

## SCHEDULE 4

Article 10(1)

### CONSEQUENTIAL AMENDMENTS

#### PART 1

#### AMENDMENTS OF THE 1985 ACT

##### **Resolutions and agreements affecting a company's constitution**

**1.—**(1) In section 31(2) (resolution of directors changing of name of company to comply with direction of Secretary of State), omit the second sentence and after that subsection insert—

“(2A) Where such a resolution is passed by the directors, the company must give notice to the registrar of companies of the change.

(2B) Where a company changes its name under this section, the registrar of companies shall (subject to section 26) enter the new name on the register in place of the former name, and shall issue a certificate of incorporation altered to meet the circumstances of the case; and the change of name has effect from the date on which the altered certificate is issued.

(2C) A change of name by a company under this section does not affect any right or obligations of the company or render defective any legal proceedings by or against it; and any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name.”.

(2) In section 51(4) (re-registration of unlimited company as limited: procedural requirements)—

(a) omit the words from “The special resolution” to “15 days); and”; and

(b) for “under section 380” substitute “under section 30 of the Companies Act 2006”.

(3) In section 80(8) (resolution of company giving, varying, revoking or renewing authority of directors to allot shares), omit the words from “but it is in any case subject to section 380” to the end and substitute “but in any case Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company's constitution) applies to it.”.

(4) In section 128(1) (registration of particulars of special rights) for “section 380” substitute “section 30 of the Companies Act 2006”.

(5) In section 129(1) (registration of newly created class rights) for “section 380” substitute “section 30 of the Companies Act 2006”.

(6) In section 147(2) (resolution of directors altering memorandum on company ceasing to be public company following acquisition of its own shares), for the second sentence substitute “Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company's constitution) applies to such a resolution.”.

(7) In section 156(5)(a) (financial assistance by private company for acquisition of its own shares: statutory declaration to be delivered to registrar along with copy of special resolution), for “section 380” substitute “section 30 of the Companies Act 2006”.

(8) In section 166 (authority for market purchase of own shares), for subsection (7) substitute—

“(7) Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company's constitution) applies to a resolution of a company conferring, varying, revoking or renewing authority under this section.”.

(9) In section 380(2) (resolutions or agreements to be embodied in copies of articles issued by the company), for “every such resolution or agreement” substitute “every resolution or agreement to

which Chapter 3 of Part 3 of the Companies Act 2006 applies (resolutions and agreements affecting a company's constitution) and which is".

(10) In section 699 (oversea companies: provisions applying to Channel Islands and Isle of Man companies)—

- (a) in subsection (1) after "of this Act" insert "and the Companies Act 2006"; and
- (b) in subsection (3) for the words from "section 380" to "15 days" substitute "Chapter 3 of Part 3 of the Companies Act 2006 (resolutions and agreements affecting a company's constitution)".

### **Reference to extraordinary resolution**

**2.—**(1) In section 125(2) (variation of class rights) for "an extraordinary resolution" substitute "a special resolution".

(2) This amendment applies—

- (a) to written resolutions for which the circulation date (see section 290 of the Companies Act 2006) is on or after 1st October 2007;
- (b) to resolutions passed at a meeting of which notice is given on or after that date.

### **Provisions referring to general meetings of private companies**

**3.—**(1) In section 235(1) (auditors' report on company's annual accounts), for the words from "are to be laid before the company" to the end substitute—

"are, during their tenure of office—

- (a) in the case of a private company, to be sent out to members under section 238(1);
- (b) in the case of a public company, to be laid before the company in general meeting under section 241."

(2) In section 238 (persons entitled to receive copies of accounts and reports)—

- (a) in subsection (1) omit the words from "not less than 21 days" to the end;
- (b) omit subsection (4); and
- (c) in subsection (5) after "this section" insert "or section 238A".

(3) After that section insert—

#### **"Time allowed for sending out copies of accounts and reports**

**238A.—**(1) The time allowed for sending out copies of the company's annual accounts and reports is as follows.

(2) A private company must comply with section 238(1) not later than—

- (a) the end of the period for delivering accounts and reports (see section 244), or
- (b) if earlier, the date on which it actually delivers its accounts and reports under section 242.

(3) A public company must comply with section 238(1) not less than 21 days before the date of the meeting at which copies of the documents are to be laid in accordance with section 241.

(4) If in the case of a public company copies are sent out later than is required by subsection (3), they shall, despite that, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting."

(4) References in any enactment or instrument to the period for laying and delivering accounts, and reports including those in section 244 (which defines that period), shall be read in relation to a private company as references to the period for delivering accounts and reports.

(5) In section 241 (accounts and reports to be laid before company in general meeting), in subsection (1) for “a company” substitute “a public company”.

(6) In section 270(3) (distributions: justification by reference to company’s last annual accounts) for the words from “that is to say” to the end substitute—

“that is to say—

(a) in the case of a private company, those prepared under Part 7 that were last sent to members in accordance with section 238(1);

(b) in the case of a public company, those prepared under Part 7 which were laid in respect of the last preceding accounting reference period in respect of which accounts so prepared were laid (and for this purpose accounts are laid if section 241(1) has been complied with in relation to them).”.

(7) In section 271 (distributions: auditors’ report on accounts), in subsection (4) omit the words from “and a copy” to the end and after that subsection insert—

“(4A) A copy of the auditors’ statement under subsection (4) must—

(a) in the case of a private company, have been circulated to members along with the copies of the accounts sent to them under section 238(1);

(b) in the case of a public company, have been laid before the company in general meeting.”.

(8) These amendments have effect for financial years ending on or after 1st October 2007.

### **Provisions referring to written resolutions of private companies**

4.—(1) Section 390 (right of auditors to attend company meetings etc) is amended as follows.

(2) Omit subsection (1A).

(3) In subsection (2)—

(a) in the opening words, omit “in accordance with section 381A”, and

(b) in paragraph (a), for “Schedule 15A” substitute “Chapter 2 of Part 13 of the Companies Act 2006”.

### **References to loans, quasi-loans and other dealings in favour of directors etc**

5. In section 317 (directors to disclose interest in contracts), in subsection (6) for “section 330” substitute “section 197, 198, 200, 201 or 203 of the Companies Act 2006”.

6.—(1) Parts 2 and 3 of Schedule 6 (disclosure of information: loans, quasi-loans and other transactions in favour of directors etc) are amended as follows.

(2) In paragraphs 15(a) and 16(a) for “section 330” substitute “section 197, 198, 200, 201 or 203 of the Companies Act 2006”.

(3) In paragraph 19(a) for “was prohibited by section 330” substitute “was one in respect of which approval was required under section 197, 198, 200, 201 or 203 of the Companies Act 2006”.

(4) In paragraph 22(2)—

(a) in paragraph (d) for “section 330(6) or (7) of this Act” substitute “section 203 of the Companies Act 2006”; and

- (b) in paragraph (e) for “section 330(6)” substitute “section 203(1)(b) of the Companies Act 2006”.
- (5) In paragraph 24(2)(c) for “subsection (6) or (7) of section 330” substitute “section 203 of the Companies Act 2006”.
- (6) In paragraph 26—
  - (a) for “Section 345 of this Act” substitute “Section 258 of the Companies Act 2006”, and
  - (b) for “Part 10” substitute “Part 10 of that Act”.
- (7) In paragraph 27, for sub-paragraph (1) substitute—
  - “(1) The following provisions of the Companies Act 2006 apply for the purposes of this Part of this Schedule—
    - (a) section 202 (meaning of “credit transaction”);
    - (b) section 211 (value of transactions and arrangements);
    - (c) section 212 (person for whom a transaction or arrangement is entered into);
    - (d) sections 252 to 255 and Schedule 1 (persons connected with a director).”.
- (8) In paragraph 28—
  - (a) in paragraph (a) for “subsection (6) or (7) of section 330 of this Act” substitute “section 203 of the Companies Act 2006”;
  - (b) in paragraphs (b) and (c) for “either of those subsections” substitute “that section”.
- (9) In paragraph 29(3)—
  - (a) for “Section 345 of this Act” substitute “Section 258 of the Companies Act 2006”, and
  - (b) for “Part 10” substitute “Part 10 of that Act”.
- (10) In paragraph 30 for the words from “of this Act” to the end of paragraph (b) substitute—
  - “of the Companies Act 2006 apply for the purposes of this Part of this Schedule—
    - (a) section 199 (meaning of “quasi-loan”),
    - (b) section 202 (meaning of “credit transaction”), and
    - (c) section 212 (person for whom a transaction or arrangement is entered into);”.
- (11) These amendments apply in relation to arrangements and transactions entered into on or after 1st October 2007.

