



Companies Act 2006

2006 CHAPTER 46

PART 46

GENERAL SUPPLEMENTARY PROVISIONS

Modifications etc. (not altering text)

- C1** Pts. 45-47 modified (31.12.2020) by Regulation (EC) No. 2157/2001, Art. AAA1(3) (as inserted by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018](#) (S.I. 2018/1298), regs. 1, **97** (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1))
- C2** Pts. 1-39 (except for Pt. 7 and ss. 662-669) and Pts. 45-47 extended (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011](#) (S.I. 2011/1265), art. 5(1), **Sch. 1 para. 2**
- C3** Pt. 46 applied (6.4.2007) ([The Companies Acts \(Unregistered Companies\) Regulations 2007](#) (S.I. 2007/318), reg. 3, **Sch.** (with reg. 6))

Regulations and orders

1288 Regulations and orders: statutory instrument

Except as otherwise provided, regulations and orders under this Act shall be made by statutory instrument.

Modifications etc. (not altering text)

- C4** Ss. 1288-1290 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008](#) (S.I. 2008/1911), **reg. 56** (as amended (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2, 85, **Sch. 3 para. 15(4)**)

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- C5** Ss. 1288-1290 applied (with modifications) (9.7.2009 for certain purposes otherwise 1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2(2), **80**

1289 Regulations and orders: negative resolution procedure

Where regulations or orders under this Act are subject to “negative resolution procedure” the statutory instrument containing the regulations or order shall be subject to annulment in pursuance of a resolution of either House of Parliament.

Modifications etc. (not altering text)

- C6** Ss. 1288-1290 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 56** (as amended (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 85, **Sch. 3 para. 15(4)**)
- C7** Ss. 1288-1290 applied (with modifications) (9.7.2009 for certain purposes otherwise 1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2(2), **80**

1290 Regulations and orders: affirmative resolution procedure

Where regulations or orders under this Act are subject to “affirmative resolution procedure” the regulations or order must not be made unless a draft of the statutory instrument containing them has been laid before Parliament and approved by a resolution of each House of Parliament.

Modifications etc. (not altering text)

- C8** Ss. 1288-1290 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008 \(S.I. 2008/1911\)](#), **reg. 56** (as amended (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 85, **Sch. 3 para. 15(4)**)
- C9** Ss. 1288-1290 applied (with modifications) (9.7.2009 for certain purposes otherwise 1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2(2), **80**

1291 Regulations and orders: approval after being made

- (1) Regulations or orders under this Act that are subject to “approval after being made”—
 - (a) must be laid before Parliament after being made, and
 - (b) cease to have effect at the end of 28 days beginning with the day on which they were made unless during that period they are approved by resolution of each House.
- (2) In reckoning the period of 28 days no account shall be taken of any time during which Parliament is dissolved or prorogued or during which both Houses are adjourned for more than four days.
- (3) The regulations or order ceasing to have effect does not affect—

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- (a) anything previously done under them or it, or
- (b) the making of new regulations or a new order.

1292 Regulations and orders: supplementary

- (1) Regulations or orders under this Act may—
 - (a) make different provision for different cases or circumstances,
 - (b) include supplementary, incidental and consequential provision, and
 - (c) make transitional provision and savings.
- (2) Any provision that may be made by regulations under this Act may be made by order; and any provision that may be made by order under this Act may be made by regulations.
- (3) Any provision that may be made by regulations or order under this Act for which no Parliamentary procedure is prescribed may be made by regulations or order subject to negative or affirmative resolution procedure.
- (4) Any provision that may be made by regulations or order under this Act subject to negative resolution procedure may be made by regulations or order subject to affirmative resolution procedure.

Subordinate Legislation Made

- P1** S. 1292 power partly exercised: 1.10.2007, 1.11.2007, 15.12.2007, and 1.10.2008 appointed for specified provisions by {[S.I. 2007/2194](#)}, arts. 2-5 (with saving in art. 12 and subject to transitional adaptations specified in Sch. 1 and with transitional provisions and savings in Sch. 3)
S. 1292 power partly exercised: different dates appointed for specified provisions by {[S.I. 2007/3495](#)}, arts. 2-5 (with arts. 7, 12)
- P2** S. 1292(1) power partly exercised: 6.4.2007 appointed for specified provisions by {[S.I. 2007/1093](#)}, arts. 2, 5 (with art. 11 and subject to transitional adaptations in Sch. 1)

Modifications etc. (not altering text)

