



Companies Act 2006

2006 CHAPTER 46

PART 7 **U.K.**

RE-REGISTRATION AS A MEANS OF ALTERING A COMPANY'S STATUS

Modifications etc. (not altering text)

- C1** Pts. 1-39 modified (31.12.2020) by Regulation (EC) No. 2157/2001, Art. AAA1(3) (as inserted by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **97** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1))

Introductory

89 **Alteration of status by re-registration** **U.K.**

A company may by re-registration under this Part alter its status—

- (a) from a private company to a public company (see sections 90 to 96);
- (b) from a public company to a private company (see sections 97 to 101);
- (c) from a private limited company to an unlimited company (see sections 102 to 104);
- (d) from an unlimited private company to a limited company (see sections 105 to 108);
- (e) from a public company to an unlimited private company (see sections 109 to 111).

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Private company becoming public

90 Re-registration of private company as public **U.K.**

- (1) A private company (whether limited or unlimited) may be re-registered as a public company limited by shares if—
- (a) a special resolution that it should be so re-registered is passed,
 - (b) the conditions specified below are met, and
 - (c) an application for re-registration is delivered to the registrar in accordance with section 94, together with—
 - (i) the other documents required by that section, and
 - (ii) a statement of compliance.
- (2) The conditions are—
- (a) that the company has a share capital;
 - (b) that the requirements of section 91 are met as regards its share capital;
 - (c) that the requirements of section 92 are met as regards its net assets;
 - (d) if section 93 applies (recent allotment of shares for non-cash consideration), that the requirements of that section are met; and
 - (e) that the company has not previously been re-registered as unlimited.
- (3) The company must make such changes—
- (a) in its name, and
 - (b) in its articles,
- as are necessary in connection with its becoming a public company.
- (4) If the company is unlimited it must also make such changes in its articles as are necessary in connection with its becoming a company limited by shares.

Modifications etc. (not altering text)

- C2** Ss. 90-96 applied (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 12(1), **Sch. 3 para. 3** (with art. 10)
- C3** Ss. 90-96 applied (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), **Sch. 1 para. 3**

91 Requirements as to share capital **U.K.**

- (1) The following requirements must be met at the time the special resolution is passed that the company should be re-registered as a public company—
- (a) the nominal value of the company's allotted share capital must be not less than the authorised minimum;
 - (b) each of the company's allotted shares must be paid up at least as to one-quarter of the nominal value of that share and the whole of any premium on it;
 - (c) if any shares in the company or any premium on them have been fully or partly paid up by an undertaking given by any person that he or another should do work or perform services (whether for the company or any other person), the undertaking must have been performed or otherwise discharged;
 - (d) if shares have been allotted as fully or partly paid up as to their nominal value or any premium on them otherwise than in cash, and the consideration for the

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allotment consists of or includes an undertaking to the company (other than one to which paragraph (c) applies), then either—

- (i) the undertaking must have been performed or otherwise discharged, or
 - (ii) there must be a contract between the company and some person pursuant to which the undertaking is to be performed within five years from the time the special resolution is passed.
- (2) For the purpose of determining whether the requirements in subsection (1)(b), (c) and (d) are met, the following may be disregarded—
- (a) shares allotted—
 - (i) before 22nd June 1982 in the case of a company then registered in Great Britain, or
 - (ii) before 31st December 1984 in the case of a company then registered in Northern Ireland;
 - (b) shares allotted in pursuance of an employees' share scheme by reason of which the company would, but for this subsection, be precluded under subsection (1)(b) (but not otherwise) from being re-registered as a public company.
- (3) No more than one-tenth of the nominal value of the company's allotted share capital is to be disregarded under subsection (2)(a).

For this purpose the allotted share capital is treated as not including shares disregarded under subsection (2)(b).