**7.—**(1) In Part 4 of Schedule 9 (special provisions for banking companies and groups: additional disclosure: emoluments of directors and others)—

- (a) in paragraph 2 (loans, quasi-loans and other dealings), for “section 330” substitute “section 197, 198, 200, 201 or 203 of the Companies Act 2006”;
- (b) in paragraph 3(5) (other transactions, arrangements and agreements: meaning of “connected person”), for “Section 346 of this Act applies” substitute “Sections 252 to 255 of, and Schedule 1 to, the Companies Act 2006 apply”.

(2) These amendments apply in relation to arrangements and transactions entered into on or after 1st October 2007.

### **Provisions relating to the appointment of auditors**

**8.—**(1) In section 384 (duty to appoint auditors)—

- (a) in subsection (1) for “Every company” substitute “Every public company”;
- (b) in subsection (2) omit the words from “except in the case of a private company” to the end;

- (c) in subsection (3) omit the words from “or 385A(2)” to the end; and
  - (d) omit subsection (4).
- (2) In section 385 (appointment at general meeting at which accounts laid), in subsection (1) omit the words from “and to a private company” to the end.
- (3) In section 387 (appointment by Secretary of State in default of appointment by company), in subsection (1) for “If in any case” substitute “If in the case of a public company”.
- (4) In section 388 (filling of casual vacancies)—
- (a) in subsection (1) after “The directors” insert “of a public company”;
  - (b) in subsection (3) for “a company” substitute “a public company”.
- (5) In section 388A (certain companies exempt from obligation to appoint auditors)—
- (a) in subsection (1) for “A company” substitute “A public company”;
  - (b) in subsection (2) for “a company” substitute “a public company”;
  - (c) omit subsection (4); and
  - (d) in subsection (5), omit “or (4)”.
- (6) These amendments have effect in relation to appointments for financial years beginning on or after 1st October 2007.

### **References to provisions about protection of members from unfair prejudice**

- 9.** In section 126 (saving for court’s powers under other provisions), for “sections 459 to 461 (protection of minorities)” substitute “Part 30 of the Companies Act 2006 (protection of members against unfair prejudice)”.
- 10.** In paragraph 9 of Schedule 21 (effect of registration under section 680: saving for powers of company to alter its constitution etc), for “None of the provisions of this Act (except section 461(3))” substitute “None of the provisions of this Act, and none of the provisions of the Companies Act 2006 (except section 996(2)),”.

### **Removal of references to repealed enactments**

- 11.**—(1) Part 15 (orders imposing restrictions on shares) is amended as follows.
- (2) In the Part heading for “SECTIONS 210, 216, 445” substitute “SECTION 445”.
  - (3) In section 454(1), in the opening words, for the words from “pursuant to sections 210(5A)” to “of that order)” substitute “pursuant to section 445(1A) or 456(1A)”.
  - (4) In section 454(2) for the words from “sections 210(5A)” to “section 216(1A)” substitute “section 445(1A) or 456(1A)”.
  - (5) In section 454(3) for the words from “sections 210(5A)” to “section 216(1A)” substitute “section 445(1A) or 456(1A)”.
  - (6) In section 455(1), in the opening words, for the words from “sections 210(5A)” to “section 216(1A)” substitute “section 445(1A) or 456”.
  - (7) In section 455(2) for the words from “sections 210(5A)” to “section 216(1A)” substitute “section 445(1A) or 456”.
  - (8) In section 456(2) omit the words from “and if the order” to the end.
  - (9) In section 456(3)(b) omit “210 or”.
  - (10) In section 456(4), in the second sentence, omit the words from “(unless” to “section 216)”.
  - (11) In section 456(5)(a) omit the words from “(unless” to “section 216)”.

### **Supplementary provisions relating to offences**

**12.** In section 730(1) (punishment of offences) after “offences under this Act” substitute “(other than an offence under Part 14 or 15)”.

**13.** Omit section 730(5) (meaning of “officer in default”) and after that section insert—

#### **“Meaning of “officer in default”**

**730A.**—(1) This section applies to—

- (a) offences under this Act (other than an offence under Part 14 or 15),
- (b) offences under the insider dealing legislation, and
- (c) offences under the Companies Consolidation (Consequential Provisions) Act 1985.

(2) For the purposes of an offence to which this section applies “officer who is in default” means any officer who knowingly and wilfully authorises or permits the default, refusal or contravention in question.”.

**14.**—(1) Section 731 (summary proceedings) is amended as follows.

(2) Before subsection (1) insert—

“(A1) This section applies to—

- (a) offences under this Act (other than an offence under Part 14 or 15),
- (b) offences under the insider dealing legislation, and
- (c) offences under the Companies Consolidation (Consequential Provisions) Act 1985.

(3) In subsection (1) for “any offence under the Companies Acts” substitute “an offence to which this section applies”.

(4) In subsections (2) and (3) for “an offence under the Companies Acts” substitute “an offence to which this section applies”.

**15.** In section 732 (prosecution by public authorities), for subsections (1) and (2) substitute—

“(1) Proceedings in England and Wales for an offence under section 245E or 245G may only be brought by or with the consent of the Secretary of State or the Director of Public Prosecutions.”.

**16.**—(1) In section 733 (offences by bodies corporate)—

- (a) in subsection (1) for the words from “any of sections 210” to “453A” substitute “section 245E(3), 245G(7) or 394A(1)”; and
- (b) omit subsection (4).

(2) In section 734(1) (criminal proceedings against unincorporated bodies) for the words from “section 245E(3)” to “453A” substitute “section 245E(3), 245G(7) or 394A(1)”.

## PART 2

### AMENDMENTS OF THE 1986 ORDER

#### **Resolutions and agreements affecting a company's constitution**

**17.—**(1) In Article 41(2) (resolution of directors changing of name of company to comply with direction of Department), omit the second sentence and after that paragraph insert—

“(2A) Where such a resolution is passed by the directors, the company must give notice to the registrar of the change.

(2B) Where a company changes its name under this Article, the registrar shall (subject to Article 36) enter the new name on the register in place of the former name, and shall issue a certificate of incorporation altered to meet the circumstances of the case; and the change of name has effect from the date on which the altered certificate is issued.

(2C) A change of name by a company under this Article does not affect any right or obligations of the company or render defective any legal proceedings by or against it; and any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name.”.

(2) In Article 61(4) (re-registration of unlimited company as limited: procedural requirements)—

(a) omit the words from “The special resolution” to “15 days); and”; and

(b) for “under Article 388” substitute “under section 30 of the Companies Act 2006”.

(3) In Article 90(8) (resolution of company giving, varying, revoking or renewing authority of directors to allot shares), omit the words from “but it is in any case subject to Article 388” to the end and substitute “but in any case Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company's constitution) applies to it.”.

(4) In Article 138(1) (registration of particulars of special rights) for “Article 388” substitute “section 30 of the Companies Act 2006”.

(5) In Article 139(1) (registration of newly created class rights) for “Article 388” substitute “section 30 of the Companies Act 2006”.

(6) In Article 157(2) (resolution of directors altering memorandum on company ceasing to be public company following acquisition of its own shares), for the second sentence substitute “Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company's constitution) applies to such a resolution.”.

