



Companies (Audit, Investigations and Community Enterprise) Act 2004

2004 CHAPTER 27

PART 2

COMMUNITY INTEREST COMPANIES

Change of status

[^{F1}54] Ceasing to be a community interest company and becoming a charity

- (1) If a company is to cease to be a community interest company and become a charity—
- (a) the company must by special resolution—
 - (i) state that it is to cease to be a community interest company,
 - (ii) make such alterations of its articles as it considers appropriate, and
 - (iii) change its name so that it does not comply with section 33;
 - (b) the conditions specified below must be met; and
 - (c) an application must be delivered to the registrar of companies in accordance with section 54C together with the other documents required by that section.
- (2) The conditions referred to in subsection (1)(b) are that—
- (a) where no application under section 54A for cancellation of the special resolutions has been made—
 - (i) having regard to the number of members who consented to or voted in favour of the resolutions, no such application may be made, or
 - (ii) the period within which such an application could be made has expired, or
 - (b) where such an application has been made—
 - (i) the application has been withdrawn, or
 - (ii) an order has been made confirming the resolutions and a copy of that order has been delivered to the registrar.

Changes to legislation: Companies (Audit, Investigations and Community Enterprise) Act 2004, Section 54 is up to date with all changes known to be in force on or before 31 March 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- (3) Section 30 of the Companies Act 2006 (copies of resolutions to be forwarded to the registrar) applies to the special resolutions as follows—
- (a) that section is complied with by forwarding copies of the resolutions together with the application in accordance with section 54C,
 - (b) copies of the resolutions must not be so forwarded before the relevant date, and
 - (c) subsection (1) of that section has effect in relation to the resolutions as if it referred to 15 days after the relevant date.
- (4) The relevant date is—
- (a) if an application is made under section 54A for cancellation of the resolutions—
 - (i) the date on which the court determines the application (or if there is more than one application, the date on which the last to be determined by the court is determined), or
 - (ii) such later date as the court may order;
 - (b) if there is no such application—
 - (i) if having regard to the number of members who consented to or voted in favour of the resolutions, no such application may be made, the date on which the resolutions were passed or made (or, if the resolutions were passed or made on different days, the date on which the last of them was passed or made);
 - (ii) in any other case, the end of the period for making such an application.]

Textual Amendments

- F1** Ss. 54-54C substituted for s. 54 (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 237(1)** (with art. 10)
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Modifications etc. (not altering text)

- C1** Ss. 53-55 power to apply (with modifications) or disapply conferred (E.W.) (14.3.2012) by [Charities Act 2011 \(c. 25\)](#), **ss. 234(2)(a), 355** (with s. 20(2), Sch. 8)
- C2** Ss. 53-55A excluded (E.W.) (1.1.2018) by [The Charitable Incorporated Organisations \(Conversion\) Regulations 2017 \(S.I. 2017/1232\)](#), regs. 1(1), **3**

Changes to legislation:

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Changes and effects yet to be applied to :

- s. 53-55 power to apply or disapply conferred by [2008 c. 12 \(N.I.\) s. 115\(2\)](#)

Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 15(1)(d) and word added by [S.I. 2005/1967 \(N.I.\) art. 15\(2\)](#) (This amendment not applied to [legislation.gov.uk](#). The affecting Order is repealed by Companies Act 2006 (c. 46), ss. 1295, 1300(2), Sch. 16, the repeal was brought into force on different dates, the final date being 1.10.2009, see S.I. 2008/2860, art. 4, Sch. 1 Pt. 2 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch. and S.I. 2009/2476, reg. 2(3)(4))); for details of the earlier dates see individual provisions in previous version of the Order)
- s. 15(5A)(5B) inserted by [S.I. 2005/1967 \(N.I.\) art. 15\(3\)](#) (This amendment not applied to [legislation.gov.uk](#). The affecting Order is repealed by Companies Act 2006 (c. 46), ss. 1295, 1300(2), Sch. 16, the repeal was brought into force on different dates, the final date being 1.10.2009, see S.I. 2008/2860, art. 4, Sch. 1 Pt. 2 (with arts. 5, 7, 8, Sch. 2 (as amended by S.I. 2009/1802, art. 18, Sch. and S.I. 2009/2476, reg. 2(3)(4))); for details of the earlier dates see individual provisions in previous version of the Order)