
STATUTORY INSTRUMENTS

2007 No. 2194

**The Companies Act 2006 (Commencement
No. 3, Consequential Amendments, Transitional
Provisions and Savings) Order 2007**

Citation, interpretation and coming into force

1.—(1) This Order may be cited as the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007.

(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) The provisions of this Order come into force as follows—

- (a) articles 1, 2, 8, 10 and 11 and Schedules 2, 4 and 5 come into force on 1st October 2007;
- (b) article 3 comes into force on 1st November 2007;
- (c) article 4 comes into force on 15th December 2007;
- (d) article 5 comes into force on 1st October 2008;
- (e) other provisions of this Order come into force on the same date as the provisions (or repeals) in relation to which they apply.

Provisions of the Companies Act 2006 coming into force on 1st October 2007

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

- (a) sections 29 and 30 (resolutions and agreements affecting a company’s constitution);
- (b) sections 116 to 119 (inspection of register of members);
- (c) sections 145 to 153 (exercise of members’ rights);
- (d) in Part 10 (a company’s directors)—
 - section 154 (companies required to have directors);
 - section 160 (appointment of directors of public company to be voted on individually);
 - section 161 (validity of acts of directors);
 - sections 168 and 169 (removal of directors);
 - sections 170 to 181 (general duties of directors), except sections 175 to 177 (duty to avoid conflicts of interest, duty not to accept benefits from third parties and duty to declare interest in proposed transaction or arrangement);
 - sections 188 to 226 (transactions with directors requiring approval of members);

(1) 1985 c.6.

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

- sections 227 to 230 (directors' service contracts);
 - section 231 (contract with sole member who is also a director);
 - sections 232 to 239 (directors' liabilities);
 - sections 247 to 259 (supplementary provisions);
 - (e) sections 260 to 269 (derivative claims and proceedings by members);
 - (f) in Part 13 (resolutions and meetings)—
 - sections 281 to 287 (general provisions about resolutions);
 - sections 288 to 300 (written resolutions);
 - sections 301 to 307, 310 to 326, 327(1), (2)(a) and (b) and (3), 328, 329, 330(1) to (5), (6)(a) and (b) and (7), 331, 332, 334 and 335 (resolutions at meetings);
 - sections 336 to 340 (public companies: additional requirements for AGMs);
 - sections 341 to 354 (additional requirements for quoted companies);
 - sections 355 to 359 (records of resolutions and meetings);
 - sections 360 and 361 (supplementary provisions);
 - (g) section 417 (contents of directors' report: business review);
 - (h) sections 485 to 488 (appointment of auditors of private companies);
 - (i) section 993 (fraudulent trading);
 - (j) sections 994 to 999 (protection of members against unfair prejudice);
 - (k) sections 1035 to 1039 and 1124 and Schedule 3 (company investigations: amendments);
 - (l) sections 1121 to 1123 and 1125 to 1133 (general supplementary provisions relating to offences), as they apply to offences under Part 14 or 15 of the 1985 Act.
- (2) Sections 362 to 379 of the Companies Act 2006 (control of political donations and expenditure), with the exception of the provisions specified in article 5 of this Order (which relate to independent election candidates), come into force in Great Britain on 1st October 2007.
- (3) The following provisions of the Companies Act 2006 come into force on 1st October 2007 so far as necessary for the purposes of the provisions mentioned in paragraphs (1) and (2)—
- (a) section 17 (a company's constitution);
 - (b) section 385 (quoted and unquoted companies);
 - (c) section 540(1) and (4) (shares);
 - (d) section 545 (companies having a share capital);
 - (e) section 546 (issued and allotted share capital);
 - (f) section 548 (equity share capital);
 - (g) section 629 (classes of shares);
 - (h) sections 1121, 1122, 1125 and 1127 to 1133 (provisions relating to offences);
 - (i) section 1158 (meaning of "UK-registered company");
 - (j) section 1168 (hard copy and electronic form and related expressions); and
 - (k) in section 1173 (minor definitions: general), the definitions of "body corporate" (and "corporation"), "firm" and "working day".
- (4) Section 1284 of the Companies Act 2006 (extension of Companies Acts to Northern Ireland) comes into force on 1st October 2007 so far as necessary for the purposes of the provisions mentioned in paragraph (1)(a) to (j).

Provisions of the Companies Act 2006 coming into force on 1st November 2007

3.—(1) Sections 362 to 379 of the Companies Act 2006 (control of political donations and expenditure), with the exception of the provisions specified in article 5 of this Order (which relate to independent election candidates), come into force in Northern Ireland on 1st November 2007.