(7) In Article 166(5)(a) (financial assistance by private company for acquisition of its own shares: statutory declaration to be delivered to registrar along with copy of special resolution), for “Article 388” substitute “section 30 of the Companies Act 2006”.

(8) In Article 176 (authority for market purchase of own shares), for paragraph (7) substitute—

“(7) Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company's constitution) applies to a resolution of a company conferring, varying, revoking or renewing authority under this Article.”.

(9) In Article 388(2) (resolutions or agreements to be embodied in copies of articles issued by the company), for “every such resolution or agreement” substitute “every resolution or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies (resolutions and agreements affecting a company's constitution) and which is”.

### Reference to extraordinary resolution

**18.**—(1) In Article 135(2) (variation of class rights) for “an extraordinary resolution” substitute “a special resolution”.

(2) This amendment applies—

- (a) to written resolutions for which the circulation date (see section 290 of the Companies Act 2006) is on or after 1st October 2007;
- (b) to resolutions passed at a meeting of which notice is given on or after that date.

### Provisions referring to general meetings of private companies

**19.**—(1) In Article 243(1) (auditors’ report on company’s annual accounts), for the words from “are to be laid before the company” to the end substitute—

“are, during their tenure of office—

- (a) in the case of a private company, to be sent out to members under Article 246(1);
- (b) in the case of a public company, to be laid before the company in general meeting under Article 249.”.

(2) In Article 246 (persons entitled to receive copies of accounts and reports)—

- (a) in paragraph (1) omit the words from “not less than 21 days” to the end;
- (b) omit paragraph (4); and
- (c) in paragraph (5) after “this Article” insert “or Article 246A”.

(3) After that Article insert—

#### “Time allowed for sending out copies of accounts and reports

**246A.**—(1) The time allowed for sending out copies of the company’s annual accounts and reports is as follows.

(2) A private company must comply with Article 246(1) not later than—

- (a) the end of the period for delivering accounts (see Article 252), or
- (b) if earlier, the date on which it actually delivers its accounts and reports under Article 250.

(3) A public company must comply with Article 246(1) not less than 21 days before the date of the meeting at which copies of the documents are to be laid in accordance with Article 249.

(4) If in the case of a public company copies are sent out later than is required by paragraph (3), they shall, despite that, be deemed to have been duly sent if it is so agreed by all the members entitled to attend and vote at the meeting.”.

(4) References in any enactment or instrument to the period for laying and delivering accounts, including those in Article 252 (which defines that period), shall be read in relation to a private company as references to the period for delivering accounts.

(5) In Article 249 (accounts and reports to be laid before company in general meeting), in paragraph (1) for “a company” substitute “a public company”.

(6) In Article 278(3) (distributions: justification by reference to company’s last annual accounts) for the words from “that is to say” to the end substitute—

“that is to say—

- (a) in the case of a private company, those prepared under Part 8 that were last sent to members in accordance with Article 246(1);



- (b) in the case of a public company, those prepared under Part 8 which were laid in respect of the last preceding accounting reference period in respect of which accounts so prepared were laid (and for this purpose accounts are laid if Article 249(1) has been complied with in relation to them).”.
- (7) In Article 279 (distributions: auditors’ report on accounts), in paragraph (4) omit the words from “and a copy” to the end and after that paragraph insert—
  - “(4A) A copy of the auditors’ statement under paragraph (4) must—
    - (a) in the case of a private company, have been circulated to members along with the copies of the accounts sent to them under Article 246(1);
    - (b) in the case of a public company, have been laid before the company in general meeting.”.
- (8) These amendments have effect for financial years ending on or after 1st October 2007.

#### **Provisions referring to written resolutions of private companies**

- 20.**—(1) Article 398 (right of auditors to attend company meetings etc) is amended as follows.
- (2) Omit paragraph (1A).
- (3) In paragraph (2)—
  - (a) in the opening words, omit “in accordance with Article 389A”, and
  - (b) in sub-paragraph (a), for “Schedule 15A” substitute “Chapter 2 of Part 13 of the Companies Act 2006”.

#### **References to loans, quasi-loans and other dealings in favour of directors**

- 21.** In Article 325 (directors to disclose interest in contracts), in paragraph (6) for “Article 338” substitute “section 197, 198, 200, 201 or 203 of the Companies Act 2006”.
- 22.**—(1) Parts 2 and 3 of Schedule 6 (disclosure of information: loans, quasi-loans and other transactions in favour of directors etc) are amended as follows.
  - (2) In paragraphs 15(a) and 16(a) for “Article 338” substitute “section 197, 198, 200, 201 or 203 of the Companies Act 2006”.
  - (3) In paragraph 19(a) for “was prohibited by Article 338” substitute “was one in respect of which approval was required under section 197, 198, 200, 201 or 203 of the Companies Act 2006”.
  - (4) In paragraph 22(2)—
    - (a) in paragraph (d) for “Article 338(6) or (7)” substitute “section 203 of the Companies Act 2006”; and
    - (b) in paragraph (e) for “Article 338(6)” substitute “section 203(1)(b) of the Companies Act 2006”.
  - (5) In paragraph 24(2)(c) for “Article 338(6) or (7)” substitute “section 203 of the Companies Act 2006”.
  - (6) In paragraph 26—
    - (a) for “Article 353 (power of Department to alter sums by order subject to negative resolution)” substitute “Section 258 of the Companies Act 2006 (power to increase financial limits)”, and
    - (b) for “Part 11 of this Order” substitute “Part 10 of that Act”.
  - (7) In paragraph 27, for sub-paragraph (1) substitute—

“(1) The following provisions of the Companies Act 2006 apply for the purposes of this Part—

- (a) section 202 (meaning of “credit transaction”);
- (b) section 211 (value of transactions and arrangements);
- (c) section 212 (person for whom a transaction or arrangement is entered into);
- (d) sections 252 to 255 and Schedule 1 (persons connected with a director).”.

(8) In paragraph 28—

- (a) in sub-paragraph (a) for “paragraph (6) or (7) of Article 338” substitute “section 203 of the Companies Act 2006”, and
- (b) in sub-paragraphs (b) and (c) for “either of those paragraphs” substitute “that section”.

(9) In paragraph 29(3)—

- (a) for “Article 353 (power of Department to alter money sums by order subject to negative resolution)” substitute “Section 258 of the Companies Act 2006 (power to increase financial limits)”, and
- (b) for “Part 11 of this Order” substitute “Part 10 of that Act”.

(10) In paragraph 30 for the words from “apply for the purposes of this Part” to the end of paragraph (b) substitute—

“of the Companies Act 2006 apply for the purposes of this Part—

- (a) section 199 (meaning of “quasi-loan”),
- (b) section 202 (meaning of “credit transaction”), and
- (c) section 212 (person for whom a transaction or arrangement is entered into);”.

(11) These amendments apply in relation to arrangements and transactions entered into on or after 1st October 2007.

**23.—**(1) In Part 4 of Schedule 9 (special provisions for banking companies and groups: additional disclosure: emoluments of directors and others)—

- (a) in paragraph 2 (loans, quasi-loans and other dealings), for “Article 338” substitute “section 197, 198, 200, 201 or 203 of the Companies Act 2006”;
- (b) in paragraph 3(5) (other transactions, arrangements and agreements: meaning of “connected person”), for “Article 354 applies” substitute “Sections 252 to 255 of, and Schedule 1 to, the Companies Act 2006 apply”.

(2) These amendments apply in relation to arrangements and transactions entered into on or after 1st October 2007.

### **Provisions relating to the appointment of auditors**

**24.—**(1) In Article 392 (duty to appoint auditors)—

- (a) in paragraph (1) for “Every company” substitute “Every public company”;
- (b) in paragraph (2) omit the words from “except in the case of a private company” to the end;
- (c) in paragraph (3) omit the words from “or 393A(2)” to the end; and
- (d) omit paragraph (4).

(2) In Article 393 (appointment at general meeting at which accounts laid), in paragraph (1) omit the words from “and to a private company” to the end.

