

---

STATUTORY INSTRUMENTS

---

**2009 No. 2436**

**COMPANIES**

**The Unregistered Companies Regulations 2009**

*Made - - - - 4th September 2009*

*Laid before Parliament 8th September 2009*

*Coming into force 1st October 2009*

**THE UNREGISTERED COMPANIES REGULATIONS 2009**

1. Citation and commencement
  2. Interpretation
  3. Application of provisions of the Companies Acts
  4. References to registered office and registration
  5. Other general adaptations
  6. Application of provisions relating to statutory auditors
  7. Saving
  8. Revocations
  9. Transitional provisions and savings
- Signature

---

**SCHEDULE 1 — PROVISIONS OF THE COMPANIES ACTS APPLYING TO  
UNREGISTERED COMPANIES**

1. A company's constitution
2. Sections 34 and 35 of the Companies Act 2006 (notice...
3. A company's capacity and related matters
4. Trading disclosures
5. A company's principal office in the United Kingdom
6. Directors and secretaries
7. (1) Sections 240 to 246 of the Companies Act 2006...
8. (1) Sections 275 to 279 of the Companies Act 2006...
9. Political donations and expenditure
10. Accounts
11. Audit
12. Share certificates
- 12A Information about people with significant control
- 12B (1) Sections 790M to 790VA of the Companies Act 2006...

**Changes to legislation:** There are currently no known outstanding effects for the  
The Unregistered Companies Regulations 2009. (See end of Document for details)

- 12C (1) Sections 790ZF and 790ZG apply to unregistered companies, with...
- 13. Confirmation statement
- 14. Takeovers
- 15. Fraudulent trading
- 16. Company Investigations
- 17. The registrar of companies
- 18. Section 1066 of the Companies Act 2006 (registered numbers) applies...
- 19. Sections 1077 to 1079 of the Companies Act 2006 (public...
- 19A Section 1079B of the Companies Act 2006 (duty to notify...
- 20. (1) The following provisions of the Companies Act 2006 apply...
- 20A (1) Schedule 1A (references to people with significant control over...
- 20B (1) Schedule 1B (enforcement of disclosure requirements) to the  
Companies...
- 21. Supplementary provisions

## SCHEDULE 2 — TRANSITIONAL PROVISIONS AND SAVINGS

- 1. Introduction
- 2. A company's constitution
- 3. (1) Section 26(2) of the Companies Act 2006 (registrar to...
- 4. (1) Section 34 of the Companies Act 2006 (notice to...
- 5. Section 35 of the Companies Act 2006 (notice to registrar...
- 6. A company's capacity and related matters
- 7. (1) Section 44 of the Companies Act 2006 (execution of...
- 8. A company's principal office in the United Kingdom
- 9. Directors and secretaries
- 10. (1) Subject to the following provisions, an existing company need...
- 11. (1) In the case of an existing company—
- 12. (1) An existing company must remove from its register of...
- 13. The removal by an existing company from its register of...
- 14. (1) The duty of a company to keep a register...
- 15. (1) Sections 167 and 276 of the Companies Act 2006...
- 16. (1) The registrar may make such entries in the register...
- 17. Where a director's usual residential address appears as a service...
- 18. (1) Section 242(1) of the Companies Act 2006 (duty of...
- 19. In determining under section 245(1) of the Companies Act 2006...
- 20. Political donations and expenditure
- 21. Accounts
- 22. Any question whether— (a) for the purposes of section 382,...
- 23. Audit
- 24. (1) Sections 485 to 488 of the Companies Act 2006...
- 25. (1) This paragraph applies where immediately before 1st October 2009...
- 26. (1) In Chapter 2 of Part 16 of the Companies...
- 27. (1) The following provisions apply to auditors appointed for financial...
- 28. (1) In Chapter 3 of Part 16 of the Companies...
- 29. (1) Section 502 of the Companies Act 2006 (auditor's rights...
- 30. (1) In Chapter 4 of Part 16 of that Act...
- 31. (1) Sections 514 and 515 of the Companies Act 2006...
- 32. (1) Sections 516 to 518 of the Companies Act 2006...
- 33. (1) Sections 519 to 525 of the Companies Act 2006...
- 34. (1) Section 526 of the Companies Act 2006 (effect of...
- 35. In section 527 of the Companies Act 2006—
- 36. A resolution passed before 1st October 2009 authorising a liability...
- 37. Annual return

**Changes to legislation:** There are currently no known outstanding effects for the  
The Unregistered Companies Regulations 2009. (See end of Document for details)

38. Fraudulent trading
39. Company investigations
40. Saving for provisions as to form or manner in which documents to be delivered
41. Savings for provisions relating to offences

Explanatory Note

**Changes to legislation:**

There are currently no known outstanding effects for the The Unregistered Companies Regulations 2009.