

*These notes refer to the Companies Act 2006 (c.46)
which received Royal Assent on 8 November 2006*

COMPANIES ACT 2006

EXPLANATORY NOTES

COMMENTARY

Part 20: Private and Public Companies

Chapter 2: Minimum Share Capital Requirement for Public Companies

Section 761: Public company: requirement as to minimum share capital

1069. This section replaces section 117(2) of the 1985 Act and restates section 117(1), (4) and (6) of that Act. Like the provisions of the 1985 Act, it only applies to public companies that are formed as such on their original incorporation (as opposed to companies that re-register from private limited to public under the provisions of Part 7 of the Act).
1070. The current requirement for a statutory declaration to be filed with an application for a trading certificate, contained in section 117(2) of the 1985 Act, has not been carried forward. This is replaced by a requirement for a statement of compliance (see section 762 and the note on section 13).
1071. As now, the registrar will only issue a trading certificate if she is satisfied that certain conditions are met: in particular the company must satisfy the minimum share capital requirement for public companies – known as the “authorised minimum” (see *subsection (2)*).
1072. A trading certificate has effect from the date that it is issued and is conclusive evidence that the company is entitled to do business as a public company.