
EXPLANATORY NOTE

(This note is not part of the Order)

This Order amends Part 35 of the Companies Act 2006 (“the 2006 Act”) and the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 ([S.I. 2008/2860 \(C. 126\)](#)) (“the Eighth Commencement Order”). Part 35 of the 2006 Act deals with the functions of the registrar of companies and material delivered to and registered by the registrar.

Articles 4, 6 to 11 and 13 to 16 make consequential amendments to Part 35 of the 2006 Act, the effect of which is to extend certain provisions of Part 35 to documents or, as the case may be, functions of the registrar relating to bodies other than companies or overseas companies. Article 3 adds to Part 35 a new section indicating how the provisions of Part 35, as amended by the Order, apply.

Article 5 makes consequential amendments to section 1067 in Part 35 of the 2006 Act. These relate to overseas companies and are made in consequence of provision made by the Overseas Companies Regulations 2009 ([S.I. 2009/1801](#)). References to “branches” of overseas companies in section 1067 are replaced by references to the “UK establishments” of overseas companies. Article 17 makes incidental amendments to Schedule 8 to the 2006 Act.

Article 12 amends section 1087 to expand the list in that section of material which the registrar must not make available for public inspection. These amendments are made in consequence of provision made elsewhere in the 2006 Act.

Article 18 and the Schedule replace a number of the transitional provisions and savings relating to Part 35 of the 2006 Act which are contained in Schedule 2 to the Eighth Commencement Order. The effect of paragraphs 98, 103, 104 and 108 is unchanged. Paragraphs 97, 99, 100, 101, 102, 105, 106 and 107 are modified so that they take account of the fact that the provisions of Part 35 to which they relate (including sections 1075 and 1076 as amended by this Order) either are not limited to documents relating to companies or are so limited but are not limited to documents delivered (or, where relevant, issued) under the 2006 Act, the Companies Act 1985 (“the 1985 Act”) or the Companies (Northern Ireland) Order 1986 ([S.I. 1986/1032 \(N.I. 6\)](#)) (“the 1986 Order”). The effect of these paragraphs is also changed as they relate to documents delivered under the 2006 Act, the 1985 Act and the 1986 Order.

Paragraph 109 is changed so that the offence in section 1112 of the 2006 Act applies to any document delivered or statement made, for any purpose of the Companies Acts (as defined in section 2 of the 2006 Act), on or after 1st October 2009.

An impact assessment has not been produced for this Order because no impact on the private or voluntary sector is foreseen.