
STATUTORY INSTRUMENTS

2007 No. 3495

**The Companies Act 2006 (Commencement No. 5,
Transitional Provisions and Savings) Order 2007**

Citation and interpretation

1.—(1) This Order may be cited as the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007.

(2) In this Order—

“the 1985 Act” means the Companies Act 1985⁽¹⁾; and

“the 1986 Order” means the Companies (Northern Ireland) Order 1986⁽²⁾.

Coming into force

2.—(1) The provisions of this Order come into force as follows.

(2) Articles 3, 7 and 10(1), Part 1 of Schedule 1, Schedule 2 and Part 1 of Schedule 4 come into force on 6th April 2008.

(3) Article 4 and Part 2 of Schedule 4 come into force on 29th June 2008.

(4) Articles 5 and 10(2), Part 2 of Schedule 1, Schedule 3 and Part 3 of Schedule 4 come into force on 1st October 2008.

(5) Articles 6, 8, 9, 10(3) and 12 come into force—

(a) on 6th April 2008 so far as relating to provisions coming into force on that date;

(b) on 29th June 2008 so far as relating to provisions coming into force on that date;

(c) on 1st October 2008 so far as relating to provisions coming into force on that date.

(6) Article 11 and Schedule 5 come into force—

(a) on 31st December 2007 so far as relating to the amendment made by paragraph 2(6) of that Schedule;

(b) on 14th January 2008 so far as relating to the other amendments made by that Schedule.

Provisions of the Companies Act 2006 coming into force on 6th April 2008

3.—(1) The following provisions of the Companies Act 2006 come into force on 6th April 2008—

(a) section 44 (execution of documents);

(b) sections 121 and 128 (register of members: removal of entries and time limit for claims);

(c) sections 270 to 274 and 280 (company secretaries);

(d) sections 380 to 416, 418 to 462 and 464 to 474 (accounts and reports) ⁽³⁾;

⁽¹⁾ 1985 c.6.

⁽²⁾ S.I. 1986/1032 (N.I. 6).

⁽³⁾ Sections 384, 467 and 474 were amended by S.I. 2007/2932, regulation 3.

- (e) sections 475 to 484 and 489 to 539 (audit) (4);
 - (f) section 544 (transferability of shares);
 - (g) sections 738 to 754 (debentures);
 - (h) sections 755 to 767 (private and public companies);
 - (i) sections 768 to 790 (certification and transfer of securities);
 - (j) sections 811(4), 812 and 814 (exercise of right to inspect register of interests disclosed);
 - (k) sections 829 to 853 (distributions);
 - (l) sections 895 to 901 (arrangements and reconstructions);
 - (m) sections 902 to 941 (mergers and divisions of public companies);
 - (n) section 1126 (consents required for certain prosecutions);
 - (o) sections 1161 and 1162 and Schedule 7 (meaning of “undertaking” and related expressions);
 - (p) section 1164 (meaning of “banking company” and “banking group”);
 - (q) section 1165 (meaning of “insurance company” and related expressions);
 - (r) section 1169 (dormant companies);
 - (s) section 1172 (references to requirements of this Act);
 - (t) in section 1173 (minor definitions: general), the definitions of “credit institution” and “working day”;
 - (u) sections 1209 to 1241 and 1245 to 1264 and Schedules 10, 11, 13 and 14 (statutory auditors);
 - (v) section 1282 (payment of expenses of winding up).
- (2) In section 1117 of the Companies Act 2006 (registrar’s rules)—
- (a) subsections (1) and (2) come into force on 6th April 2008 so far as may be necessary for the purpose of enabling rules to be made under that section before the date on which the section is brought generally into force, and
 - (b) subsection (3) (duty to publicise and make available copies of rules made under that section) has effect accordingly.
- (3) The following provisions of the Companies Act 2006 come into force on 6th April 2008 so far as necessary for the purposes of the provisions mentioned in paragraphs (1)(a) to (t) and paragraph (2)—
- (a) section 17 (a company’s constitution);
 - (b) section 540(1) and (4) (shares);
 - (c) section 545 (companies having a share capital);
 - (d) section 546 (issued and allotted share capital);
 - (e) section 548 (equity share capital);
 - (f) section 629 (classes of shares);
 - (g) sections 1121 to 1123, 1125 and 1127 to 1133 (provisions relating to offences);
 - (h) sections 1139 and 1140 (service of documents);
 - (i) section 1168 (hard copy and electronic form and related expressions);
 - (j) in section 1173 (minor definitions: general), the definitions of “body corporate” (and “corporation”), “firm”, “the Gazette”, “parent company” and “regulated market”.

(4) Sections 478, 481 and 539 were amended by [S.I. 2007/2932](#), regulation 3.

(4) Sections 1159 and 1160 of, and Schedule 6 to, the Companies Act 2006 (meaning of “subsidiary” etc) come into force on 6th April 2008 so far as necessary for the purposes of the provisions mentioned in paragraph (1)(u).

(5) Section 1284 of the Companies Act 2006 (extension of Companies Acts to Northern Ireland) comes into force on 6th April 2008 so far as necessary for the purposes of the provisions mentioned in paragraphs (1)(a) to (t), (2) and (3).

Provisions of the Companies Act 2006 coming into force on 29th June 2008

4. Sections 1242 to 1244 of, and Schedule 12 to, the Companies Act 2006 (duties of third country auditors: information to be supplied by third country auditors) come into force on 29th June 2008.

