

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

# COMPANIES ACT 2006

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## EXPLANATORY NOTES

### TERRITORIAL EXTENT AND DEVOLUTION

#### **Part 7: Re-Registration as a Means of Altering a Company's Status**

##### **Unlimited private company becoming limited**

##### *Section 106: Application and accompanying documents*

226. This section replaces section 51(5) of the 1985 Act and contains new provisions. It prescribes the contents of the application for re-registration where an unlimited private company is proposing to re-register as private limited and the documents/information that must accompany this application. Where the company is to be limited by guarantee, *subsection (2)(b)* requires the application for re-registration to be accompanied by a "statement of guarantee" (see note on section 11). It should be noted that there is no requirement for a statement of capital and initial shareholdings where the company is to be limited by shares. This is unnecessary because the company will be required to make a return of allotments to the registrar, under section 555 as soon as it allots shares subsequent to its registration and the return must be accompanied by a statement of capital.