

SCHEDULE 1

Article 5

TRANSITIONAL ADAPTATIONS OF PROVISIONS BROUGHT INTO FORCE

The Companies Acts

1.—(1) Section 2 (the Companies Acts) has effect with the following adaptation.

(2) For subsection (1)(c) substitute—

“(c) the provisions of the Companies Acts as defined in section 744 of the Companies Act 1985, and the Companies Orders as defined in Article 2(3) of the Companies (Northern Ireland) Order 1986, that remain in force.”.

Information about interests in a company’s shares

2.—(1) Section 813 (register of interests disclosed: refusal of inspection or default in providing copy) has effect with the following adaptation.

(2) In subsection (1) omit “, otherwise than in accordance with an order of the court,”.

3.—(1) Section 826 (information about interests in a company’s shares protected from wider disclosure) has effect with the following adaptation.

(2) In subsection (1) for “regulations under section 409(3)” substitute “section 231(3) of the Companies Act 1985 or Article 239(3) of the Companies (Northern Ireland) Order 1986”.

Documents delivered to registrar of companies

4.—(1) Section 1077 (public notice of receipt of certain documents) has effect with the following adaptation.

(2) Omit subsection (1)(b).

5.—(1) Section 1078 (documents subject to Directive disclosure requirements) has effect with the following adaptations.

(2) In subsection (2) (documents relating to any company)—

(a) under the heading “*Constitutional documents*”—

(i) in item 2 for “Any amendment of the company’s articles” substitute “Any amendment of the company’s memorandum or articles”;

(ii) for item 3 substitute—

“3. After any amendment of the company’s memorandum or articles, the text of the document as amended.”;

(iii) omit item 4;

(b) under the heading “*Accounts, reports and returns*”, in item 1 for “441” substitute “242 of the Companies Act 1985 or Article 250 of the Companies (Northern Ireland) Order 1986”.

(3) In subsection (3) (documents relating to public company)—

(a) under the heading “*Share capital*”—

(i) in item 2 omit “and the statement of capital accompanying it”;

(ii) in item 3 for “section 570 or 571” substitute “section 95(1), (2) or (3) of the Companies Act 1985 or Article 105(1), (2) or (3) of the Companies (Northern Ireland) Order 1986”;

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(iii) in item 4 for “section 593 or 599” substitute “section 103 or 104 of the Companies Act 1985 or Article 113 or 114 of the Companies (Northern Ireland) Order 1986”;

(iv) omit items 5 and 6;

(v) for item 7 substitute—

“7. Statement or notice delivered under section 128 of the Companies Act 1985 or Article 138 of the Companies (Northern Ireland) Order 1986 (registration of particulars of special rights).”;

(vi) omit item 8;

(vii) in item 9 for “section 689” substitute “section 122 of the Companies Act 1985 or Article 132 of the Companies (Northern Ireland) Order 1986” and omit “and the statement of capital accompanying it”;

(viii) omit item 10;

(ix) for item 11 substitute—

“11. Any statutory declaration or statement delivered under section 117 of the Companies Act 1985 or Article 127 of the Companies (Northern Ireland) Order 1986 (public company share capital requirements).”;

(b) under the heading “*Mergers and divisions*”—

(i) in item 1 for “section 906 or 921” substitute “paragraph 2(1) of Schedule 15B to the Companies Act 1985 or paragraph 2(1) of Schedule 15B to the Companies (Northern Ireland) Order 1986”;

(ii) in item 2 for “section 899 or 900 in respect of a compromise or arrangement to which Part 27 (mergers and divisions of public companies) applies” substitute “section 425(2) or 427 of that Act in respect of a compromise or arrangement to which section 427A of that Act applies or under Article 418(2) or 420 of that Order in respect of a compromise or arrangement to which Article 420A of that Order applies”.

(4) Omit subsection (4).

(5) For subsections (5) and (6) (power to make provision for documents relating to overseas company) substitute—

“(5) In the case of a company incorporated outside the United Kingdom or a credit or financial institution to which section 699A of the Companies Act 1985 or Article 648A of the Companies (Northern Ireland) Order 1986 applies—

1. Any return delivered under paragraph 1, 7 or 8 of Schedule 21A to that Act or paragraph 1, 7 or 8 of Schedule 20A to that Order (branch registration).

2. Any document delivered under paragraph 1 or 8 of Schedule 21A to that Act or under paragraph 1 or 8 of Schedule 20A to that Order.

3. Any notice under section 695A(3) of that Act or Article 645A of that Order of the closure of a branch.

4. Any document delivered under Schedule 21C to that Act or Schedule 20C to that Order (accounts and reports of foreign credit and financial institutions).

5. Any document delivered under Schedule 21D to that Act or Schedule 20D to that Order (accounts and reports of companies subject to branch registration, other than credit and financial institutions).

6. Any return delivered under section 703P of that Act or Article 652O of that Order (particulars on winding up).”.

6.—(1) Section 1079 (effect of failure to give public notice) has effect with the following adaptations.

(2) In subsection (2)(a) and subsection (4)(a) for “amendment of the company’s articles” substitute “amendment of the company’s memorandum or articles”.

7.—(1) Section 1080 (the register) has effect with the following adaptation.

(2) In subsection (1)(c), for “section 869(5) or 885(4)” substitute “section 401(2) or 418 of the Companies Act 1985 or Article 409(3) of the Companies (Northern Ireland) Order 1986”.