(3) In Article 395 (appointment by Department in default of appointment by company), in paragraph (1) for “If in any case” substitute “If in the case of a public company”.

- (4) In Article 396 (filling of casual vacancies)—
  - (a) in paragraph (1) after “The directors” insert “of a public company”;
  - (b) in paragraph (3) for “a company” substitute “a public company”.
- (5) In Article 396A (certain companies exempt from obligation to appoint auditors)—
  - (a) in paragraph (1) for “A company” substitute “A public company”;
  - (b) in paragraph (2) for “a company” substitute “a public company”;
  - (c) omit paragraph (4); and
  - (d) in paragraph (5), omit “or (4)”.
- (6) These amendments have effect in relation to appointments for financial years beginning on or after 1st October 2007.

### **References to provisions about protection of members from unfair prejudice**

**25.** In Article 136 (saving for court’s powers under other provisions), for “Articles 452 to 454 (protection of minorities)” substitute “Part 30 of the Companies Act 2006 (protection of members against unfair prejudice)”.

**26.** In paragraph 9 of Schedule 20 (effect of registration under Article 629: saving for powers of company to alter its constitution etc), for “None of the provisions of this Order (except Article 454(3))” substitute “None of the provisions of this Order, and none of the provisions of the Companies Act 2006 (except section 996(2)),”.

### **Removal of references to repealed enactments**

- 27.**—(1) Part 16 (orders imposing restrictions on shares) is amended as follows.
- (2) In the Part heading for “ARTICLES 218, 224 AND 438” substitute “ARTICLE 438”.
  - (3) In Article 447(1), in the opening words, for the words from “pursuant to Articles 218(5A) to “of that order)” substitute “pursuant to Article 438(1A) or 449(1A)”.
  - (4) In Article 447(2) for the words from “Article 218(5A)” to “Article 224(1A)” substitute “Article 438(1A) or 449(1A)”.
  - (5) In Article 447(3) for the words from “Article 218(5A)” to “Article 224(1A)” substitute “Article 438(1A) or 449(1A)”.
  - (6) In Article 448(1), in the opening words, for the words from “Articles 218(5A)” to “Article 224(1A)” substitute “Article 438(1A) or 449”.
  - (7) In Article 448(2) for the words from “Articles 218(5A)” to “Article 224(1A)” substitute “Article 438(1A) or 449”.
  - (8) In Article 449(2) omit the words from “and if the order” to the end.
  - (9) In Article 449(3)(b) omit “218 or”.
  - (10) In Article 449(4), in the second sentence, omit the words from “(unless” to “Article 224)”.
  - (11) In Article 449(5)(a) omit the words from “(unless” to “Article 224)”.

## PART 3

### AMENDMENTS OF OTHER ENACTMENTS AND INSTRUMENTS

#### **Harbours Act 1964 (c.40)**

**28.** In section 42(6) of the Harbours Act 1964 (accounts and reports relating to harbour activities and associated activities: application of provisions of Companies Act 1985), after “the Companies Act 1985” insert “and the Companies Act 2006”.

#### **Industrial and Provident Societies Act 1965 (c.12)**

**29.** In section 53(1) of the Industrial and Provident Societies Act 1965 (conversion of company into registered society) for “by a special resolution as defined by section 378 of the Companies Act 1985” substitute “by special resolution”.

#### **Industrial and Provident Societies Act (Northern Ireland) 1969 (c.24 (N.I.))**

**30.** In section 62(1) of the Industrial and Provident Societies Act (Northern Ireland) 1969 (conversion of company into registered society) for “by a special resolution as defined by Article 386 of that Order” substitute “by special resolution”.

#### **Atomic Energy Authority Act 1971 (c.11)**

**31.** In the Atomic Energy Authority Act 1971, for section 14 substitute—

##### **“Accounts of companies to be laid before Parliament**

**14.** As soon as practicable after either of the companies—

- (a) if it is a private company, has sent to members copies of accounts in accordance with section 238 of the Companies Act 1985, or
- (b) if it is a public company, has laid accounts before the company in general meeting in accordance with section 241 of that Act,

the Secretary of State shall lay before each House of Parliament a copy of those accounts and of any documents annexed or attached to them.”.

#### **Local Government Act 1972 (c.70)**

**32.** In Schedule 12A to the Local Government Act 1972 (access to information), in paragraphs 8(a) and 19(a) (information not exempt if required to be registered under the Companies Act 1985) for “the Companies Act 1985” substitute “the Companies Acts (as defined in section 2 of the Companies Act 2006)”.

#### **Judicature (Northern Ireland) Act 1978 (c.23)**

**33.** In section 35(2) of the Judicature (Northern Ireland) Act 1978 (no appeal from High Court to Court of Appeal in certain circumstances), in paragraph (g)(iii) for “the Companies (Northern Ireland) Order 1986” substitute “the Companies Acts (as defined in section 2 of the Companies Act 2006)”.

### **Aircraft and Shipbuilding Industries (Northern Ireland) Order 1979 (S.I. 1979/294 (N.I. 1))**

**34.** In Article 12 of the Aircraft and Shipbuilding (Northern Ireland) Order 1979 (accounts and reports of principal companies to be laid before Assembly), for paragraph (1) substitute—

“(1) The Department shall, as soon as practicable in the case of each principal company, lay before the Assembly a copy of the documents mentioned in paragraph (2) which are—

- (a) if the company is a private company, sent to members in accordance with Article 246 of the Companies (Northern Ireland) Order 1986, or
- (b) if the company is a public company, laid before the company in general meeting in accordance with Article 249 of that Order.”.

### **Industry Act 1980 (c.33)**

**35.** In section 3 of the Industry Act 1980 (finances of companies transferred to the Secretary of State), for subsection (5) substitute—

“(5) As soon as practicable after a company to which this section applies—

- (a) if it is a private company, has sent to members copies of accounts in accordance with section 238 of the Companies Act 1985 or Article 246 of the Companies (Northern Ireland) Order 1986, or
- (b) if it is a public company, has laid accounts before the company in general meeting in accordance with section 241 of that Act or Article 249 of that Order,

the Secretary of State shall lay before each House of Parliament a copy of those accounts and of any documents annexed or attached to them.”.

### **Industrial Development (Northern Ireland) Order 1982 (S.I. 1982/1083 (N.I. 15))**

**36.** In Article 13(2) of the Industrial Development (Northern Ireland) Order 1982 (power of Invest Northern Ireland to acquire shares from dissenting shareholders), for “Articles 421 to 423 of the Companies (Northern Ireland) Order 1986” substitute “sections 979 to 982 of the Companies Act 2006”.

### **Food Act 1984 (c.30)**

**37.** In section 51(2)(a) of the Food Act 1984 (authority required for sale by company of market undertaking or rights), for “by a special resolution of the members passed in the manner provided in Part 11 of that Act” substitute “by special resolution”.

### **Companies Consolidation (Consequential Provisions) Act 1985 (c.9)**

**38.** In section 2 of the Companies Consolidation (Consequential Provisions) Act 1985 (re-registration of old public company as public company), for subsection (3) substitute—

“(3) Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company’s constitution) applies to a resolution of the directors under this section.”.

### **Insolvency Act 1986 (c.45)**

**39.**—(1) Section 84 of the Insolvency Act 1986 (resolutions for voluntary winding up) is amended as follows.

(2) In subsection (1), omit paragraph (c).

(3) In subsection (2) for “any of the paragraphs” substitute “either of the paragraphs”.

(4) For subsection (3) substitute—

“(3) Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company’s constitution) applies to a resolution under paragraph (a) of subsection (1) as well as a special resolution under paragraph (b).”.

(5) These amendments apply—

- (a) to written resolutions for which the circulation date (see section 290 of the Companies Act 2006) is on or after 1st October 2007;
- (b) to resolutions passed at a meeting of which notice is given on or after that date.

**40.** In section 159 of that Act (powers of court to be cumulative) for “the Companies Act” substitute “the Companies Acts”.

