
STATUTORY INSTRUMENTS

2007 No. 2194 (C. 84)

COMPANIES

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

Made - - - - 25th July 2007

Coming into force in accordance with article 1(3)

**THE COMPANIES ACT 2006 (COMMENCEMENT NO.
3, CONSEQUENTIAL AMENDMENTS, TRANSITIONAL
PROVISIONS AND SAVINGS) ORDER 2007**

1. Citation, interpretation and coming into force
 2. Provisions of the Companies Act 2006 coming into force on 1st October 2007
 3. Provisions of the Companies Act 2006 coming into force on 1st November 2007
 4. Provisions of the Companies Act 2006 coming into force on 15th December 2007
 5. Provisions of the Companies Act 2006 coming into force on 1st October 2008
 6. Transitional adaptations of provisions brought into force
 7. Interpretation of provisions brought into force
 8. Repeals
 9. Transitional provisions and savings
 10. Consequential amendments and repeals
 11. Revocation of spent transitional adaptations
 12. General savings
- Signature

SCHEDULE 1 — TRANSITIONAL ADAPTATIONS OF PROVISIONS BROUGHT INTO FORCE

1. A company's constitution (s.17)
2. Inspection of register of members (s.116)
3. Exercise of members' rights (ss.145 to 153)

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4. (1) Section 146 (traded companies: nomination of persons to enjoy...
5. (1) Section 153(1) (exercise of rights held on behalf of...
6. General duties of directors (ss.170 to 181)
7. (1) Section 178 (civil consequences of breach of general duties)...
8. (1) Section 180 (consent, approval or authorisation by members) has...
9. (1) Section 181 (modification of provisions in relation to charitable...
10. Transactions with directors requiring approval of members (ss.188 to 226)
11. (1) Section 205 (exception for expenditure on defending proceedings etc)...
12. Directors' liabilities (ss.232 to 239)
13. Written resolutions (ss.288 to 300)
14. Resolutions at meetings (ss.301 to 335)
15. Public companies: additional requirements for AGMs (ss.336 to 340)
16. Contents of directors' report: business review (s.417)
17. Appointment of auditors of private company (ss.485 to 488)
18. (1) Section 487 (term of office of auditors of private...
19. Protection of members against unfair prejudice (ss.994 to 999)
20. Company investigations: amendments relating to offences (s.1124 and Sch.3)
21. Meaning of "UK-registered company" (s.1158)

SCHEDULE 2 — REPEALS

PART 1 — GREAT BRITAIN

PART 2 — NORTHERN IRELAND

SCHEDULE 3 — TRANSITIONAL PROVISIONS AND SAVINGS

1. Resolutions and agreements affecting a company's constitution (ss.29 and 30)
2. Inspection of register of members (ss.116 to 119)
3. Exercise of members' rights (ss.145 to 153)
4. Validity of acts of directors (s.161)
5. Removal of directors (ss.168 and 169)
6. Transactions requiring members' approval: directors' long-term service contracts (ss.188 and 189)
7. Transactions requiring members' approval: substantial property transactions (ss.190 to 196)
8. Transactions requiring members' approval: loans, quasi-loans and credit transactions (ss.197 to 214)
9. Approval is not required under section 197, 198, 200 or...
10. (1) This paragraph applies where before 1st October 2007 a...
11. (1) This paragraph applies where before 1st October 2007 a...
12. Transactions requiring members' approval: payments for loss of office (ss.215 to 222)
13. Directors' service contracts (ss.227 to 230)
14. Contracts with sole member who is a director (s.231)
15. Directors' liabilities (ss.232 to 239)
16. (1) Sections 237 and 238 of the Companies Act 2006...
17. (1) Section 239 of the Companies Act 2006 (ratification of...
18. Power to make provision for employees on cessation or transfer of business (s.247)
19. Records of meetings of directors (ss.248 and 249)
20. Derivative claims and proceedings by members (ss.260 to 269)
21. (1) This paragraph applies where an application is made under...
22. General provisions about resolutions (ss.281 to 287)

