
STATUTORY INSTRUMENTS

2017 No. 1212

The Risk Transformation Regulations 2017

PART 4

Protected Cell Companies

CHAPTER 8

Directors

Directors' duties

83.—(1) The provisions of the Companies Act 2006 specified in the first column of Table 3 apply to the directors of a protected cell company as they apply to the directors of a company incorporated under the Companies Act 2006 with any modification specified in the second column of Table 3.

Table 3

<i>Provision of Companies Act 2006</i>	<i>Modification</i>
Sections 170 ^{MI} and 171	
Section 172	In subsection (1)(f), the reference to members is to be treated as a reference to shareholders, and the need to act fairly as between shareholders of the protected cell company is to be assessed for each part of the protected cell company separately.
Sections 173 to 179, and 182 to 187	

- (2) The directors of a protected cell company also owe a duty to the protected cell company to—
- (a) ensure that the protected cell company complies with the provisions of this Part; and
 - (b) act in accordance with any enforceable arrangements made between the cells of the protected cell company.
- (3) A director (“D”) does not breach a duty imposed on D by paragraph (2) if D—
- (a) acts in good faith; and
 - (b) exercises reasonable care, skill and diligence,
- in the discharge of that duty.
- (4) Paragraph (3)(b) is to be construed in accordance with section 174(2) (duty to exercise reasonable care, skill and diligence) of the Companies Act 2006.

Changes to legislation: The Risk Transformation Regulations 2017, Section 83 is up to date with all changes known to be in force on or before 20 April 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Marginal Citations

- M1** Section 170 was amended by section 89 of the [Small Business, Enterprise and Employment Act 2015](#) (c. 26).

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Changes and effects yet to be applied to :

- Regulations revoked by [2023 c. 29 Sch. 1 Pt. 2](#)