- (4) Shares disregarded under subsection (2) are treated as not forming part of the allotted share capital for the purposes of subsection (1)(a).
- (5) A company must not be re-registered as a public company if it appears to the registrar that—
- (a) the company has resolved to reduce its share capital,
 - (b) the reduction—
 - (i) is made under section 626 (reduction in connection with redenomination of share capital),
 - (ii) is supported by a solvency statement in accordance with section 643, or
 - (iii) has been confirmed by an order of the court under section 648, and
 - (c) the effect of the reduction is, or will be, that the nominal value of the company's allotted share capital is below the authorised minimum.

Modifications etc. (not altering text)

- C4** Ss. 90-96 applied (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 12(1), **Sch. 3 para. 3** (with art. 10)
- C5** Ss. 91-93 applied (with modifications) (1.10.2009) by [The Companies \(Companies Authorised to Register\) Regulations 2009 \(S.I. 2009/2437\)](#), **reg. 9(3)** (with transitional provisions and savings in **reg. 24**)
- C6** Ss. 90-96 applied (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), **Sch. 1 para. 3**

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92 Requirements as to net assets **U.K.**

- (1) A company applying to re-register as a public company must obtain—
 - (a) a balance sheet prepared as at a date not more than seven months before the date on which the application is delivered to the registrar,
 - (b) an unqualified report by the company's auditor on that balance sheet, and
 - (c) a written statement by the company's auditor that in his opinion at the balance sheet date the amount of the company's net assets was not less than the aggregate of its called-up share capital and undistributable reserves.
- (2) Between the balance sheet date and the date on which the application for re-registration is delivered to the registrar, there must be no change in the company's financial position that results in the amount of its net assets becoming less than the aggregate of its called-up share capital and undistributable reserves.
- (3) In subsection (1)(b) an “unqualified report” means—
 - (a) if the balance sheet was prepared for a financial year of the company, a report stating without material qualification the auditor's opinion that the balance sheet has been properly prepared in accordance with the requirements of this Act;
 - (b) if the balance sheet was not prepared for a financial year of the company, a report stating without material qualification the auditor's opinion that the balance sheet has been properly prepared in accordance with the provisions of this Act which would have applied if it had been prepared for a financial year of the company.
- (4) For the purposes of an auditor's report on a balance sheet that was not prepared for a financial year of the company, the provisions of this Act apply with such modifications as are necessary by reason of that fact.
- (5) For the purposes of subsection (3) a qualification is material unless the auditor states in his report that the matter giving rise to the qualification is not material for the purpose of determining (by reference to the company's balance sheet) whether at the balance sheet date the amount of the company's net assets was not less than the aggregate of its called-up share capital and undistributable reserves.
- (6) In this Part “net assets” and “undistributable reserves” have the same meaning as in section 831 (net asset restriction on distributions by public companies).

Modifications etc. (not altering text)

- C7** Ss. 90-96 applied (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 12(1), **Sch. 3 para. 3** (with art. 10)
- C8** Ss. 91-93 applied (with modifications) (1.10.2009) by [The Companies \(Companies Authorised to Register\) Regulations 2009 \(S.I. 2009/2437\)](#), **reg. 9(3)** (with transitional provisions and savings in [reg. 24](#))
- C9** Ss. 90-96 applied (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), **Sch. 1 para. 3**