23. Any reference to an extraordinary resolution in a provision—
24. Written resolutions (ss.288 to 300)
25. Members' power to require directors to call meeting (ss.303 to 305)
26. Notice of meetings (ss.307, 310 and 311)
27. Special notice (s.312)
28. Accidental failure to give notice of resolution or meeting (s.313)
29. Circulation of members' statements (ss.314 to 317)
30. Procedure at meetings and proxies (ss.318 to 331)
31. Application of provisions to class meetings (ss.334 and 335)
32. Annual general meetings (ss.336 to 340)
33. The repeal of section 367 of the 1985 Act (default...
34. (1) The repeal of sections 376 and 377 of the...
35. (1) In the case of an existing public company—
36. The repeal of section 367 of the 1985 Act (default...
37. (1) Section 337 of the Companies Act 2006 (public companies:...
38. (1) Sections 338 to 340 of the Companies Act 2006...
39. Additional requirements for quoted companies (ss.342 to 354)
40. Records of resolutions and meetings (ss.355 to 359)
41. Political donations and expenditure (ss.362 to 379)
42. An approval resolution passed in accordance with section 347C of...
43. Contents of directors' report: business review (s.417)
44. Appointment of auditors of private companies (ss.485 to 488)
45. (1) This paragraph applies where immediately before 1st October 2007...
46. Fraudulent trading (s.993)
47. Protection of members against unfair prejudice (ss.994 to 999)
48. Company investigations (ss.1035 to 1039)
49. Repeal of requirement for private companies to lay accounts and reports before general meeting
50. Repeal of definition of "connected person"
51. Provisions relating to trial and punishment of offences

SCHEDULE 4 — CONSEQUENTIAL AMENDMENTS

PART 1 — AMENDMENTS OF THE 1985 ACT

1. Resolutions and agreements affecting a company's constitution
2. Reference to extraordinary resolution
3. Provisions referring to general meetings of private companies
4. Provisions referring to written resolutions of private companies
5. References to loans, quasi-loans and other dealings in favour of directors etc
6. (1) Parts 2 and 3 of Schedule 6 (disclosure of...
7. (1) In Part 4 of Schedule 9 (special provisions for...
8. Provisions relating to the appointment of auditors
9. References to provisions about protection of members from unfair prejudice
10. In paragraph 9 of Schedule 21 (effect of registration under...
11. Removal of references to repealed enactments
12. Supplementary provisions relating to offences
13. Omit section 730(5) (meaning of "officer in default") and after...
14. (1) Section 731 (summary proceedings) is amended as follows.
15. In section 732 (prosecution by public authorities), for subsections (1)...
16. (1) In section 733 (offences by bodies corporate)—

PART 2 — AMENDMENTS OF THE 1986 ORDER

17. Resolutions and agreements affecting a company's constitution
18. Reference to extraordinary resolution

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19. Provisions referring to general meetings of private companies
20. Provisions referring to written resolutions of private companies
21. References to loans, quasi-loans and other dealings in favour of directors
22. (1) Parts 2 and 3 of Schedule 6 (disclosure of...
23. (1) In Part 4 of Schedule 9 (special provisions for...
24. Provisions relating to the appointment of auditors
25. References to provisions about protection of members from unfair prejudice
26. In paragraph 9 of Schedule 20 (effect of registration under...
27. Removal of references to repealed enactments

PART 3 — AMENDMENTS OF OTHER ENACTMENTS AND INSTRUMENTS

28. Harbours Act 1964 (c.40)
29. Industrial and Provident Societies Act 1965 (c.12)
30. Industrial and Provident Societies Act (Northern Ireland) 1969 (c.24 (N.I.))
31. Atomic Energy Authority Act 1971 (c.11)
32. Local Government Act 1972 (c.70)
33. Judicature (Northern Ireland) Act 1978 (c.23)
34. Aircraft and Shipbuilding Industries (Northern Ireland) Order 1979 (S.I. 1979/294 (N.I. 1))
35. Industry Act 1980 (c.33)
36. Industrial Development (Northern Ireland) Order 1982 (S.I. 1982/1083 (N.I. 15))
37. Food Act 1984 (c.30)
38. Companies Consolidation (Consequential Provisions) Act 1985 (c.9)
39. Insolvency Act 1986 (c.45)
40. In section 159 of that Act (powers of court to...
41. (1) In section 165 of that Act (voluntary winding up:...
42. (1) Section 187 of that Act (power of liquidator to...
43. In section 251 of that Act (expressions used generally in...
44. In sections 411(3) and 414(8) of, and paragraph 2(1) of...
45. In section 436 of that Act (expressions used generally in...
46. Company Directors Disqualification Act 1986 (c.46)
47. Building Societies Act 1986 (c.53)
48. (1) Section 101(6) of that Act (protective provisions for newly...
49. (1) In Schedule 15 to that Act (application of provisions...
50. In Schedule 15A to that Act (application of other companies...
51. Companies Consolidation (Consequential Provisions) (Northern Ireland) Order 1986 (S.I. 1986/1035 (N.I. 9))
52. Companies Act 1989 (c.40)
53. In section 53(1) of that Act (eligibility for appointment as...
54. Local Government and Housing Act 1989 (c.42)
55. Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19))
56. (1) Article 5 of that Order (interpretation for Parts 2...
57. In Article 27(4) of that Order (certain powers of company...
58. (1) Article 70 of that Order (resolutions for voluntary winding...
59. In Article 136 of that Order (powers of High Court...
60. (1) In Article 140 of that Order (voluntary winding up:...
61. (1) Article 158 of that Order (power of liquidator to...
62. In Articles 359(3) and 361(4) of that Order (purposes for...
63. In Article 376 of that Order (judicial notice of court...
64. Companies (Northern Ireland) Order 1990 (S.I. 1990/593 (N.I. 5))
65. In Article 55(1) of that Order (eligibility for appointment as...
66. Statutory Water Companies Act 1991 (c.58)