**41.**—(1) In section 165 of that Act (voluntary winding up: powers of liquidator)—

- (a) in subsection (2)(a) for “extraordinary resolution” substitute “special resolution”; and
- (b) in subsection (4)(c) for “special or extraordinary resolution” substitute “special resolution”.

(2) These amendments apply—

- (a) to written resolutions for which the circulation date (see section 290 of the Companies Act 2006) is on or after 1st October 2007;
- (b) to resolutions passed at a meeting of which notice is given on or after that date.

**42.**—(1) Section 187 of that Act (power of liquidator to make payments to provide for employees or former employees on cessation or transfer of business) is amended as follows.

(2) In subsection (1) (power to act on decision of company made before commencement of winding up) for “section 719 of the Companies Act” substitute “section 247 of the Companies Act 2006”.

(3) For subsection (2) (power of liquidator to make provision after winding up has commenced) substitute—

“(2) The liquidator may, after the winding up has commenced, make any such provision as is mentioned in section 247(1) if—

- (a) the company’s liabilities have been fully satisfied and provision has been made for the expenses of the winding up,
- (b) the exercise of the power has been sanctioned by a resolution of the company, and
- (c) any requirements of the company’s memorandum or articles as to the exercise of the power conferred by section 247(1) are complied with.”.

**43.** In section 251 of that Act (expressions used generally in First Group of Parts), for the closing words substitute—

“Any expression (other than one defined above in this section)—

- (a) for whose interpretation provision is made by Part 26 of the Companies Act, or
- (b) that is defined for the purposes of the Companies Acts,

has the same meaning in this Group of Parts.”.

**44.** In sections 411(3) and 414(8) of, and paragraph 2(1) of Schedule 8 to, that Act (purposes for which company insolvency rules or fees orders may be made), for “the Companies Act” substitute “the Companies Acts”.

**45.** In section 436 of that Act (expressions used generally in the Act), at the appropriate place insert—

““the Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) as they have effect in Great Britain;”.

#### **Company Directors Disqualification Act 1986 (c.46)**

**46.** In section 4(1)(a) of the Company Directors Disqualification Act 1986 (disqualification for fraudulent trading), for “section 458 of the Companies Act” substitute “section 993 of the Companies Act 2006”.

#### **Building Societies Act 1986 (c.53)**

**47.**—(1) In section 54(1)(b) of the Building Societies Act 1986 (disclosure of inspectors’ reports to the Financial Services Authority) for “, 442 or 446” substitute “or 442”.

(2) This does not affect the application of that provision in relation to a report under section 446 of the 1985 Act made by inspectors appointed before the repeal of that section.

**48.**—(1) Section 101(6) of that Act (protective provisions for newly formed successor companies: interpretation) is amended as follows.

(2) In the definition of “concert party agreement” for “section 204 of the Companies Act 1985 or Article 212 of the Companies (Northern Ireland) Order 1986” substitute “section 824 of the Companies Act 2006”.

(3) In the closing words—

- (a) for the words from “the Companies Act 1985” to “1986” substitute “the Companies Acts (as defined in section 2 of the Companies Act 2006)”, and
- (b) for “that Act or that Order” substitute “those Acts”.

**49.**—(1) In Schedule 15 to that Act (application of provisions relating to winding up of companies), omit paragraphs 26 and 53.

(2) These amendments apply—

- (a) to written resolutions for which the circulation date (see section 290 of the Companies Act 2006) is on or after 1st October 2007;
- (b) to resolutions passed at a meeting of which notice is given on or after that date.

**50.** In Schedule 15A to that Act (application of other companies insolvency legislation to building societies), in paragraph 38(3) for “the Companies (Northern Ireland) Order 1986” substitute “the Companies Acts”.

#### **Companies Consolidation (Consequential Provisions) (Northern Ireland) Order 1986 (S.I. 1986/1035 (N.I. 9))**

**51.** In Article 4 of the Companies Consolidation (Consequential Provisions) (Northern Ireland) Order 1986 (re-registration of old public company as public company), for paragraph (3) substitute—

“(3) Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company’s constitution) applies to a resolution of the directors under this Article.”.

## **Companies Act 1989 (c.40)**

**52.** In section 24(2) of the Companies Act 1989 (eligibility for appointment as company auditor: meaning of “company auditor”), after “Chapter 5 of Part 11 of the Companies Act 1985” insert “or Chapter 2 of Part 16 of the Companies Act 2006”.

**53.** In section 53(1) of that Act (eligibility for appointment as auditor: definitions), in the definition of “company” after “section 384 of the Companies Act 1985” insert “or section 485 of the Companies Act 2006”.

## **Local Government and Housing Act 1989 (c.42)**

**54.** In section 68(6) of the Local Government and Housing Act 1989 (companies controlled by local authority and arm’s length companies: conditions to be met as regards independence of directors etc), in paragraph (b) for “section 303 of the Companies Act 1985” substitute “section 168 of the Companies Act 2006”.

## **Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19))**

**55.** In Article 2(2) of the Insolvency (Northern Ireland) Order 1989 (general interpretation), at the appropriate place insert—

““the Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) as they have effect in Northern Ireland;”.

**56.—**(1) Article 5 of that Order (interpretation for Parts 2 to 7) is amended as follows.

(2) In paragraph (1), in the definition of “a resolution for voluntary winding up”, for “any of the sub-paragraphs” substitute “either of the sub-paragraphs”.

(3) For paragraph (2) substitute—

“(2) Any expression (other than one defined above in this Article)—

- (a) for whose interpretation provision is made by Part 1 of the Companies Order, or
- (b) that is defined for the purposes of the Companies Acts,

has the same meaning in Parts 2 to 7.”.

**57.** In Article 27(4) of that Order (certain powers of company to be exercised with consent of administrator), for “the Companies Order” substitute “the Companies Acts”.

**58.—**(1) Article 70 of that Order (resolutions for voluntary winding up) is amended as follows.

(2) In paragraph (1), omit sub-paragraph (c).

(3) For paragraph (2) substitute—

“(3) Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company’s constitution) applies to a resolution under sub-paragraph (a) of paragraph (1) as well as a special resolution under sub-paragraph (b).”.

(4) These amendments apply—

- (a) to written resolutions for which the circulation date (see section 290 of the Companies Act 2006) is on or after 1st October 2007;
- (b) to resolutions passed at a meeting of which notice is given on or after that date.

**59.** In Article 136 of that Order (powers of High Court to be cumulative) for “the Companies Order” substitute “the Companies Acts”.

**60.—**(1) In Article 140 of that Order (voluntary winding up: powers of liquidator)—



- (a) in paragraph (2)(a) for “extraordinary resolution” substitute “special resolution”; and
  - (b) in paragraph (4)(c) for “special or extraordinary resolution” substitute “special resolution”.
- (2) These amendments apply—
- (a) to written resolutions for which the circulation date (see section 290 of the Companies Act 2006) is on or after 1st October 2007;
  - (b) to resolutions passed at a meeting of which notice is given on or after that date.

**61.**—(1) Article 158 of that Order (power of liquidator to make payments to provide for employees or former employees on cessation or transfer of business) is amended as follows.

(2) In paragraph (1) (power to act on decision of company made before commencement of winding up) for “Article 668 of the Companies Order” substitute “section 247 of the Companies Act 2006”.

(3) For paragraph (2) (power of liquidator to make provision after winding up has commenced) substitute—

“(2) The liquidator may, after the winding up has commenced, make any such provision as is mentioned in section 247(1) if—

- (a) the company’s liabilities have been fully satisfied and provision has been made for the expenses of the winding up,
- (b) the exercise of the power has been sanctioned by a resolution of the company, and
- (c) any requirements of the company’s memorandum or articles as to the exercise of the power conferred by section 247(1) are complied with.”.

**62.** In Articles 359(3) and 361(4) of that Order (purposes for which company insolvency rules or fees orders may be made), for “the Companies Order” substitute “the Companies Acts”.

