 2000.
5, 5.1 – 5.3	6, 12(1) – 12(7)	Note that a trustee may now enter into contracts for the supply of goods or services to an LIO subject to clauses 5(6) - 5(8) / articles 12(5) – 12(7)
6	3	
7	3	
8	7	
none	5(1)(c), (g), (h), (m), (p), (q)	A number of clauses in the new model do not appear in the old.

## Articles from the old Articles of Association

Old model article	Corresponding new article in both the 1985 and 2006 models	Comments
1	1	
2	4	
3.1	none	Considered redundant by Commission
3.2	31(1), 31(2)(a), 31(3)(a)	
3.3	31(2)(b)	
3.4	31(2); 31(5)	
3.5	31(4)	
3.6	33(2)	
3.7	13(4)	
4.1, 4.2	33(4)	
5	34	
6	35	The percentages in the new articles were not included in the old articles.
7	36	Amended under 2006 Companies Act.
8	38	Amended under 2006 Companies Act
9	38, 39(1)	
10,11	40	
12	41	
13	45	Amended under 2006 Companies Act. Refer to the guidance for more information about Article 45(2).
14	42(1)	
15	42(2)	
16	42(3)	
17	45(2)	Refer to the guidance for more information about Article 45(2).
18	42(5)(e)	
19	none	Now invalid under 2006 Companies Act
20	46	
21	47	
22	34(1) and 34(2)	The specific requirements for business at an AGM are not included in the new model.
23	9	
24	8(3)	
25	16, 20	
26	No equivalent	Company members may do this by ordinary resolution anyway
27	10	
28	13(4)	
29	19(1), 21(7)	
30	13(1) - 13(3)	

## Articles from the old Articles of Association (continued)

Old model article	Corresponding new article in both the 1985 and 2006 models	Comments
31	13(1) - 13(3), 28	The specific powers in the old model article 31 are now covered by the general powers given in new Articles 13 and 28
32	25	
33	14, 19(2)	
34	15(1), 15(2)	
35	15(3)	
36	17	
37	8	
38	15(2)	
39	21	21(6) now includes a positive resolution to remove – compare with old article 39.5. 21(8) includes new power to remove for failing to declare an interest
40	12(1)(a) and 12 generally	In accordance with good practice, payments to trustees are dealt with in much more detail.
41-44	22-26	
45	28	
46	30	
47	27	
48	none	No longer considered suitable for articles – should be in rules/ standing orders
49	none	Companies Act 2006 no longer requires a company to have a secretary
50	49	
51	48	
52	50(1), 50(2)	
53	51	
54	51	
55-58	52-55	Note inclusion of electronic communication
59	56	
60	50(3)	
61, 62	57	
none	11, 29, 30, 31(3)(b) and (c), 33(1), 33(3), 37, 39(2), 39(3), 42(4), 42(5), 43, 44, 47(2), 47(3), 58	No equivalent to these articles in the old model. Articles 11, 29, 30 and 44 represent newer law. Other articles represent additional detail to the law.