93 Recent allotment of shares for non-cash consideration **U.K.**

- (1) This section applies where—

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- (a) shares are allotted by the company in the period between the date as at which the balance sheet required by section 92 is prepared and the passing of the resolution that the company should re-register as a public company, and
 - (b) the shares are allotted as fully or partly paid up as to their nominal value or any premium on them otherwise than in cash.
- (2) The registrar shall not entertain an application by the company for re-registration as a public company unless—
 - (a) the requirements of section 593(1)(a) and (b) have been complied with (independent valuation of non-cash consideration; valuer's report to company not more than six months before allotment), or
 - (b) the allotment is in connection with—
 - (i) a share exchange (see subsections (3) to (5) below), or
 - (ii) a proposed merger with another company (see subsection (6) below).
- (3) An allotment is in connection with a share exchange if—
 - (a) the shares are allotted in connection with an arrangement under which the whole or part of the consideration for the shares allotted is provided by—
 - (i) the transfer to the company allotting the shares of shares (or shares of a particular class) in another company, or
 - (ii) the cancellation of shares (or shares of a particular class) in another company; and
 - (b) the allotment is open to all the holders of the shares of the other company in question (or, where the arrangement applies only to shares of a particular class, to all the holders of the company's shares of that class) to take part in the arrangement in connection with which the shares are allotted.
- (4) In determining whether a person is a holder of shares for the purposes of subsection (3), there shall be disregarded—
 - (a) shares held by, or by a nominee of, the company allotting the shares;
 - (b) shares held by, or by a nominee of—
 - (i) the holding company of the company allotting the shares,
 - (ii) a subsidiary of the company allotting the shares, or
 - (iii) a subsidiary of the holding company of the company allotting the shares.
- (5) It is immaterial, for the purposes of deciding whether an allotment is in connection with a share exchange, whether or not the arrangement in connection with which the shares are allotted involves the issue to the company allotting the shares of shares (or shares of a particular class) in the other company.
- (6) There is a proposed merger with another company if one of the companies concerned proposes to acquire all the assets and liabilities of the other in exchange for the issue of its shares or other securities to shareholders of the other (whether or not accompanied by a cash payment).

“Another company” includes any body corporate.
- (7) For the purposes of this section—
 - (a) the consideration for an allotment does not include any amount standing to the credit of any of the company's reserve accounts, or of its profit and loss account, that has been applied in paying up (to any extent) any of the shares allotted or any premium on those shares; and

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- (b) “arrangement” means any agreement, scheme or arrangement, (including an arrangement sanctioned in accordance with—
- (i) Part 26 [^{F1}or 26A] of this Act (arrangements and reconstructions), or
 - (ii) section 110 of the Insolvency Act 1986 (c. 45) or Article 96 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)) (liquidator in winding up accepting shares as consideration for sale of company's property)).

Textual Amendments

F1 Words in s. 93(7)(b)(i) inserted (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), s. 49(1), [Sch. 9 para. 32](#) (with ss. 2(2), 5(2))

Modifications etc. (not altering text)

C10 Ss. 90-96 applied (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 12(1), [Sch. 3 para. 3](#) (with art. 10)

C11 Ss. 91-93 applied (with modifications) (1.10.2009) by [The Companies \(Companies Authorised to Register\) Regulations 2009 \(S.I. 2009/2437\)](#), [reg. 9\(3\)](#) (with transitional provisions and savings in [reg. 24](#))

C12 Ss. 90-96 applied (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), [Sch. 1 para. 3](#)

94 Application and accompanying documents U.K.

- (1) An application for re-registration as a public company must contain—
 - (a) a statement of the company's proposed name on re-registration; and
 - (b) in the case of a company without a secretary, a statement of the company's proposed secretary (see section 95).
- (2) The application must be accompanied by—
 - (a) a copy of the special resolution that the company should re-register as a public company (unless a copy has already been forwarded to the registrar under Chapter 3 of Part 3);
 - (b) a copy of the company's articles as proposed to be amended;
 - (c) a copy of the balance sheet and other documents referred to in section 92(1);
F2
 ...
 - (d) if section 93 applies (recent allotment of shares for non-cash consideration), a copy of the valuation report (if any) under subsection (2)(a) of that section^{F3}; and
 - (e) a statement of the aggregate amount paid up on the shares of the company on account of their nominal value.]
- (3) The statement of compliance required to be delivered together with the application is a statement that the requirements of this Part as to re-registration as a public company have been complied with.
- (4) The registrar may accept the statement of compliance as sufficient evidence that the company is entitled to be re-registered as a public company.