8.—(1) Section 1085 (inspection of the register) has effect with the following adaptation.

(2) In subsection (2) for “section 1083(1)” substitute “section 707A(2) of the Companies Act 1985 or Article 656A(2) of the Companies (Northern Ireland) Order 1986”.

9.—(1) Section 1087 (material not available for public inspection) has effect with the following adaptations.

(2) In subsection (1)(a) for “views expressed pursuant to section 56” substitute “a statement that a request has been made pursuant to section 29(2) of the Companies Act 1985 or Article 39(2) of the Companies (Northern Ireland) Order 1986 or any response to such a request”.

(3) For subsection (1)(b) substitute—

“(b) at any time when an order made under section 723B of the Companies Act 1985 is in force in relation to an individual, so much of any record kept by the registrar as contains information which is recorded as particulars of the individual’s residential address that were contained in a document delivered to the registrar after the order came into force;”.

(4) Omit subsection (1)(c) to (g).

(5) In subsection (1)(h)(i), for “section 860” substitute “section 395 of the Companies Act 1985 or Article 402 of the Companies (Northern Ireland) Order 1986”.

(6) In subsection (1)(h)(ii), for “section 878” substitute “section 410 of the Companies Act 1985”.

10.—(1) Section 1103 (documents to be drawn up and delivered in English) has effect with the following adaptation.

(2) After subsection (2) insert—

“(3) This section does not affect the operation of the following provisions (under which documents may be delivered in a language other than English if a certified translation is delivered)—

(a) section 228(2)(f) or 228A(2)(g) of the Companies Act 1985 or Article 236(2)(f) of the Companies (Northern Ireland) Order 1986 (conditions for exemption from duty to prepare group accounts: delivery of certain accounts and reports);

(b) section 242(1) of that Act or Article 250(1) of that Order (main requirements as to accounts and reports);

(c) section 272(5) of that Act or Article 280(5) of that Order (interim accounts prepared for a proposed distribution by a public company);

(d) section 273(7) of that Act or Article 281(7) of that Order (initial accounts prepared for a proposed distribution by a public company);

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- (e) paragraph 7(3) of Part 2 of Schedule 9 to that Act or paragraph 7(3) of Part 2 of Schedule 9 to that Order (information as to undertaking in which shares held as a result of financial assistance operation).”.

11.—(1) Section 1104 (documents relating to Welsh companies) has effect with the following adaptations.

(2) For subsection (5) substitute—

“(5) None of the following provisions (which require certified translations into English of documents delivered to the registrar in another language) applies to a document relating to a Welsh company that is drawn up and delivered in Welsh—

- (a) section 228(2)(f) and section 228A(2)(g) of the Companies Act 1985;
- (b) section 242(1) of that Act;
- (c) section 272(5) of that Act;
- (d) section 273(7) of that Act;
- (e) paragraph 7(3) of Part 2 of Schedule 9 to that Act;
- (f) section 1105 of this Act.”.

(3) After that subsection insert—

“(6) In this section, “a Welsh company” means a company whose memorandum states that its registered office is to be situated in Wales.”.

12.—(1) Section 1105 (documents that may be drawn up and delivered in other languages) has effect with the following adaptations.

(2) In subsection (2)(a) for “Chapter 3 of Part 3” substitute “section 380 of the Companies Act 1985 or Article 388 of the Companies (Northern Ireland) Order 1986”.

(3) In subsection (2)(b) for “section 400(2)(e) or section 401(2)(f)” substitute “section 228(2)(e) or section 228A(2)(f) of the Companies Act 1985 or Article 236(2)(e) of the Companies (Northern Ireland) Order 1986”.

(4) In subsection (2)(c) for “Part 25” substitute “Part 12 of the Companies Act 1985 or Part 13 of the Companies (Northern Ireland) Order 1986”.

13.—(1) Section 1120 (application of Part 35 to overseas companies) has effect with the following adaptations.

(2) For “an overseas company” substitute “an overseas company (as defined in section 744 of the Companies Act 1985) or a Part 23 company (as defined in Article 640 of the Companies (Northern Ireland) Order 1986)”.

(3) For “a company as defined in section 1” substitute “a company as defined in section 735(1) of that Act or Article 3(1) of that Order”.

The company communications provisions

14.—(1) Section 1143 (the company communications provisions) has effect with the following adaptation.

(2) In subsection (3), after “Part 35” insert “and, to the extent that they remain in force, Part 24 of the Companies Act 1985 and Part 24 of the Companies (Northern Ireland) Order 1986”.

Extension of Companies Acts to Northern Ireland

15.—(1) Section 1284 (extension of Companies Acts to Northern Ireland) has effect with the following adaptations.

(2) In subsection (1) for “The Companies Acts as defined by this Act (see section 2)” substitute “The company law provisions of this Act that are for the time being in force”.

(3) For subsection (2) substitute—

“(2) The corresponding provisions of the Companies (Northern Ireland) Order 1986 shall cease to have effect accordingly.”.

Communications by a company

16.—(1) Schedule 5 (communications by a company) has effect with the following adaptation.

(2) In paragraph 10(5), for “Chapter 3 of Part 3” substitute “section 380 of the Companies Act 1985 or Article 388 of the Companies (Northern Ireland) Order 1986”.