- C10** S. 1292 applied (with modifications) (1.10.2008) by [The Limited Liability Partnerships \(Accounts and Audit\) \(Application of Companies Act 2006\) Regulations 2008](#) (S.I. 2008/1911), **reg. 57** (as amended (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2, 85, **Sch. 3 para. 15(4)**)
- C11** S. 1292 applied (with modifications) (9.7.2009 for certain purposes otherwise 1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2(2), **81**

[^{F1} “Bank of England”

Textual Amendments

- F1** S. 1292A and crossheading inserted (1.3.2017) by [The Bank of England and Financial Services \(Consequential Amendments\) Regulations 2017](#) (S.I. 2017/80), reg. 1, **Sch. para. 18**

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1292A. “Bank of England”

In this Act, except in section 796, references to the Bank of England do not include the Bank acting in its capacity as the Prudential Regulation Authority.]

Meaning of “enactment”

1293 Meaning of “enactment”

In this Act, unless the context otherwise requires, “enactment” includes—

- (a) an enactment contained in subordinate legislation within the meaning of the Interpretation Act 1978 (c. 30),
- [^{F2}(aa) an enactment contained in, or in an instrument made under, a Measure or Act of the National Assembly for Wales,]
- (b) an enactment contained in, or in an instrument made under, an Act of the Scottish Parliament, and
- (c) an enactment contained in, or in an instrument made under, Northern Ireland legislation within the meaning of the Interpretation Act 1978.

Textual Amendments

- F2** S. 1293(aa) inserted (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), ss. [90\(4\)](#), [164\(3\)\(g\)\(iii\)](#)

Consequential and transitional provisions

1294 Power to make consequential amendments etc

- (1) The Secretary of State or the Treasury may by order make such provision amending, repealing or revoking any enactment to which this section applies as they consider necessary or expedient in consequence of any provision made by or under this Act.
- (2) This section applies to—
 - (a) any enactment passed or made before the passing of this Act,
 - (b) any enactment contained in this Act or in subordinate legislation made under it, and
 - (c) any enactment passed or made before the end of the session after that in which this Act is passed.
- (3) Without prejudice to the generality of the power conferred by subsection (1), orders under this section may—
 - (a) make provision extending to other forms of organisation any provision made by or under this Act in relation to companies, or
 - (b) make provision corresponding to that made by or under this Act in relation to companies,
 in either case with such adaptations or other modifications as appear to the Secretary of State or the Treasury to be necessary or expedient.

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- (4) The references in subsection (3) to provision made by this Act include provision conferring power to make provision by regulations, orders or other subordinate legislation.
- (5) Amendments and repeals made under this section are additional, and without prejudice, to those made by or under any other provision of this Act.
- (6) Orders under this section are subject to affirmative resolution procedure.

Subordinate Legislation Made

- P3** S. 1294 power partly exercised: 1.10.2007, 1.11.2007, 15.12.2007, and 1.10.2008 appointed for specified provisions by [{S.I. 2007/2194}](#), arts. 2-5 (with saving in art. 12 and subject to transitional adaptations specified in Sch. 1 and with transitional provisions and savings in Sch. 3)
- P4** S. 1294(1) power partly exercised: 6.4.2007 appointed for specified provisions by [{S.I. 2007/1093}](#), arts. 2, 5 (with art. 11 and subject to transitional adaptations in Sch. 1)

1295 Repeals

The enactments specified in Schedule 16, which include enactments that are no longer of practical utility, are repealed to the extent specified.

Commencement Information

- II** S. 1295 partly in force; s. 1295 not in force at Royal Assent, see s. 1300; s. 1295 in force for specified purposes at 1.1.2007, 20.1.2007 and 6.4.2007 by [S.I. 2006/3428](#), [arts. 4\(2\), 7](#), [Schs. 2-4](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1295 in force for further specified purposes at 6.4.2007 by [S.I. 2007/1093](#), [art. 5](#), [Sch. 2](#) (with [art. 11\(1\)](#)); s. 1295 in force for further specified purposes at 1.10.2007 by [S.I. 2007/2194](#), [art. 8](#), [Sch. 2](#) (with saving in [art. 12](#)); s. 1295 in force for further specified purposes at 6.4.2008 by [S.I. 2007/3495](#) {[art. 8\(a\)](#)}, [Sch. 2](#) (with savings in arts. 7, 12 and [Sch. 4](#)); s. 1295 in force for further specified purposes at 1.10.2008 by [S.I. 2007/3495](#), [arts. 5\(2\), 8\(b\)](#), [Sch. 3](#) (with savings in [arts. 7, 12](#), [Sch. 4](#)); s. 1295 in force for further specified purposes at 1.4.2008 by [S.I. 2008/674](#), [art. 3](#) (with [art. 6](#)); s. 1295 in force for further specified purposes at 1.10.2008 by [S.I. 2008/1886](#), [art. 2](#) (with [arts. 6, 7](#)); s. 1295 in force for further specified purposes at 1.10.2009 by [S.I. 2008/2860](#), [art. 4](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1296 Power to make transitional provision and savings