**63.** In Article 376 of that Order (judicial notice of court documents), in sub-paragraph (b), for “the Companies Order” substitute “the Companies Acts”.

### **Companies (Northern Ireland) Order 1990 (S.I. 1990/593 (N.I. 5))**

**64.** In Article 27(2) of the Companies (Northern Ireland) Order 1990 (eligibility for appointment as company auditor: meaning of “company auditor”), after “Chapter 5 of Part 12 of the 1986 Order” insert “or Chapter 2 of Part 16 of the Companies Act 2006”.

**65.** In Article 55(1) of that Order (eligibility for appointment as auditor: definitions), in the definition of “company” after “Article 392 of the 1986 Order” insert “or section 485 of the Companies Act 2006”.

### **Statutory Water Companies Act 1991 (c.58)**

**66.**—(1) Section 12 of the Statutory Water Companies Act 1991 (registration of statutory water company under Companies Act: adoption of memorandum and articles) is amended as follows.

- (2) In subsection (3)(b) for “an extraordinary resolution” substitute “a special resolution”.
- (3) In subsection (8)—
  - (a) omit the definition of “extraordinary resolution”, and
  - (b) in the definition of “special resolution” for “within the meaning of the 1985 Act” substitute “as defined in section 283 of the Companies Act 2006”.
- (4) These amendments apply—

- (a) to written resolutions for which the circulation date (see section 290 of the Companies Act 2006) is on or after 1st October 2007;
- (b) to resolutions passed at a meeting of which notice is given on or after that date.

**67.** In section 13(2) of that Act (review by High Court of resolution substituting memorandum and articles: notice to be given to debenture holders), for paragraph (a) substitute—

- “(aa) notice must be given to the holders of debentures entitling the holders to object under this section to a modification of the company’s objects;
- (ab) that notice must—
  - (i) in the case of a written resolution, be given no later than the last day on which copies of the resolution are sent or submitted to members of the company, and
  - (ii) in the case of a resolution to be proposed at a meeting, be the same notice as is given for the purposes of the resolution to members of the company; and”.

#### **Social Security Administration Act 1992 (c.5)**

**68.** In section 115B(9) of the Social Security Administration Act 1992 (penalty as alternative to prosecution: colluding employers etc: interpretation), in the definition of “shadow director” for “section 741(2) of the Companies Act 1985” substitute “section 251 of the Companies Act 2006”.

#### **Social Security Administration (Northern Ireland) Act 1992 (c.8)**

**69.** In section 109B(9) of the Social Security Administration (Northern Ireland) Act 1992 (penalty as alternative to prosecution: colluding employers etc: interpretation), in the definition of “shadow director” for “Article 9(2) of the Companies (Northern Ireland) Order 1986” substitute “section 251 of the Companies Act 2006”.

#### **Taxation of Chargeable Gains Act 1992 (c.12)**

**70.** In Schedule A1 to the Taxation of Chargeable Gains Act 1992 (taper relief), in paragraph 11A(4)(e) (periods of share ownership not to count if company not active: determination whether company active) for “the Companies Act 1985 or the Companies (Northern Ireland) Order 1986” substitute “the Companies Acts (as defined in section 2 of the Companies Act 2006)”.

#### **Friendly Societies Act 1992 (c.40)**

**71.—(1)** In Schedule 10 to the Friendly Societies Act 1992 (application of provisions relating to winding up of companies), omit paragraphs 29 and 59.

(2) These amendments apply—

- (a) to written resolutions for which the circulation date (see section 290 of the Companies Act 2006) is on or after 1st October 2007;
- (b) to resolutions passed at a meeting of which notice is given on or after that date.

**72.** In Part 2 of Schedule 11 to that Act (committee of management: dealings with members of committee), for paragraph 8 substitute—

“8. The provisions of—

- (a) section 217(1) of the Companies Act 2006 (payment for loss of office etc: requirement of members’ approval), and
- (b) section 220(1), (2) and (5) of that Act (exception for payments in discharge of legal obligations etc),

apply to a member of the committee of management of a friendly society or a registered branch as they apply to a director of a company.”.

### **Trade Union and Labour Relations (Consolidation) Act 1992 (c.52)**

**73.** In section 117(4) of the Trade Union and Labour Relations (Consolidation) Act 1974 (special register bodies: auditors), after “Chapter 5 of Part 11 of that Act” insert “or Chapter 2 of Part 16 of the Companies Act 2006”.

**74.** In section 131(2) of that Act (employers’ associations: auditors), after “Chapter 5 of Part 11 of that Act” insert “or Chapter 2 of Part 16 of the Companies Act 2006”.

### **Electricity (Northern Ireland) Order 1992 (S.I. 1992/231 (N.I. 1))**

**75.** In Article 73(6) of the Electricity (Northern Ireland) Order 1992 (Crown not to be treated as shadow director of successor company), for “the Companies (Northern Ireland) Order 1986” substitute “the Companies Acts (as defined in section 2 of the Companies Act 2006)”.

### **Industrial Relations (Northern Ireland) Order 1992 (S.I. 1992/807 (N.I. 5))**

**76.** In Article 11(9) of the Industrial Relations (Northern Ireland) Order 1992 (rights and duties of auditors of an employers’ association that is a company), in sub-paragraph (b), after “Chapter 5 of Part 12 of that Order” insert “or Chapter 2 of Part 16 of the Companies Act 2006”.

### **Housing (Northern Ireland) Order 1992 (S.I. 1992/1725 (N.I. 15))**

**77.—(1)** Article 29 of the Housing (Northern Ireland) Order 1992 (restrictions on exercise of certain powers of registered housing association) is amended as follows.

(2) In paragraph (4) (voluntary winding up of registered housing association), omit “, as defined in Article 386 of the Companies (Northern Ireland) Order 1986,”.

(3) In sub-paragraph (b) of that paragraph, for “Article 388 of the Companies (Northern Ireland) Order 1986” substitute “section 30 of the Companies Act 2006”.

### **Charities Act 1993 (c.10)**

**78.** In section 7 of the Charities Act 1993 (resolution of directors changing of name of company to comply with direction of Charity Commission), for subsection (2) substitute—

“(2) Where a resolution of the directors is passed in accordance with subsection (1), the company must give notice of the change to the registrar of companies.”.

**79.** In section 64 of that Act (alteration of objects of charitable company), in subsection (3) for paragraph (b) substitute—

“(b) is required by section 30 of the Companies Act 2006 (copies of resolutions affecting a company’s constitution) to forward to the registrar a copy of the special resolution effecting the alteration,”.

**80.** In section 68A(1) of that Act (duty of charity’s auditors etc to report matters to Commission)

(a) in subsection (1)(a) after “Chapter 5 of Part 11 of the Companies Act 1985” insert “or Chapter 2 of Part 16 of the Companies Act 2006”, and

(b) in subsection (1)(b) for “that Act” substitute “the Companies Act 1985”.

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(1) Section 68A is inserted by section 33 of the Charities Act 2006 (c.50), which is not yet in force.

**81.** In section 69G(2) of that Act (conversion of charitable company into charitable incorporated organisation), at the end of subsection (6) insert—

“(6A) In the case of a company, Chapter 3 of Part 3 of the Companies Act 2006 (resolutions and agreements affecting a company’s constitution) does not apply to such a resolution.”.

**82.** In paragraph 4(2) of Schedule 5 to that Act (meaning of “connected person”: rules for determining whether a person has a substantial interest in body corporate)—

- (a) for “Part 1 of Schedule 13 to the Companies Act 1985” substitute “Schedule 1 to the Companies Act 2006”, and
- (b) for “section 364(4)” substitute “section 254”.

### **Leasehold Reform, Housing and Urban Development Act 1993 (c.28)**

**83.** In Schedule 18 to the Leasehold Reform, Housing and Urban Development Act 1993 (finances of the Urban Regeneration Agency), in paragraph 10(2) (qualification for appointment as auditor)—

- (a) for “body to which section 384 of the Companies Act 1985 (duty to appoint auditors) applies” substitute “company within the meaning of that Part”, and
- (b) for “the Companies Act 1989” substitute “that Act”.