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Textual Amendments

- F2** Word in s. 94(2)(c) omitted (30.6.2016) by virtue of [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 98\(2\)\(a\)](#), 164(1); S.I. 2016/321, reg. 6(f)
- F3** [S. 94\(2\)\(e\)](#) and word inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 98\(2\)\(b\)](#), 164(1); S.I. 2016/321, reg. 6(f)

Modifications etc. (not altering text)

- C13** Ss. 90-96 applied (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 12(1), [Sch. 3 para. 3](#) (with art. 10)
- C14** Ss. 90-96 applied (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), [Sch. 1 para. 3](#)

95 Statement of proposed secretary **U.K.**

- (1) The statement of the company's proposed secretary must contain the required [^{F4}particulars of][^{F4}information about] the person who is or the persons who are to be the secretary or joint secretaries of the company.
- [^{F5}(2) For the required information in relation to proposed secretaries or joint secretaries, see sections 279J and 279K.]
- (3) [^{F6}The statement must also include a statement by the company that the person named as secretary, or each of the persons named as joint secretaries, has consented to act in the relevant capacity.]

If all the partners in a firm are to be joint secretaries, consent may be given by one partner on behalf of all of them.

Textual Amendments

- F4** Words in s. 95(1) substituted (26.10.2023 for specified purposes, 4.3.2024 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 2 para. 24\(2\)](#); S.I. 2024/269, reg. 2(z10)
- F5** [S. 95\(2\)](#) substituted (26.10.2023 for specified purposes, 4.3.2024 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 2 para. 24\(3\)](#); S.I. 2024/269, reg. 2(z10)
- F6** Words in s. 95(3) substituted (10.10.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 100\(3\)](#), 164(1) (with s. 100(6)); S.I. 2015/1689, reg. 4(b)

Modifications etc. (not altering text)

- C15** Ss. 90-96 applied (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 12(1), [Sch. 3 para. 3](#) (with art. 10)
- C16** Ss. 90-96 applied (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), [Sch. 1 para. 3](#)

96 Issue of certificate of incorporation on re-registration **U.K.**

- (1) If on an application for re-registration as a public company the registrar is satisfied that the company is entitled to be so re-registered, the company shall be re-registered accordingly.

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- (2) The registrar must issue a certificate of incorporation altered to meet the circumstances of the case.
- (3) The certificate must state that it is issued on re-registration and the date on which it is issued.
- (4) On the issue of the certificate—
 - (a) the company by virtue of the issue of the certificate becomes a public company,
 - (b) the changes in the company's name and articles take effect, and
 - (c) where the application contained a statement under section 95 (statement of proposed secretary), the person or persons named in the statement as secretary or joint secretary of the company are deemed to have been appointed to that office.
- (5) The certificate is conclusive evidence that the requirements of this Act as to re-registration have been complied with.

Modifications etc. (not altering text)

- C17** Ss. 90-96 applied (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 12(1), **Sch. 3 para. 3** (with art. 10)
- C18** Ss. 90-96 applied (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), **Sch. 1 para. 3**

Public company becoming private

97 Re-registration of public company as private limited company U.K.

- (1) A public company may be re-registered as a private limited company if—
 - (a) a special resolution that it should be so re-registered is passed,
 - (b) the conditions specified below are met, and
 - (c) an application for re-registration is delivered to the registrar in accordance with section 100, together with—
 - (i) the other documents required by that section, and
 - (ii) a statement of compliance.
- (2) The conditions are that—
 - (a) where no application under section 98 for cancellation of the resolution has been made—
 - (i) having regard to the number of members who consented to or voted in favour of the resolution, 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 resolution and a copy of that order has been delivered to the registrar.
- (3) The company must make such changes—

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- (a) in its name, and
- (b) in its articles,

as are necessary in connection with its becoming a private company limited by shares or, as the case may be, by guarantee.