Provisions of the Companies Act 2006 coming into force on 1st October 2008

5.—(1) The following provisions of the Companies Act 2006 come into force on 1st October 2008—

- (a) sections 69 to 74 (objections to company names);
- (b) sections 82 to 85 (trading disclosures);
- (c) sections 155 to 159 (appointment of directors);
- (d) sections 175 to 177 (general duties of directors);
- (e) sections 182 to 187 (duty of directors to declare interest in existing transaction or arrangement);
- (f) section 1157 (power of court to grant relief in certain cases);
- (g) sections 1277 to 1280 (information as to exercise of voting rights by institutional investors).

(2) Section 1295 of, and Schedule 16 to, the Companies Act 2006 (repeals) come into force on 1st October 2008 so far as relating to the repeal of sections 151 to 153 and 155 to 158 of the 1985 Act and Articles 161 to 163 and 165 to 168 of the 1986 Order (financial assistance for acquisition of shares) as they apply to the giving of financial assistance by a private company for the purposes of the acquisition of shares in itself or another private company.

(3) The following provisions of the Companies Act 2006 come into force on 1st October 2008 so far as necessary for the purposes of the provisions mentioned in paragraph (1)(a) to (f)—

- (a) sections 1121 to 1123, 1125 and 1127 to 1133 (provisions relating to offences);
- (b) section 1168 (hard copy and electronic form and related expressions);
- (c) in section 1173 (minor definitions: general), the definitions of “body corporate” (and “corporation”), “firm” and “officer”.

(4) Section 1284 of the Companies Act 2006 (extension of Companies Acts to Northern Ireland) comes into force on 1st October 2008 so far as necessary for the purposes of the provisions mentioned in paragraphs (1) to (3).

Transitional adaptations of provisions brought into force

6. The provisions brought into force by articles 3 and 5 have effect subject to any transitional adaptations specified in Schedule 1 to this Order.

Interpretation of company law provisions brought into force

7.—(1) Where an expression in a company law provision brought into force by this Order (or in an adaptation made by this Order of such a provision)—

- (a) is defined in the 1985 Act or the 1986 Order (“the old definition”); and
- (b) is defined in the Companies Act 2006 by another provision that is not yet in force for the purposes of the provision brought into force (“the new definition”),

the expression has, for the purposes of the provision brought into force (or the adaptation), the meaning given by the old definition until the new definition is brought into force for the purposes of that provision.

(2) In paragraph (1) “company law provision” has the meaning given by section 2(2) of the Companies Act 2006.

Repeals

8. Sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006 (repeals) come into force—

- (a) on 6th April 2008 so far as relating to the repeal of the provisions specified in Schedule 2 to this Order;
- (b) on 1st October 2008 so far as relating to the repeal of the provisions specified in Schedule 3 to this Order.

Transitional provisions and savings

9.—(1) Schedule 4 to this Order contains transitional provisions and savings relating to the provisions (and repeals) brought into force by this Order.

(2) Any saving in that Schedule for the effect of a provision of the 1985 Act or 1986 Order that creates an offence extends to the entry relating to that provision in Schedule 24 to that Act or Schedule 23 to that Order (punishment of offences).

(3) Where any provision of that Schedule authorises or requires the use of a form prescribed under the 1985 Act or 1986 Order, the power to prescribe the form continues to be exercisable (so that the prescribed form may be amended or replaced) so long as the use of the form continues to be authorised or required.

(4) Until section 1068(1) comes into force, the provisions of section 707B of 1985 Act or Article 656B of the 1986 Order (delivery using electronic communications) apply in relation to documents required or authorised to be delivered to the registrar under the provisions of the Companies Act 2006 brought into force by this Order.

Revocation of spent transitional adaptations

10.—(1) The following provisions (which make transitional adaptations that are no longer needed as a result of provisions brought into force by this Order on 6th April 2008) are revoked with effect from that date—

- (a) in Schedule 1 to the Companies Act 2006 (Commencement No. 1, Transitional Provisions and Savings) Order 2006(5), paragraphs 3, 5(2)(b), 5(3)(a)(ix), 5(3)(b), 10, 11 and 12(3);
- (b) in Schedule 1 to the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007(6), paragraphs 3 to 5, 10, 13(2)(a) and 15 to 18.

(2) The following provisions (which make transitional adaptations that are no longer needed as a result of provisions brought into force by this Order on 1st October 2008) are revoked with effect from that date—

(5) S.I. 2006/3428 (C. 132).
(6) S.I. 2007/2194 (C. 84).

- (a) in Schedule 1 to the Companies Act 2006 (Commencement No. 1, Transitional Provisions and Savings) Order 2006, paragraph 2;
- (b) in Schedule 1 to the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007, paragraphs 6 to 9, 11 and 12;
- (c) paragraph 11 of Schedule 1 to this Order.

(3) The revocation by this article of a spent transitional adaptation is subject to the same transitional provisions and savings as apply, in accordance with Schedule 4 to this Order, in relation to the repeal of the provisions of the 1985 Act or 1986 Order referred to in the adaptation.

Amendments of earlier Orders

11. Schedule 5 to this Order contains amendments of earlier commencement Orders.

Savings

12.—(1) Nothing in this Order affects any provision of the 1985 Act or the 1986 Order as applied by the Limited Liability Partnerships Regulations 2001⁽⁷⁾ or the Limited Liability Partnerships Regulations (Northern Ireland) 2004⁽⁸⁾ to limited liability partnerships.

(2) The amendments and repeals made by this Order do not affect the operation of section 1297 of the Companies Act 2006 (continuity of the law).

Stephen Timms
Minister for Competitiveness,
Department for Business, Enterprise and
Regulatory Reform

17th December 2007

(7) S.I. 2001/1090.

(8) S.R. (NI) 2004 No. 307.