- (1) The Secretary of State or the Treasury may by order make such transitional provision and savings as they consider necessary or expedient in connection with the commencement of any provision made by or under this Act.
- (2) An order may, in particular, make such adaptations of provisions brought into force as appear to be necessary or expedient in consequence of other provisions of this Act not yet having come into force.
- (3) Transitional provision and savings made under this section are additional, and without prejudice, to those made by or under any other provision of this Act.
- (4) Orders under this section are subject to negative resolution procedure.

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Subordinate Legislation Made

- P5** S. 1296 power partly exercised: 1.10.2007, 1.11.2007, 15.12.2007, and 1.10.2008 appointed for specified provisions by {[S.I. 2007/2194](#)}, arts. 2-5 (with saving in art. 12 and subject to transitional adaptations specified in Sch. 1 and with transitional provisions and savings in Sch. 3)
S. 1296 power partly exercised: different dates appointed for specified provisions by {[S.I. 2007/3495](#)}, arts. 2-5 (with arts. 7, 12)
- P6** S. 1296(1)(2) power partly exercised: 6.4.2007 appointed for specified provisions by {[S.I. 2007/1093](#)}, arts. 2, 5 (with art. 11 and subject to transitional adaptations in Sch. 1)
- P7** S. 1296(1) power partly exercised: 30.9.2007 appointed for specified provisions and purposes by {[S.I. 2007/2607](#)}, art. 2

1297 Continuity of the law

- (1) This section applies where any provision of this Act re-enacts (with or without modification) an enactment repealed by this Act.
- (2) The repeal and re-enactment does not affect the continuity of the law.
- (3) Anything done (including subordinate legislation made), or having effect as if done, under or for the purposes of the repealed provision that could have been done under or for the purposes of the corresponding provision of this Act, if in force or effective immediately before the commencement of that corresponding provision, has effect thereafter as if done under or for the purposes of that corresponding provision.
- (4) Any reference (express or implied) in this Act or any other enactment, instrument or document to a provision of this Act shall be construed (so far as the context permits) as including, as respects times, circumstances or purposes in relation to which the corresponding repealed provision had effect, a reference to that corresponding provision.
- (5) Any reference (express or implied) in any enactment, instrument or document to a repealed provision shall be construed (so far as the context permits), as respects times, circumstances and purposes in relation to which the corresponding provision of this Act has effect, as being or (according to the context) including a reference to the corresponding provision of this Act.
- (6) This section has effect subject to any specific transitional provision or saving contained in this Act.
- (7) References in this section to this Act include subordinate legislation made under this Act.
- (8) In this section “subordinate legislation” has the same meaning as in the Interpretation Act 1978 (c. 30).

Modifications etc. (not altering text)

- C12** S. 1297 modified (6.4.2007) by [The Companies Act 2006 \(Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings\) Order 2007 \(S.I. 2007/1093\)](#), **art. 10** (with [art. 11\(1\)](#))
- C13** S. 1297 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **82**

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Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act amendment to earlier affecting provision S.I. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)
- s. 156B(5) omitted by [2023 c. 56 Sch. 2 para. 26](#)
- s. 156C(2) words substituted by [2023 c. 56 s. 41\(2\)\(a\)](#)
- s. 156C(2A) inserted by [2023 c. 56 s. 41\(2\)\(b\)](#)
- s. 156C(3) substituted for s. 156C(3)-(5) by [2023 c. 56 Sch. 2 para. 27](#)
- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1047(4)(i)(j) inserted by [2023 c. 56 s. 21\(2\)](#)
- s. 1087(da) substituted by [2023 c. 56 s. 52\(2\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- s. 1110E-110G applied by S.I. 2009/1804, reg. 60 (as amended) by [S.I. 2024/234 reg. 26](#)
- s. 11989A applied (with modifications) by S.I. 2009/1804, reg. 79A (as inserted) by [S.I. 2024/234 reg. 46](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))