98 Application to court to cancel resolution **U.K.**

- (1) Where a special resolution by a public company to be re-registered as a private limited company has been passed, an application to the court for the cancellation of the resolution may be made—
 - (a) by the holders of not less in the aggregate than 5% in nominal value of the company's issued share capital or any class of the company's issued share capital (disregarding any shares held by the company as treasury shares);
 - (b) if the company is not limited by shares, by not less than 5% of its members; or
 - (c) by not less than 50 of the company's members;but not by a person who has consented to or voted in favour of the resolution.
- (2) The application must be made within 28 days after the passing of the resolution and may be made on behalf of the persons entitled to make it by such one or more of their number as they may appoint for the purpose.
- (3) On the hearing of the application the court shall make an order either cancelling or confirming the resolution.
- (4) The court may—
 - (a) make that order on such terms and conditions as it thinks fit,
 - (b) if it thinks fit adjourn the proceedings in order that an arrangement may be made to the satisfaction of the court for the purchase of the interests of dissentient members, and
 - (c) give such directions, and make such orders, as it thinks expedient for facilitating or carrying into effect any such arrangement.
- (5) The court's order may, if the court thinks fit—
 - (a) provide for the purchase by the company of the shares of any of its members and for the reduction accordingly of the company's capital; and
 - (b) make such alteration in the company's articles as may be required in consequence of that provision.
- (6) The court's order may, if the court thinks fit, require the company not to make any, or any specified, amendments to its articles without the leave of the court.
- (7) [^{F7}In this section and section 99(3) “the court”, in England and Wales, means the High Court]

Textual Amendments

- F7** S. 98(7) inserted (22.4.14) by S.I. 1991/724, Sch. Pt. 1 (as amended by [The High Court and County Court Jurisdiction \(Amendment\) Order 2014 \(S.I. 2014/821\)](#), arts. 1, **2(10)(a)(ii)** (with art. 3)

Modifications etc. (not altering text)

- C19** Ss. 98, 99 applied (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 12(1), **Sch. 3 para. 4** (with art. 10)

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C20 S. 98 applied (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), [Sch. 1 para. 4\(2\)](#)

99 Notice to registrar of court application or order **U.K.**

- (1) On making an application under section 98 (application to court to cancel resolution) the applicants, or the person making the application on their behalf, must immediately give notice to the registrar.

This is without prejudice to any provision of rules of court as to service of notice of the application.

- (2) On being served with notice of any such application, the company must immediately give notice to the registrar.
- (3) Within 15 days of the making of the court's order on the application, or such longer period as the court may at any time direct, the company must deliver to the registrar a copy of the order.
- (4) If a company fails to comply with subsection (2) or (3) an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Modifications etc. (not altering text)

- C21** Ss. 98, 99 applied (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 12(1), [Sch. 3 para. 4](#) (with art. 10)
- C22** S. 99 applied (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), [Sch. 1 para.4\(2\)](#)

100 Application and accompanying documents **U.K.**

- (1) An application for re-registration as a private limited company must contain a statement of the company's proposed name on re-registration.
- (2) The application must be accompanied by—
- (a) a copy of the resolution that the company should re-register as a private limited company (unless a copy has already been forwarded to the registrar under Chapter 3 of Part 3); and
 - (b) a copy of the company's articles as proposed to be amended.
- (3) The statement of compliance required to be delivered together with the application is a statement that the requirements of this Part as to re-registration as a private limited company have been complied with.
- (4) The registrar may accept the statement of compliance as sufficient evidence that the company is entitled to be re-registered as a private limited company.

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101 Issue of certificate of incorporation on re-registration **U.K.**

- (1) If on an application for re-registration as a private limited company the registrar is satisfied that the company is entitled to be so re-registered, the company shall be re-registered accordingly.
- (2) The registrar must issue a certificate of incorporation altered to meet the circumstances of the case.
- (3) The certificate must state that it is issued on re-registration and the date on which it is issued.
- (4) On the issue of the certificate—
 - (a) the company by virtue of the issue of the certificate becomes a private limited company, and
 - (b) the changes in the company's name and articles take effect.
- (5) The certificate is conclusive evidence that the requirements of this Act as to re-registration have been complied with.

