

SCHEDULE 5

Article 11

AMENDMENTS OF EARLIER COMMENCEMENT ORDERS

Companies Act 2006 (Commencement No. 1, Transitional Provisions and Savings) Order 2006 (S.I. 2006/3428 (C. 132))

1. In paragraph 2(4) of Schedule 5 to the Companies Act 2006 (Commencement No. 1, Transitional Provisions and Savings) Order 2006, for “are made” substitute “come into force”.

Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/2194 (C. 84))

2.—(1) The Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 is amended as follows.

(2) In Part 1 of Schedule 2 omit the entry relating to section 734(1) of the Companies Act 2006.

(3) In paragraphs 13(2) and 16(2) of Schedule 3, for “are made” substitute “come into force”.

(4) In paragraph 23 of that Schedule (saving for extraordinary resolutions provided for under company’s memorandum or articles or under contract), make the existing provision sub-paragraph (1) and after it insert—

“(2) Chapter 3 of Part 3 of the Companies Act 2006 (resolutions affecting a company’s constitution) applies to any such resolution.”.

(5) After that paragraph insert—

“**23A.**—(1) This paragraph applies where, immediately before 1st October 2007, the articles of a company provided that in the event of equality of votes on an ordinary resolution, whether on a show of hands or on a poll, the chairman should have a casting vote in addition to any other vote that the chairman might have.

(2) If that provision has not been removed by a subsequent alteration of the articles, it continues to have effect notwithstanding sections 281(3) and 282.

(3) If that provision has been removed by a subsequent alteration of the articles, the company may at any time restore that provision, which shall have effect notwithstanding sections 281(3) and 282.”.

(6) In paragraph 32 of that Schedule, after sub-paragraph (3) add—

“(4) A company is not to be treated as one whose articles expressly require it to hold an annual general meeting if immediately before 1st October 2007 there was in force in relation to the company a resolution under section 366A of the 1985 Act or Article 374A of the 1986 Order (election to dispense with annual general meetings).”.

(7) After paragraph 51 of that Schedule insert—

“Requirements as to form, authentication and manner of delivery

52. Where any provision of this Schedule authorises or requires the use of a form prescribed under the 1985 Act or 1986 Order, the power to prescribe the form continues to be exercisable (so that the prescribed form may be amended or replaced) so long as the use of the form continues to be authorised or required.

53. Until section 1068(1) comes into force, the provisions of section 707B of 1985 Act or Article 656B of the 1986 Order (delivery using electronic communications) apply in relation

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to documents required or authorised to be delivered to the registrar under the provisions of the Companies Act 2006 brought into force by this Order.”.