

SCHEDULE 5

Article 8(1)

TRANSITIONAL PROVISIONS AND SAVINGS

PART 1

PROVISIONS COMING INTO FORCE ON 1ST JANUARY 2007

Savings for certain provisions relating to Welsh companies

1.—(1) Regulations 4 and 5 of the Companies (Welsh Language Forms and Documents) Regulations 1994⁽¹⁾ continue to have effect notwithstanding the repeal of section 710B of the 1985 Act.

(2) Regulation 4 (documents excepted from requirement to file certified translation into English) has effect as if made under section 1104(2) of the Companies Act 2006⁽²⁾.

(3) As so continued in force, that regulation has effect with the following adaptations—

(a) in paragraph (1) for “section 710B(3)(a)” substitute “section 1104(2)(a) of the Companies Act 2006”; and

(b) in paragraph (3) for “such a company as is mentioned in section 710B(1)(b)” substitute “a Welsh company as defined in section 1104(6) of the Companies Act 2006”.

(4) Regulation 5 (requirements as to person by whom a translation of a document into English is to be certified as correct) has effect as if the requirements imposed by it were requirements imposed by the registrar under section 1111 of the Companies Act 2006 by means of rules under section 1117 of that Act.

(5) As so continued in force, that regulation has effect with the following adaptations—

(a) in the opening words for “section 710B(8)” substitute “section 1107 of the Companies Act 2006”; and

(b) in paragraph (a)(iv) for “section 710(4)” substitute “section 1104(3) of the Companies Act 2006”.

PART 2

PROVISIONS COMING INTO FORCE ON 20TH JANUARY 2007

Information about interests in a company’s shares

2.—(1) The repeal of sections 198 to 210 and 220 of the 1985 Act or Articles 206 to 218 and 228 of the 1986 Order (obligation to disclose acquisitions and disposals of interests in shares) does not affect any obligation to which a person became subject under section 198 of that Act or Article 206 of that Order before 20th January 2007.

(2) The repeal of sections 212 to 220 of the 1985 Act or Articles 220 to 228 of the 1986 Order (power of public company to require disclosure of interests in shares) does not affect the operation of those provisions in relation to a notice issued by a company under section 212 of the 1985 Act or Article 220 of the 1986 Order before 20th January 2007.

(1) S.I. 1994/117.

(2) 2006 c.46.

Status: This is the original version (as it was originally made).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

(3) On and after 20th January 2007 any separate part of a register kept by a company under section 213 of the 1985 Act or Article 221 of the 1986 Order (register of interests disclosed in response to requirement by company) shall continue to be kept by the company and shall be treated as a register kept under and for the purposes of section 808 of the Companies Act 2006.

(4) Until regulations under section 1136 of the Companies Act 2006 (regulations about where certain company records are to be kept available for inspection) are made specifying a place for the purposes of section 809(1)(b) of that Act—

- (a) the register kept under section 808 of that Act (register of interests disclosed) may be kept by a company at any place where its register of members is kept; and
- (b) no notice need be given to the registrar of companies under section 809(2) of that Act.

False or misleading statements in reports

3. Section 463 of the Companies Act 2006 (liability for false or misleading statements in reports) does not apply to a directors' report, directors' remuneration report or summary financial statement first sent to members and others under section 238 or 251 of the 1985 Act, or Article 246 or 259 of the 1986 Order, before 20th January 2007.

Existing agreements to communication by electronic means

4.—(1) This paragraph applies where an address has been notified by a person to a company for the purposes of—

- (a) section 238(4A) or 239(2A) of the 1985 Act or Article 246(4A) or 247(2A) of the 1986 Order (sending or supply of accounts and reports by means of electronic communications);
- (b) section 251(2A) of the 1985 Act or Article 259(2A) of the 1986 Order (sending of summary financial statement by means of electronic communications); or
- (c) section 369(4A) or 379A(2B) of the 1985 Act or Article 377(5) or 387A(2B) of the 1986 Order (notice of meeting given by means of electronic communications).

(2) Any such notification that is in force immediately before 20th January 2007 shall have effect on and after that date, in relation to the matters to which it relates, as an agreement under paragraph 6(a) of Schedule 5 to the Companies Act 2006 (agreement to accept documents or information in electronic form) and as an address specified under paragraph 7(1) of Schedule 5 to that Act (address for communications in electronic form).

5.—(1) This paragraph applies where an agreement between a person and a company has been entered into for the purposes of—

- (a) section 238(4B) of the 1985 Act or Article 246(4B) of the 1986 Order (sending or supply of copies of accounts and reports by means of website);
- (b) section 251(2B) of the 1985 Act or Article 259(2B) of the 1986 Order (sending of summary financial statement by means of website); or
- (c) section 369(4B) or 379A(2C) of the 1985 Act or Article 377(6) or 387A(2C) of the 1986 Order (notice of meeting given by means of website).

(2) Any such agreement that is in force immediately before 20th January 2007 shall have effect on and after that date, in relation to the matters to which it relates, as an agreement under paragraph 9(a) of Schedule 5 to the Companies Act 2006 (agreement to accept documents or information by means of a website).

PART 3

PROVISIONS COMING INTO FORCE ON 6TH APRIL 2007

Saving for existing provisions relating to fees

6.—(1) The coming into force of section 1063 of the Companies Act 2006 (fees payable to the registrar) does not affect the continued operation of any other provision under which the payment of fees to the registrar of companies may be required until—

- (a) the coming into force of the repeal of the other provision; or
- (b) the exercise of the power in section 1063 in a manner inconsistent with its continued operation.

(2) Notwithstanding the coming into force of the repeals in section 16 of the Limited Partnerships Act 1907⁽³⁾ and the repeal of section 17(a) of that Act, the fees appointed under the said section 16 and having effect immediately before 6th April 2007 shall continue to be payable, and the rules in force under the said section 17(a) immediately before 6th April 2007 shall continue to have effect.

(3) The repeal of section 708(5) of the 1985 Act shall not prevent the registrar from continuing to charge fees thereunder of which notice had before the repeal been given to those to whom the services in question have been, are being or are to be provided (including notice by publication of a list of fees in respect of services provided to any person who seeks their provision).

Saving for certain acts done by a person as director

7. The repeal of section 293(3) of the 1985 Act or Article 301(3) of the 1986 Order (age limit for directors: validity of acts done before it is discovered appointment has terminated) does not affect the validity of acts done by a person acting as director to whom that section or Article applied.

Saving for civil proceedings brought by Department of Enterprise, Trade and Investment

8. The repeal of Article 431 of the 1986 Order (power of Department of Enterprise, Trade and Investment to bring civil proceedings on company's behalf) does not affect proceedings brought under that Article before 6th April 2007.

(3) 1907 c.24.