

SCHEDULE 4

CONSEQUENTIAL AMENDMENTS

PART 2

AMENDMENTS OF THE 1986 ORDER

Resolutions and agreements affecting a company's constitution

17.—(1) In Article 41(2) (resolution of directors changing of name of company to comply with direction of Department), omit the second sentence and after that paragraph insert—

“(2A) Where such a resolution is passed by the directors, the company must give notice to the registrar of the change.

(2B) Where a company changes its name under this Article, the registrar shall (subject to Article 36) enter the new name on the register in place of the former name, and shall issue a certificate of incorporation altered to meet the circumstances of the case; and the change of name has effect from the date on which the altered certificate is issued.

(2C) A change of name by a company under this Article does not affect any right or obligations of the company or render defective any legal proceedings by or against it; and any legal proceedings that might have been continued or commenced against it by its former name may be continued or commenced against it by its new name.”.

(2) In Article 61(4) (re-registration of unlimited company as limited: procedural requirements)—

(a) omit the words from “The special resolution” to “15 days); and”; and

(b) for “under Article 388” substitute “under section 30 of the Companies Act 2006”.

(3) In Article 90(8) (resolution of company giving, varying, revoking or renewing authority of directors to allot shares), omit the words from “but it is in any case subject to Article 388” to the end and substitute “but in any case Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company's constitution) applies to it.”.

(4) In Article 138(1) (registration of particulars of special rights) for “Article 388” substitute “section 30 of the Companies Act 2006”.

(5) In Article 139(1) (registration of newly created class rights) for “Article 388” substitute “section 30 of the Companies Act 2006”.

(6) In Article 157(2) (resolution of directors altering memorandum on company ceasing to be public company following acquisition of its own shares), for the second sentence substitute “Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company's constitution) applies to such a resolution.”.

(7) In Article 166(5)(a) (financial assistance by private company for acquisition of its own shares: statutory declaration to be delivered to registrar along with copy of special resolution), for “Article 388” substitute “section 30 of the Companies Act 2006”.

(8) In Article 176 (authority for market purchase of own shares), for paragraph (7) substitute—

“(7) Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company's constitution) applies to a resolution of a company conferring, varying, revoking or renewing authority under this Article.”.

(9) In Article 388(2) (resolutions or agreements to be embodied in copies of articles issued by the company), for “every such resolution or agreement” substitute “every resolution or agreement to

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which Chapter 3 of Part 3 of the Companies Act 2006 applies (resolutions and agreements affecting a company's constitution) and which is”.