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

- (a) section 546 (issued and allotted share capital);
- (b) section 1158 (meaning of “UK-registered company”);
- (c) in section 1173 (minor definitions: general), the definition of “body corporate”; and
- (d) section 1284 (extension of Companies Acts to Northern Ireland).

Provisions of the Companies Act 2006 coming into force on 15th December 2007

4.—(1) Section 1068 of the Companies Act 2006 (registrar’s requirements as to form, authentication and manner of delivery), other than subsection (5) (which is already wholly in force⁽³⁾), comes into force on 15th December 2007 so far as necessary for the purposes of any regulations made before that date in implementation of Directive 2005/56/EC of the European Parliament and of the Council of 26th October 2005 on cross-border mergers of limited liability companies⁽⁴⁾.

(2) The following provisions of the Companies Act 2006 come into force on 15th December 2007 so far as necessary for the purposes of the provisions mentioned in paragraph (1)—

- (a) section 1168 (hard copy and electronic form and related expressions); and
- (b) section 1284 (extension of Companies Acts to Northern Ireland).

Provisions of the Companies Act 2006 coming into force on 1st October 2008

5.—(1) The following provisions of the Companies Act 2006 (which have the effect of applying the provisions about control of political donations and expenditure to independent election candidates) come into force on 1st October 2008—

- (a) in section 362(a), the words “and to independent election candidates”;
- (b) in section 363(2)(a), the words “or an independent election candidate to whom”;
- (c) section 363(3);
- (d) in section 363(4), the words “or independent election candidate” and “independent candidate”;
- (e) section 364(3);
- (f) in section 365(1)(a) and (b)(i), the words “or an independent election candidate”;
- (g) in section 366(1)(a), the words “or to an independent election candidate”;
- (h) in section 367(3)(a), the words “or independent election candidates”;
- (i) in section 378(2), the words “or to an independent election candidate”.

(2) Section 1284 of the Companies Act 2006 (extension of Companies Acts to Northern Ireland) comes into force on 1st October 2008 so far as necessary for the purposes of the provisions mentioned in paragraph (1).

(3) S.I. 2006/3428 (C. 132), article 2(1)(a).

(4) O.J. L310, 25.11.2005, p.1.

Transitional adaptations of provisions brought into force

6. The provisions brought into force by this Order have effect subject to any transitional adaptations specified in Schedule 1 to this Order.

Interpretation of provisions brought into force

7. 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.

Repeals

8. Sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006 (repeals) come into force on 1st October 2007 so far as relating to the repeal of the provisions specified in Schedule 2 to this Order.

Transitional provisions and savings

9. Schedule 3 to this Order contains transitional provisions and savings relating to the provisions (and repeals) brought into force by this Order.

Consequential amendments and repeals

10.—(1) The consequential amendments in Schedule 4 to this Order have effect.

(2) In that Schedule—

Part 1 contains amendments of provisions of the 1985 Act,

Part 2 contains amendments of the 1986 Order, and

Part 3 contains amendments of other enactments and instruments.

(3) The consequential repeals in Schedule 5 to this Order have effect.

Revocation of spent transitional adaptations

11. The following provisions (which make transitional adaptations that are no longer needed as a result of this Order) are revoked—

- (a) in Schedule 1 to the Companies Act 2006 (Commencement No. 1, Transitional Provisions and Savings) Order 2006⁽⁵⁾, paragraphs 12(2) and 16;
- (b) in Schedule 1 to the Companies Act 2006 (Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings) Order 2007⁽⁶⁾, paragraph 4.

⁽⁵⁾ S.I. 2006/3428 (C. 132).

⁽⁶⁾ S.I. 2007/1093 (C. 49).

General savings

12.—(1) The amendments and repeals made by this Order do not affect the operation of section 1297 of the Companies Act 2006 (continuity of the law).

(2) Nothing in this Order affects any provision of the 1985 Act or the 1986 Order as applied by the Limited Liability Partnerships Regulations 2001⁽⁷⁾ or the Limited Liability Partnerships Regulations (Northern Ireland) 2004⁽⁸⁾ to limited liability partnerships.

25th July 2007

Stephen Timms
Minister of State for Competitiveness
Department for Business, Enterprise
and Regulatory Reform
and Regulatory Reform

(7) S.I. 2001/1090.

(8) S.R. (NI) 2004 No. 307.