

*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 107: Issue of certificate of incorporation on re-registration*

227. This section restates section 52 of the 1985 Act. As now, it provides that, where the registrar is satisfied that a company is entitled to be re-registered as a private company, she will issue a new certificate of incorporation (which must state that it is being issued on the re-registration of the company). On the issue of a new certificate of incorporation under this section, the company becomes a private limited company and the change to its name and any amendments that were required to be made to the articles take effect.
228. As now, the certificate of incorporation on re-registration issued under this section is conclusive evidence that the company is now a private limited company and that the requirements of the Act as regards re-registration have been met.