Private limited company becoming unlimited

102 Re-registration of private limited company as unlimited **U.K.**

- (1) A private limited company may be re-registered as an unlimited company if—
 - (a) all the members of the company have assented to its being so re-registered,
 - (b) the condition specified below is met, and
 - (c) an application for re-registration is delivered to the registrar in accordance with section 103, together with—
 - (i) the other documents required by that section, and
 - (ii) a statement of compliance.
- (2) The condition is that the company has not previously been re-registered as limited.
- (3) The company must make such changes in its name and its articles—
 - (a) as are necessary in connection with its becoming an unlimited company; and
 - (b) if it is to have a share capital, as are necessary in connection with its becoming an unlimited company having a share capital.
- (4) For the purposes of this section—
 - (a) a trustee in bankruptcy of a member of the company is entitled, to the exclusion of the member, to assent to the company's becoming unlimited; and
 - (b) the personal representative of a deceased member of the company may assent on behalf of the deceased.
- (5) In subsection (4)(a), “a trustee in bankruptcy of a member of the company” includes—
 - ^[F8](a) a trustee or interim trustee in the sequestration under the Bankruptcy (Scotland) Act 2016 of the estate of a member of the company;]
 - (b) a trustee under a protected trustee deed (within the meaning of the Bankruptcy (Scotland) Act [^[F9]2016]) granted by a member of the company.

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Textual Amendments

- F8** S. 102(5)(a) substituted (30.11.2016) by [The Bankruptcy \(Scotland\) Act 2016 \(Consequential Provisions and Modifications\) Order 2016 \(S.I. 2016/1034\)](#), art. 1, **Sch. 1 para. 29(2)(a)**
- F9** Word in s. 102(5)(b) substituted (30.11.2016) by [The Bankruptcy \(Scotland\) Act 2016 \(Consequential Provisions and Modifications\) Order 2016 \(S.I. 2016/1034\)](#), art. 1, **Sch. 1 para. 29(2)(b)**

103 Application and accompanying documents **U.K.**

- (1) An application for re-registration as an unlimited company must contain a statement of the company's proposed name on re-registration.
- (2) The application must be accompanied by—
 - (a) the prescribed form of assent to the company's being registered as an unlimited company, authenticated by or on behalf of all the members of the company;
 - (b) a copy of the company's articles as proposed to be amended.
- (3) The statement of compliance required to be delivered together with the application is a statement that the requirements of this Part as to re-registration as an unlimited company have been complied with.
- (4) The statement must contain a statement by the directors of the company—
 - (a) that the persons by whom or on whose behalf the form of assent is authenticated constitute the whole membership of the company, and
 - (b) if any of the members have not authenticated that form themselves, that the directors have taken all reasonable steps to satisfy themselves that each person who authenticated it on behalf of a member was lawfully empowered to do so.
- (5) The registrar may accept the statement of compliance as sufficient evidence that the company is entitled to be re-registered as an unlimited company.

Commencement Information

- II** S. 103 wholly in force at 1.10.2009; s. 103 not in force at Royal Assent, see s. 1300; s. 103 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 103 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(g)** (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

104 Issue of certificate of incorporation on re-registration **U.K.**

- (1) If on an application for re-registration of a private limited company as an unlimited company the registrar is satisfied that the company is entitled to be so re-registered, the company shall be re-registered accordingly.
- (2) The registrar must issue a certificate of incorporation altered to meet the circumstances of the case.
- (3) The certificate must state that it is issued on re-registration and the date on which it is issued.
- (4) On the issue of the certificate—

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- (a) the company by virtue of the issue of the certificate becomes an unlimited company, and
 - (b) the changes in the company's name and articles take effect.
- (5) The certificate is conclusive evidence that the requirements of this Act as to re-registration have been complied with.

Unlimited private company becoming limited

105 Re-registration of unlimited company as limited **U.K.**

- (1) An unlimited company may be re-registered as a private limited company if—
- (a) a special resolution that it should be so re-registered is passed,
 - (b) the condition specified below is met, and
 - (c) an application for re-registration is delivered to the registrar in accordance with section 106, together with—
 - (i) the other documents required by that section, and
 - (ii) a statement of compliance.
- (2) The condition is that the company has not previously been re-registered as unlimited.
- (3) The special resolution must state whether the company is to be limited by shares or by guarantee.
- (4) The company must make such changes—
- (a) in its name, and
 - (b) in its articles,
- as are necessary in connection with its becoming a company limited by shares or, as the case may be, by guarantee.

