

*These notes refer to the Companies Act 2006 (c.46)
which received Royal Assent on 8 November 2006*

COMPANIES ACT 2006

EXPLANATORY NOTES

COMMENTARY

Schedule 5: Communications by a company

Part 38: Companies: Interpretation

1482. This Part gives an interpretation of definitions used throughout the Act. Most are based on corresponding definitions in the 1985 Act. Those that are changed or new are described below.

Section 1158: Meaning of “UK-registered company”

1483. The expression “UK-registered company” is used as a drafting device to refer to any company registered under this Act. The expression includes companies treated as so registered (for instance, by virtue of having been registered under earlier legislation). It does not include an overseas company that is not itself registered in the UK but has registered particulars in the UK under section 1046.

Section 1168: Hard copy and electronic form and related expressions

1484. *Subsections (2) to (4)* of this section contain new definitions of the terms “hard copy”, “electronic form” and related expressions for all purposes of the Companies Acts. *Subsection (5)* requires that documents or information be sent in electronic form must be in a form that is capable of being read and retained for future reference.

Section 1171: The former Companies Acts

1485. This section defines “former Companies Acts”. The list includes the companies legislation listed in section 735 of the 1985 Act and the later enactments repealed by the Act.

Section 1172: References to requirements of this Act

1486. This section provides that requirements to be imposed *under* the Act (by regulations or orders to be made under a power contained in the Act) are included in references in the company law provisions of the Act to “the requirements of this Act”.

Section 1173: Minor definitions: general

1487. The definitions in *subsection (1)* that are new or changed are as follows.

1488. The definitions of “body corporate” and “corporation”, and of “firm”, are new in part. They clarify the position of corporations sole and of partnerships that are legal persons but are not regarded as bodies corporate (as under Scots law).

1489. The definitions of “credit institution” and “regulated market” are changed to follow the definitions in more recent EU Directives. *Subsection (2)* makes provision to deal with

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the postponement of the Directive on markets in financial instruments and the fact that it may be implemented in different member States on different dates.

1490. The definition of “working day” is new. This expression replaces a variety of expressions in the existing legislation; there is no change of substance.

Section 1174 and Schedule 8: Index of defined expressions

1491. [Section 1174](#) introduces Schedule 8 to the Act, which provides an index setting out where the definitions of terms used in the Companies Acts are to be found.