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STATUTORY INSTRUMENTS

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**2008 No. 2860 (C. 126)**

**COMPANIES**

**The Companies Act 2006 (Commencement No. 8,  
Transitional Provisions and Savings) Order 2008**

*Made* - - - - *5th November 2008*  
*Laid before Parliament* *6th November 2008*  
*Coming into force* *1st October 2009*

**THE COMPANIES ACT 2006 (COMMENCEMENT NO. 8,  
TRANSITIONAL PROVISIONS AND SAVINGS) ORDER 2008**

1. Citation and commencement
  2. Interpretation
  3. Provisions of the Companies Act 2006 coming into force on 1st October 2009
  4. Repeals
  5. Transitional provisions and savings
  6. Revocation of spent transitional adaptations
  7. Prosecution of offences in transitional cases
  8. General saving
- Signature

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SCHEDULE 1 — REPEALS COMING INTO FORCE ON 1ST OCTOBER 2009  
PART 1 — GREAT BRITAIN  
PART 2 — NORTHERN IRELAND

SCHEDULE 2 — TRANSITIONAL PROVISIONS AND SAVINGS

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3. Articles of association (ss. 18 to 20)
4. Amendment of provisions of articles (ss. 21 and 22)
5. Notice to registrar of existence of restrictions on amendment of articles (s. 23)
6. Registrar to be sent copy of amended articles (s. 26)
7. Provisions of memorandum treated as provisions of articles (s. 28)

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8. Nothing in section 28 of the Companies Act 2006 requires...
9. (1) A company whose articles are deemed by virtue of...
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11. Constitutional documents to be provided to members (s. 32)
12. Notice to registrar where company's constitution altered by enactment (s. 34)
13. Notice to registrar where company's constitution altered by order (s. 35)
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19. (1) Sections 77(1)(a) and 78 of the Companies Act 2006...
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28. (1) An existing company must remove from its register of...
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31. Duty to notify registrar of changes (ss. 167 and 276)
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34. (1) Section 242(1) of the Companies Act 2006 (duty of...
35. In determining under section 245(1) of the Companies Act 2006...
36. Continuation of protection afforded by confidentiality orders under the 1985 Act
37. (1) A director in relation to whom a confidentiality order...
38. Where a confidentiality order under section 723B of the 1985...
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40. Power to make provision for employees on cessation or transfer of business (s. 247)
41. Conversion of shares into stock (s. 540(2) and (3))
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45. Power of directors to allot shares etc: authorisation by company (s. 551)
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49. Existing shareholders' right of pre-emption (ss. 561 to 577)
50. (1) This paragraph applies where provision made by virtue of...
51. (1) Section 568 of the Companies Act 2006 (exclusion of...
52. (1) This paragraph applies where provision excluding or modifying section...
53. (1) This paragraph applies where a special resolution excluding or...
54. (1) It is immaterial whether the directors' statement required before...

55. (1) This paragraph applies where provision excluding or modifying section...
56. Public companies: allotment where issue not fully subscribed (ss. 578 and 579)
57. Meaning of “cash consideration” for shares (ss. 583 and 607)
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67. Repeal of provisions about reserve liability and reserve capital
68. Reduction of capital confirmed by the court (ss. 645 to 653)
69. (1) Nothing in section 652 of the Companies Act 2006...
70. Cancellation of shares in public company held by or for the company (ss. 662 to 668)
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83. (1) Sections 862 and 880 of the Companies Act 2006...
84. (1) Sections 863 and 882 of the Companies Act 2006...
85. (1) Section 868 of the Companies Act 2006 (Northern Ireland:...
86. (1) Section 871 of the Companies Act 2006 (notice to...
87. (1) Sections 872 and 887 of the Companies Act 2006...
88. Property of dissolved company (ss. 1012 to 1023)
89. Saving for applications to court made before 1st October 2009
90. Application to court for restoration to the register (ss. 1029 to 1032)
91. (1) The following provisions apply where the company was dissolved...
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94. Fees payable to registrar (s. 1063)
95. Certificates of incorporation (ss. 1064 and 1065)
96. Section 1065 of the Companies Act 2006 (right to be...
97. Delivery of documents to the registrar (ss. 1068 to 1076)
98. Section 1070 of the Companies Act 2006 (agreement for delivery...
99. (1) Section 1071 of the Companies Act 2006 (document not...
100. (1) Sections 1072 to 1074 of the Companies Act 2006...

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101. (1) Section 1075 of the Companies Act 2006 (informal correction...
102. Section 1076 of the Companies Act 2006 (replacement of document...
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104. Effect of failure to give public notice (s. 1079)
105. Annotation of the register (s. 1081)
106. Registrar's notice to resolve inconsistency on the register (s. 1093)
107. Removal of material from the register (ss. 1094 to 1098)
108. Language requirements: transliteration (ss. 1108 to 1110)
109. General false statement offence (s. 1112)
110. Resolution to alter company's objects agreed to before 1st October 2009
111. Provision and authentication by registrar of documents sent by electronic means
112. Notice of appointment of certain officers (ss. 1154 and 1155)
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114. Extension of provisions to Northern Ireland (s. 1284)
115. Saving for provisions as to form or manner in which documents to be delivered
116. Savings for provisions relating to offences

Explanatory Note