106 Application and accompanying documents **U.K.**

- (1) An application for re-registration as a limited company must contain a statement of the company's proposed name on re-registration.
- (2) The application must be accompanied by—
- (a) a copy of the resolution that the company should re-register as a private limited company (unless a copy has already been forwarded to the registrar under Chapter 3 of Part 3);
 - (b) if the company is to be limited by guarantee, a statement of guarantee;
 - (c) a copy of the company's articles as proposed to be amended.
- (3) The statement of guarantee required to be delivered in the case of a company that is to be limited by guarantee must state that each member undertakes that, if the company is wound up while he is a member, or within one year after he ceases to be a member, he will contribute to the assets of the company such amount as may be required for—
- (a) payment of the debts and liabilities of the company contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves,
- not exceeding a specified amount.

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- (4) The statement of compliance required to be delivered together with the application is a statement that the requirements of this Part as to re-registration as a limited company have been complied with.
- (5) The registrar may accept the statement of compliance as sufficient evidence that the company is entitled to be re-registered as a limited company.

107 Issue of certificate of incorporation on re-registration U.K.

- (1) If on an application for re-registration of an unlimited company as a limited company the registrar is satisfied that the company is entitled to be so re-registered, the company shall be re-registered accordingly.
- (2) The registrar must issue a certificate of incorporation altered to meet the circumstances of the case.
- (3) The certificate must state that it is issued on re-registration and the date on which it is so issued.
- (4) On the issue of the certificate—
 - (a) the company by virtue of the issue of the certificate becomes a limited company, and
 - (b) the changes in the company's name and articles take effect.
- (5) The certificate is conclusive evidence that the requirements of this Act as to re-registration have been complied with.

108 Statement of capital required where company already has share capital U.K.

- (1) A company which on re-registration under section 107 already has allotted share capital must within 15 days after the re-registration deliver a statement of capital to the registrar.
- (2) This does not apply if the information which would be included in the statement has already been sent to the registrar in—
 - (a) a statement of capital and initial shareholdings (see section 10), or
 - [^{F10}(b) (if different) the last statement of capital sent by the company.]
- (3) The statement of capital must state with respect to the company's share capital on re-registration—
 - (a) the total number of shares of the company,
 - (b) the aggregate nominal value of those shares,
 - [^{F11}(ba) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium), and]
 - (c) for each class of shares—
 - (i) prescribed particulars of the rights attached to the shares,
 - (ii) the total number of shares of that class, and
 - (iii) the aggregate nominal value of shares of that class, ^{F12}...
 - [^{F12}(d)
- (4) If default is made in complying with this section, an offence is committed by—
 - (a) the company, and

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- (b) every officer of the company who is in default.
- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Textual Amendments

- F10** S. 108(2)(b) substituted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\), ss. 93\(4\), 164\(1\); S.I. 2016/321, reg. 6\(b\)](#)
- F11** S. 108(3)(ba) inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\), s. 164\(1\), Sch. 6 para. 4\(a\); S.I. 2016/321, reg. 6\(e\)](#)
- F12** S. 108(3)(d) and word omitted (30.6.2016) by virtue of [Small Business, Enterprise and Employment Act 2015 \(c. 26\), s. 164\(1\), Sch. 6 para. 4\(b\); S.I. 2016/321, reg. 6\(e\)](#)

Commencement Information

- I2** S. 108 wholly in force at 1.10.2009; s. 108 not in force at Royal Assent, see s. 1300; s. 108 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428, art. 3\(3\)](#) (subject to [art. 5, Sch. 1](#) and with [arts. 6, 8, Sch. 5](#)); s. 108 otherwise in force at 1.10.2009 by [S.I. 2008/2860, art. 3\(g\)](#) (with [arts. 5, 7, 8, Sch. 2](#)) (as amended by [S.I. 2009/1802, art. 18](#))