### **Coal Industry Act 1994 (c.21)**

**84.**—(1) The Coal Industry Act 1994 is amended as follows.

(2) After section 65 (interpretation) insert—

#### **“Shadow directors**

**65A.** The Companies Acts (as defined by section 2 of the Companies Act 2006) have effect in relation to a company that—

- (a) is wholly owned by the Crown, and
- (b) has been notified by the Secretary of State that it is a company to which it is proposed to transfer any part of the Corporation’s undertaking,

as if references to a shadow director did not include the Treasury or any Minister of the Crown.”.

(3) In Schedule 9, omit paragraph 32.

### **Value Added Tax Act 1994 (c.23)**

**85.** In section 18A(4) of the Value Added Tax Act 1994 (fiscal warehousing: matters to be taken into account in considering application), in the closing words for “section 741(2) of the Companies Act 1985” substitute “section 251 of the Companies Act 2006”.

### **Airports (Northern Ireland) Order 1994 (S.I. 1994/426 (N.I. 1))**

**86.** In Article 57(6) of the Airports (Northern Ireland) Order 1994 (Crown not to be treated as shadow director of successor company), for “the Companies Order” substitute “the Companies Acts (as defined in section 2 of the Companies Act 2006)”.

(2) Section 69G is inserted by Part 1 of Schedule 8 to the Charities Act 2006 (c.50), which is not yet in force.

## **Environment Act 1995 (c.25)**

**87.** In section 46(2)(b) of the Environment Act 1995 (qualification for appointment as auditor of accounts of Environment Agency), for “body to which section 384 of the Companies Act 1985 (duty to appoint auditor) applies” substitute “company within the meaning of that Part”.

## **Housing Act 1996 (c.52)**

**88.**—(1) Schedule 1 to the Housing Act 1996 (registered social landlords) is amended as follows.

(2) In paragraph 7 (power of relevant authority to appoint new director) for sub-paragraph (4) substitute—

“(4) A person appointed under this paragraph is entitled—

- (a) to receive all such communications relating to a written resolution proposed to be agreed to by the company as are required to be supplied to a member of the company;
- (b) to receive all notices of, and other communications relating to, any general meeting which a member of the company is entitled to receive, and to attend, speak and vote at any such meeting;
- (c) to move a resolution at any general meeting of the company; and
- (d) to require a general meeting of the company to be convened within 21 days of a request to that effect made in writing to the directors of the company.”.

(3) In paragraph 11(4) (consent required for change in memorandum or articles: copy of consent to be sent to registrar), for “with any copy of the alterations required to be sent to the registrar of companies under the Companies Act 1985” substitute “with the copy of the resolution making the alterations that is required to be sent to the registrar of companies under section 30 of the Companies Act 2006”.

(4) In paragraph 12(4)(b) (industrial and provident society: consent required for winding up resolution to be forwarded to Financial Services Authority together with copy of resolution), for “the Companies Act 1985” substitute “section 30 of the Companies Act 2006 (as it applies by virtue of section 84(3) of the Insolvency Act 1986 and section 55 of the Industrial and Provident Societies Act 1965)”.

(5) In paragraph 13(6)(b) (company registered as social landlord: consent required for winding up resolution to be forwarded to registrar together with copy of resolution), for “section 380 of the Companies Act 1985” substitute “section 30 of the Companies Act 2006”.

## **Deregulation and Contracting Out (Northern Ireland) Order 1996 (S.I. 1996/1632 (N.I. 11))**

**89.**—(1) Part 1 of Schedule 2 to the Deregulation and Contracting Out (Northern Ireland) Order 1996 is amended as follows.

(2) In paragraph 3 (functions of the registrar of companies conferred by the Companies (Northern Ireland) Order, omit sub-paragraph (d).

(3) After that paragraph, insert—

### **“The Companies Act 2006**

**3A.** Functions conferred by or under sections 1085, 1086 or 1091 of the Companies Act 2006, except in so far as they relate to the determination of the means of facilitating the exercise of the right of persons to inspect records kept by the registrar, or the form in which copies of the information contained in those records may be made available.”.

### **Commonwealth Development Corporation Act 1999 (c.20)**

**90.** In Schedule 2 to the Commonwealth Development Corporation Act 1999 (modification of Companies Acts in their application to the Corporation), in paragraph 15 (Secretary of State or Treasury not to be regarded as a shadow director or associated company for purposes of certain provisions) for sub-paragraph (2) substitute—

“(2) The provisions are—

- (a) section 288 of the Companies Act 1985 (register of directors);
- (b) section 305 of that Act (directors’ names on correspondence etc);
- (c) section 317 of that Act (disclosure of interests in contracts);
- (d) sections 190 to 196 of the Companies Act 2006 (transactions requiring members’ approval: property transactions); and
- (e) sections 197 to 214 of that Act (transactions requiring members’ approval: loans etc).”.

### **Greater London Authority Act 1999 (c.29)**

**91.** In Schedule 18 to the Greater London Authority Act 1999 (the London Transport Users’ Committee), in paragraph 8(5)(b)—

- (a) for “to which section 384 of the Companies Act 1985 applies (duty to appoint auditors)” substitute “within the meaning of that Part”, and
- (b) for “the Companies Act 1989” substitute “that Act”.

### **Financial Services and Markets Act 2000 (c.8)**

**92.** In section 195(4)(c) of the Financial Services and Markets Act 2000 (exercise of power in support of overseas regulator: relevant functions) for “the Companies Act 1985” substitute “the Companies Acts (as defined in section 2 of the Companies Act 2006)”.

**93.—**(1) Section 366 of that Act (insurers carrying out contracts of long-term insurance) is amended as follows.

(2) For subsection (4) substitute—

“(4) A winding up resolution may not be passed—

- (a) as a written resolution (in accordance with Chapter 2 of Part 13 of the Companies Act 2006), or
- (b) at a meeting called in accordance with section 307(4) to (6) or 337(2) of that Act (agreement of members to calling of meeting at short notice).”.

(3) In subsection (5) for “section 380 of the 1985 Act (or Article 388 of the 1986 Order)” substitute “section 30 of the Companies Act 2006”.

### **Postal Services Act 2000 (c.26)**

**94.—**(1) Section 80 of the Postal Services Act 2000 (shadow directors) is amended as follows.

(2) In subsection (1) omit “of the Companies Act 1985”.

(3) For subsection (2) substitute—

“(2) The provisions are—

- (a) section 288 of the Companies Act 1985 (register of directors);
- (b) section 305 of that Act (directors’ names on correspondence etc);

- (c) section 317 of that Act (disclosure of interests in contracts);
- (d) sections 190 to 196 of the Companies Act 2006 (transactions requiring members' approval: property transactions); and
- (e) sections 197 to 214 of that Act (transactions requiring members' approval: loans etc).".

#### **Transport Act 2000 (c.38)**

**95.** In section 56 of the Transport Act 2000 (shadow directors), for subsections (4) to (7) substitute—

“(4) For the purposes of the provisions listed in subsection (5) none of the persons listed in subsection (8) is to be regarded as a shadow director of the transferee or of a company associated with the transferee at a time while the condition set out in subsection (3) is satisfied.

(5) The provisions are—

- (a) section 288 of the Companies Act 1985 and Article 296 of the Companies (Northern Ireland) Order 1986 (register of directors);
- (b) section 305 of that Act and Article 313 of that Order (directors' names on correspondence etc);
- (c) section 317 of that Act and Article 325 of that Order (disclosure of interests in contracts);
- (d) sections 190 to 196 of the Companies Act 2006 (transactions requiring members' approval: property transactions); and
- (e) sections 197 to 214 of that Act (transactions requiring members' approval: loans etc).".