67. In section 13(2) of that Act (review by High Court...
68. Social Security Administration Act 1992 (c.5)
69. Social Security Administration (Northern Ireland) Act 1992 (c.8)
70. Taxation of Chargeable Gains Act 1992 (c.12)
71. Friendly Societies Act 1992 (c.40)
72. In Part 2 of Schedule 11 to that Act (committee...
73. Trade Union and Labour Relations (Consolidation) Act 1992 (c.52)
74. In section 131(2) of that Act (employers' associations: auditors), after...
75. Electricity (Northern Ireland) Order 1992 (S.I. 1992/231 (N.I. 1))
76. Industrial Relations (Northern Ireland) Order 1992 (S.I. 1992/807 (N.I. 5))
77. Housing (Northern Ireland) Order 1992 (S.I. 1992/1725 (N.I. 15))
78. Charities Act 1993 (c.10)
79. In section 64 of that Act (alteration of objects of...
80. In section 68A of that Act (duty of charity's auditors...
81. In section 69G of that Act (conversion of charitable company...
82. In paragraph 4(2) of Schedule 5 to that Act (meaning...
83. Leasehold Reform, Housing and Urban Development Act 1993 (c.28)
84. Coal Industry Act 1994 (c.21)
85. Value Added Tax Act 1994 (c.23)
86. Airports (Northern Ireland) Order 1994 (S.I. 1994/426 (N.I. 1))
87. Environment Act 1995 (c.25)
88. Housing Act 1996 (c.52)
89. Deregulation and Contracting Out (Northern Ireland) Order 1996 (S.I. 1996/1632 (N.I. 11))
90. Commonwealth Development Corporation Act 1999 (c.20)
91. Greater London Authority Act 1999 (c.29)
92. Financial Services and Markets Act 2000 (c.8)
93. (1) Section 366 of that Act (insurers carrying out contracts...
94. Postal Services Act 2000 (c.26)
95. Transport Act 2000 (c.38)
96. Private Security Industry Act 2001 (c.12)
97. Uncertificated Securities Regulations 2001 (S.I. 2001/3755)
98. Enterprise Act 2002 (c.40)
99. Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/3150 (N.I. 4))
100. Income Tax (Earnings and Pensions) Act 2003 (c.1)
101. In Part 6 of Schedule 5 to that Act (enterprise...
102. RTM Companies (Memorandum and Articles of Association) Regulations 2003 (S.I. 2003/2130)
103. Horserace Betting and Olympic Lottery Act 2004 (c.25)
104. Companies (Audit, Investigations and Community Enterprise) Act 2004 (c.27)
105. (1) Section 37 of that Act (requirements for company to...
106. In section 43(3) of that Act (auditor's rights to information)...
107. (1) Section 54 of that Act (requirements for company to...
108. RTM Companies (Memorandum and Articles of Association) (Wales) Regulations 2004 (S.I. 2004/675)
109. Gambling Act 2005 (c.19)
110. Charities and Trustee Investment (Scotland) Act 2005 (asp.10)
111. Fraud Act 2006 (c.35)
112. Water and Sewerage Services (Northern Ireland) Order 2006 (S.I. 2006/3336 (N.I. 21))

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SCHEDULE 5 — CONSEQUENTIAL REPEALS

Explanatory Note