Public company becoming private and unlimited

109 Re-registration of public company as private and unlimited **U.K.**

- (1) A public company limited by shares may be re-registered as an unlimited private company with a share capital if—
- all the members of the company have assented to its being so re-registered,
 - the condition specified below is met, and
 - an application for re-registration is delivered to the registrar in accordance with section 110, together with—
 - the other documents required by that section, and
 - a statement of compliance.
- (2) The condition is that the company has not previously been re-registered—
- as limited, or
 - as unlimited.
- (3) The company must make such changes—
- in its name, and
 - in its articles,
- as are necessary in connection with its becoming an unlimited private company.
- (4) For the purposes of this section—
- a trustee in bankruptcy of a member of the company is entitled, to the exclusion of the member, to assent to the company's re-registration; and
 - the personal representative of a deceased member of the company may assent on behalf of the deceased.
- (5) In subsection (4)(a), “a trustee in bankruptcy of a member of the company” includes—

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- [^{F13}(a) a trustee or interim trustee in the sequestration under the Bankruptcy (Scotland) Act 2016 of the estate of a member of the company;]
(b) a trustee under a protected trustee deed (within the meaning of the Bankruptcy (Scotland) Act [^{F14}2016]) granted by a member of the company.

Textual Amendments

- F13** S. 109(5)(a) substituted (30.11.2016) by [The Bankruptcy \(Scotland\) Act 2016 \(Consequential Provisions and Modifications\) Order 2016 \(S.I. 2016/1034\)](#), art. 1, [Sch. 1 para. 29\(3\)\(a\)](#)
F14 Word in s. 109(5)(b) substituted (30.11.2016) by [The Bankruptcy \(Scotland\) Act 2016 \(Consequential Provisions and Modifications\) Order 2016 \(S.I. 2016/1034\)](#), art. 1, [Sch. 1 para. 29\(3\)\(b\)](#)

110 Application and accompanying documents **U.K.**

- (1) An application for re-registration of a public company as an unlimited private company must contain a statement of the company's proposed name on re-registration.
- (2) The application must be accompanied by—
 - (a) the prescribed form of assent to the company's being registered as an unlimited company, authenticated by or on behalf of all the members of the company, and
 - (b) a copy of the company's articles as proposed to be amended.
- (3) The statement of compliance required to be delivered together with the application is a statement that the requirements of this Part as to re-registration as an unlimited private company have been complied with.
- (4) The statement must contain a statement by the directors of the company—
 - (a) that the persons by whom or on whose behalf the form of assent is authenticated constitute the whole membership of the company, and
 - (b) if any of the members have not authenticated that form themselves, that the directors have taken all reasonable steps to satisfy themselves that each person who authenticated it on behalf of a member was lawfully empowered to do so.
- (5) The registrar may accept the statement of compliance as sufficient evidence that the company is entitled to be re-registered as an unlimited private company.

Commencement Information

- I3** S. 110 wholly in force at 1.10.2009; s. 110 not in force at Royal Assent, see s. 1300; s. 110 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 110 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(g\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

111 Issue of certificate of incorporation on re-registration **U.K.**

- (1) If on an application for re-registration of a public company as an unlimited private company the registrar is satisfied that the company is entitled to be so re-registered, the company shall be re-registered accordingly.

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- (2) The registrar must issue a certificate of incorporation altered to meet the circumstances of the case.
- (3) The certificate must state that it is issued on re-registration and the date on which it is so issued.
- (4) On the issue of the certificate—
 - (a) the company by virtue of the issue of the certificate becomes an unlimited private company, and
 - (b) the changes in the company's name and articles take effect.
- (5) The certificate is conclusive evidence that the requirements of this Act as to re-registration have been complied with.

Changes to legislation:

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

- Act amendment to earlier affecting provision S.I. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

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

- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))