#### **Private Security Industry Act 2001 (c.12)**

**96.** In section 25(1) of the Private Security Act 2001 (interpretation), in the definition of “shadow director” for “section 741(2) of the Companies Act 1985” substitute “section 251 of the Companies Act 2006”.

#### **Uncertificated Securities Regulations 2001 (S.I. 2001/3755)**

**97.**—(1) Regulation 16 of the Uncertificated Securities Regulations 2001 (resolution authorising transfer of securities by paperless means) is amended as follows.

(2) For paragraph (7) substitute—

“(7) In the event of default in complying with paragraph (4), an offence is committed by every officer of the issuer who is in default.

(7A) A person guilty of such an offence is liable—

- (a) on conviction on indictment, to a fine;
- (b) on summary conviction, to a fine not exceeding the statutory maximum.”.

(3) After paragraph (8) insert—

“(8A) Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company's constitution) applies to—

- (a) a directors' resolution passed by virtue of paragraph (2), or



- (b) a resolution of a company passed by virtue of paragraph (6) preventing or reversing such a resolution.”.

#### **Enterprise Act 2002 (c.40)**

**98.** In Schedule 15 to the Enterprise Act 2002 (enactments conferring functions for the purposes of which information may be disclosed)—

- (a) omit the entries relating to the Companies Act 1985 and Companies (Northern Ireland) Order 1986, and
- (b) at the end add “the Companies Acts (as defined in section 2 of the Companies Act 2006)”.

#### **Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/3150 (N.I. 4))**

**99.** In Article 7(1)(a) of the Company Directors Disqualification (Northern Ireland) Order 2002 (disqualification for fraudulent trading), for “Article 451 of the Companies Order” substitute “section 993 of the Companies Act 2006”.

#### **Income Tax (Earnings and Pensions) Act 2003 (c.1)**

**100.** In Part 6 of Schedule 4 to the Income Tax (Earnings and Pensions) Act 2003 (approved CSOP schemes: exchange of share options), in paragraph 26(2) for paragraph (c) substitute—

- “(c) becomes bound or entitled to acquire shares in the scheme company under sections 979 to 982 of the Companies Act 2006 (takeover offers: right of offeror to buy out minority shareholder).”.

**101.** In Part 6 of Schedule 5 to that Act (enterprise management incentives: company reorganisations), in paragraph 39(2) for paragraph (c) substitute—

- “(c) becomes bound or entitled under sections 979 to 982 of the Companies Act 2006 (takeover offers: right of offeror to buy out minority shareholder) to acquire shares of the same class as shares that are subject to an outstanding qualifying option; or”.

#### **RTM Companies (Memorandum and Articles of Association) Regulations 2003 (S.I. 2003/2130)**

**102.**—(1) In Part 2 of Schedule 1 to the RTM Companies (Memorandum and Articles of Association) Regulations, in Article 86 (winding up: powers of liquidator) for “an extraordinary resolution” substitute “a special resolution”.

(2) This amendment does not affect company articles in which Article 86 is incorporated by virtue of having been adopted before 1st October 2007 or by virtue of the operation of section 74(4) of the Commonhold and Leasehold Reform Act 2002 before that date.

#### **Horserace Betting and Olympic Lottery Act 2004 (c.25)**

**103.** In section 7 of the Horserace Betting and Olympic Lottery Act 2004 (shadow directors), for “the Companies Act 1985” substitute “the Companies Acts (as defined in section 2 of the Companies Act 2006)”.

#### **Companies (Audit, Investigations and Community Enterprise) Act 2004 (c.27)**

**104.** In section 34(3)(c) of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (power to apply provisions of 1985 Act or 1986 Order relating to directors’ reports), for “the 1985 Act or the 1986 Order” substitute “the 1985 Act, the 1986 Order or the Companies Act 2006”.



**105.**—(1) Section 37 of that Act (requirements for company to become a community interest company) is amended as follows.

(2) In subsection (1)(b) for “the 1985 Act or the 1986 Order” substitute “the Companies Act 2006”.

(3) For subsection (2) substitute—

“(2) Section 30 of the Companies Act 2006 (copies of resolutions to be forwarded to the registrar of companies) must be complied with in relation to each of the special resolutions at the same time.”.

(4) In subsection (3)(b) for “section 380(1) of the 1985 Act or Article 388(1) of the 1986 Order” substitute “section 30(1) of the Companies Act 2006”.

**106.** In section 43(3) of that Act (auditor’s rights to information) omit the words from “as in relation” to the end.

**107.**—(1) Section 54 of that Act (requirements for company to cease being a community interest company and become a charity or a Scottish charity) is amended as follows.

(2) In subsection (1)(b) for “the 1985 Act of the 1986 Order” substitute “the Companies Act 2006”.

(3) For subsection (2) substitute—

“(2) Section 30 of the Companies Act 2006 (copies of resolutions to be forwarded to the registrar of companies) must be complied with in relation to each of the special resolutions at the same time.”.

(4) In subsection (3)(b) for “section 380(1) of the 1985 Act or Article 388(1) of the 1986 Order” substitute “section 30(1) of the Companies Act 2006”.

#### **RTM Companies (Memorandum and Articles of Association) (Wales) Regulations 2004 (S.I. 2004/675)**

**108.**—(1) In Part 2 of Schedule 1 to the RTM Companies (Memorandum and Articles of Association) (Wales) Regulations, in Article 86 (winding up: powers of liquidator) for “an extraordinary resolution” substitute “a special resolution”.

(2) In Part 2 of Schedule 2 to those Regulations (the Welsh language version), in Article 86 for “penderfyniad eithriadol” substitute “penderfyniad arbennig”.

(3) These amendments do not affect company articles in which Article 86 is incorporated by virtue of having been adopted before 1st October 2007 or by virtue of the operation of section 74(4) of the Commonhold and Leasehold Reform Act 2002 before that date.

#### **Gambling Act 2005 (c.19)**

**109.** In section 353(1) of the Gambling Act 2005 (general interpretation), for the definition of “director” substitute—

““director”—

(a) has the meaning given by section 250 of the Companies Act 2006, and

(b) includes a shadow director within the meaning of section 251 of that Act.”.

### **Charities and Trustee Investment (Scotland) Act 2005 (asp.10)**

**110.** In section 56 of the Charities and Trustee Investment (Scotland) Act 2005(3) (conversion into Scottish charitable incorporated organisation), at the end of subsection (6) insert—

“(6A) In the case of a company which is registered as a company in Scotland, Chapter 3 of Part 3 of the Companies Act 2006 (resolutions and agreements affecting a company’s constitution) does not apply to the resolutions mentioned in subsection (5)(a) and (b).”.

### **Fraud Act 2006 (c.35)**

**111.**—(1) Section 9 of the Fraud Act 2006 (participating in fraudulent business carried on by sole trader etc) is amended as follows.

(2) In subsection (2)(a) for “section 458 of the Companies Act 1985 or Article 451 of the Companies (Northern Ireland) Order 1986” substitute “section 993 of the Companies Act 2006”.

(3) In subsection (3)—

- (a) in the opening words for “section 458 of the 1985 Act” substitute “that section”, and
- (b) in paragraph (a) for “that Act” substitute “the Companies Act 1985 or the Companies (Northern Ireland) Order 1986”.

(4) Omit subsection (4).

(5) In subsection (5) for “section 458 of the 1985 Act or Article 451 of the 1986 Order” substitute “that section”.

(6) These amendments apply to an offence if any act, omission or other event (including any result of one or more acts or omissions) proof of which is required for conviction of the offence occurs on or after 1st October 2007.

### **Water and Sewerage Services (Northern Ireland) Order 2006 (S.I. 2006/3336 (N.I. 21))**

**112.** In Article 271(5) of the Water and Sewerage Services (Northern Ireland) Order 2006 (Crown not to be treated as shadow director of successor company), for “the Companies Order” substitute “the Companies Acts (as defined in section 2 of the Companies Act 2006)”.

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(3) 2005 asp. 10.