
STATUTORY INSTRUMENTS

2006 No. 3428

**The Companies Act 2006 (Commencement No. 1,
Transitional Provisions and Savings) Order 2006**

Citation, interpretation and coming into force

1.—(1) This Order may be cited as the Companies Act 2006 (Commencement No. 1, Transitional Provisions and Savings) Order 2006.

(2) In this Order—

“the 1985 Act” means the Companies Act 1985⁽¹⁾; and

“the 1986 Order” means the Companies (Northern Ireland) Order 1986⁽²⁾.

(3) Articles 1, 2, 5, 6, 7(a) and 8 and Schedules 1 and 2 and Part 1 of Schedule 5 come into force on 1st January 2007.

(4) Articles 3 and 7(b) and Schedule 3 and Part 2 of Schedule 5 come into force on 20th January 2007.

(5) Articles 4 and 7(c) and Schedule 4 and Part 3 of Schedule 5 come into force on 6th April 2007.

Provisions coming into force on 1st January 2007

2.—(1) The following provisions of the Companies Act 2006 come into force on 1st January 2007—

- (a) section 1068(5) (registrar’s duty to accept delivery by electronic means of documents subject to Directive disclosure requirements);
- (b) section 1077 (public notice of receipt of certain documents);
- (c) section 1078 (documents subject to Directive disclosure requirements);
- (d) section 1079 (effect of failure to give public notice);
- (e) section 1080 (the register);
- (f) sections 1085 to 1092 (inspection etc of the register);
- (g) sections 1102 to 1107 (language requirements: translation); and
- (h) section 1111 (registrar’s requirements as to certification or verification).

(2) The following provisions of the Companies Act 2006 come into force on 1st January 2007 so far as necessary for the purposes of the provisions mentioned in paragraph (1)—

- (a) section 2 (the Companies Acts);
- (b) section 1068(1) to (4), (6) and (7) (registrar’s requirements as to form, authentication and manner of delivery);
- (c) section 1114 (application of provisions about documents and delivery);
- (d) section 1117 (registrar’s rules);

(1) 1985 c.6.

(2) S.I. 1986/1032 (N.I. 6).

- (e) section 1120 (application of provisions to overseas companies);
- (f) section 1168 (hard copy and electronic form and related expressions);
- (g) in section 1173 (minor definitions: general), the definitions of “Gazette” and “working day”; and
- (h) section 1284 (extension of Companies Acts to Northern Ireland).

Provisions coming into force on 20th January 2007

3.—(1) The following provisions of the Companies Act 2006 come into force on 20th January 2007—

- (a) sections 308 (manner in which notice to be given) and 309 (publication of notice of meeting on website);
- (b) section 333 (sending documents relating to meetings etc in electronic form);
- (c) section 463 (liability for false or misleading statements in reports);
- (d) sections 791 to 810, 811(1) to (3), 813 and 815 to 828 (information about interests in a company’s shares); and
- (e) sections 1143 to 1148 and Schedules 4 and 5 (the company communications provisions).

(2) The following provisions of the Companies Act 2006 come into force on 20th January 2007 so far as necessary for the purposes of the provisions mentioned in paragraph (1)—

- (a) section 2 (the Companies Acts);
- (b) sections 1121, 1122, 1125 to 1131 and 1133 (provisions relating to offences);
- (c) section 1168 (hard copy and electronic form and related expressions);
- (d) in section 1173 (minor definitions: general), the definition of “working day”; and
- (e) section 1284 (extension of Companies Acts to Northern Ireland).

(3) The provisions of the Companies Act 2006, so far as not brought into force by section 1300(1) of that Act or article 2 or the preceding provisions of this article, come into force on 20th January 2007 for the purpose of enabling the exercise of powers to make orders or regulations by statutory instrument.

Provisions coming into force on 6th April 2007

4.—(1) The following provisions of the Companies Act 2006 come into force on 6th April 2007—

- (a) section 1063 (fees payable to registrar), so far as not in force by virtue of article 3(3);
- (b) section 1176 (power of Secretary of State to bring civil proceedings on company’s behalf);
- (c) section 1177 (repeal of certain provisions about company directors);
- (d) section 1178 (repeal of requirement that certain companies publish periodical statement);
- (e) section 1179 (repeal of requirement that Secretary of State prepare annual report); and
- (f) section 1281 (disclosure of information under the Enterprise Act 2002).

(2) Section 1295 of, and Schedule 16 to, the Companies Act 2006 (repeals) come into force on 6th April 2007 so far as relating to the repeal of—

- (a) the provisions of the 1986 Order corresponding to the provisions of the 1985 Act repealed by the provisions mentioned in paragraph (1)(b) to (e);
- (b) section 41 of the 1985 Act and Article 51 of the 1986 Order (authentication of documents on behalf of company); and

- (c) sections 293 and 294 of the 1985 Act and Articles 301 and 302 of the 1986 Order (age limits for directors).
- (3) The following provisions of the Companies Act 2006 come into force on 6th April 2007 so far as necessary for the purposes of the provisions mentioned in paragraphs (1) and (2)—
 - (a) section 1060 (the registrar of companies);
 - (b) section 1061 (the registrar’s functions); and
 - (c) section 1284 (extension of Companies Acts to Northern Ireland).
- (4) The coming into force of section 1063 by virtue of paragraph (1)(a) does not extend to Northern Ireland.

Transitional adaptations of provisions brought into force

5. The provisions brought into force by articles 2, 3 and 4 have effect subject to any transitional adaptations specified in Schedule 1.

Interpretation of provisions brought into force

6. Where an expression in a provision brought into force by this Order (or in an adaptation made by this Order of such a provision)—

- (a) is defined in the 1985 Act or the 1986 Order (“the old definition”); and
- (b) is defined in the Companies Act 2006 by another provision that is not yet in force for the purposes of the provision brought into force (“the new definition”),

the expression has, for the purposes of the provision brought into force (or the adaptation), the meaning given by the old definition until the new definition is brought into force for the purposes of that provision.

Consequential repeals

7. Section 1295 of, and Schedule 16 to, the Companies Act 2006 (repeals) come into force—
- (a) on 1st January 2007 so far as relating to the repeal of the provisions specified in Schedule 2;
 - (b) on 20th January 2007 so far as relating to the repeal of the provisions specified in Schedule 3; and
 - (c) on 6th April 2007 so far as relating to the repeal of the provisions specified in Schedule 4.

Transitional provisions and savings

8.—(1) Schedule 5 contains transitional provisions and savings relating to the provisions (and repeals) brought into force by this Order.

(2) Nothing in this Order affects the application of any provision of the 1985 Act or the 1986 Order as applied by the Limited Liability Partnerships Regulations 2001⁽³⁾ or the Limited Liability Partnerships Regulations (Northern Ireland) 2004⁽⁴⁾ to limited liability partnerships.

⁽³⁾ S.I. 2001/1090.

⁽⁴⁾ S.R. (NI) 2004 No 307.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

20th December 2006

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