

SCHEDULE 3

Article 4(1)

AMENDMENTS COMING INTO FORCE ON 1ST OCTOBER 2008

Companies Act 1985 (c.6)

1. In section 172 of the Companies Act 1985 (availability of profits for private company to redeem or purchase shares out of capital), in subsection (5)(a), omit “or 155”.

2. In section 705(4) of the Companies Act 1985 (companies' registered numbers), for “the requirement of section 351(1)(a)” substitute “any requirement imposed by regulations made under section 82 of the Companies Act 2006”.

Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6))

3. In Article 182 of the Companies (Northern Ireland) Order 1986 (availability of profits for private company to redeem or purchase shares out of capital), in paragraph (5)(a), omit “or 165”.

4. In Article 654 of the Companies (Northern Ireland) Order 1986 (companies' registered numbers), in paragraph (4), for “the requirement of Article 359(1)(a)” substitute “any requirement imposed by regulations made under section 82 of the Companies Act 2006”.

Charities (Northern Ireland) Order 1987 (S.I. 1987/2048 (N.I. 19))

5. For Article 9B of the Charities (Northern Ireland) Order 1987 (status to appear on correspondence etc) substitute—

“Requirement to disclose charitable status

9B.—(1) Where a company is a charity and its name does not include the word “charity” or “charitable”, the fact that the company is a charity must be stated (in English) in legible characters—

- (a) in every location, and in every description of document or communication, in which it is required by regulations under section 82 of the Companies Act 2006 to state its registered name; and
- (b) in all conveyances purporting to be executed by the company.

(2) In paragraph (1)(b) “conveyance” means any instrument creating, transferring, varying or extinguishing an interest in land.

Civil consequences of failure to make required disclosure

9BA.—(1) This Article applies to any legal proceedings brought by a company to which Article 9B applies to enforce a right arising out of a contract or conveyance in connection with which there was a failure to comply with that Article.

(2) The proceedings shall be dismissed if the defendant to the proceedings shows—

- (a) that he has a claim against the claimant arising out of the contract or conveyance that he has been unable to pursue by reason of the latter's failure to comply with Article 9B, or
- (b) that he has suffered some financial loss in connection with the contract or conveyance by reason of the claimant's failure to comply with that Article,

unless the court before which the proceedings are brought is satisfied that it is just and equitable to permit the proceedings to continue.

Changes to legislation: There are currently no known outstanding effects for the The Companies Act 2006 (Consequential Amendments etc) Order 2008, SCHEDULE 3. (See end of Document for details)

(3) This Article does not affect the right of any person to enforce such rights as he may have against another person in any proceedings brought by that person.

Criminal consequences of failure to make required disclosure

9BB.—(1) Where a company fails, without reasonable excuse, to comply with Article 9B, an offence is committed by—

- (a) the company, and
- (b) every officer of the company who is in default.

(2) For this purpose a shadow director of the company is treated as an officer of the company if the failure is to comply with Article 9B(1)(a) and that person would be treated as an officer of the company for the purposes of the corresponding requirement of regulations under section 82 of the Companies Act 2006.

(3) A person guilty of such an offence is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

(4) Expressions used in this Article have the same meaning as in section 84 of the Companies Act 2006 (criminal consequences of failure to disclose company's registered name).”.

Companies Act 1989 (c.40)

6. In section 112 of the Companies Act 1989 (charitable companies: Scotland), for subsection (8) substitute—

“(8) If a company fails to comply with subsection (6) it commits an offence.

(9) An officer of a company, or a person acting on its behalf, who—

- (a) issues or authorises the issue of any business letter of the company, or any notice or other official publication of the company, in which the statement required by subsection (6) does not appear, or
- (b) issues or authorises the issue of any bill, invoice, receipt or letter of credit in which the statement required by subsection (6) does not appear,

commits an offence.

(10) An officer of a company, or a person acting on its behalf, who signs or authorises to be signed on behalf of the company any bill of exchange, promissory note, endorsement, cheque or order for money or goods in which the statement required by subsection (6) does not appear—

- (a) commits an offence, and
- (b) is personally liable to the holder of the bill of exchange, promissory note, endorsement, cheque or order for money or goods for the amount of it (unless it is duly paid by the company).

(11) A person guilty of an offence under subsection (8), (9) or (10) is liable on summary conviction to a fine not exceeding level 3 on the standard scale.”.

Charities Act 1993 (c.10)

^{F1}7.

F1 Sch. 3 paras. 7-12 repealed (14.3.2012) by Charities Act 2011 (c. 25), s. 355, **Sch. 10** (with s. 20(2), Sch. 8)

F1 8.

F1 Sch. 3 paras. 7-12 repealed (14.3.2012) by Charities Act 2011 (c. 25), s. 355, **Sch. 10** (with s. 20(2), Sch. 8)

F1 9.

F1 Sch. 3 paras. 7-12 repealed (14.3.2012) by Charities Act 2011 (c. 25), s. 355, **Sch. 10** (with s. 20(2), Sch. 8)

F1 10.

F1 Sch. 3 paras. 7-12 repealed (14.3.2012) by Charities Act 2011 (c. 25), s. 355, **Sch. 10** (with s. 20(2), Sch. 8)

F1 11.

F1 Sch. 3 paras. 7-12 repealed (14.3.2012) by Charities Act 2011 (c. 25), s. 355, **Sch. 10** (with s. 20(2), Sch. 8)

F1 12.

F1 Sch. 3 paras. 7-12 repealed (14.3.2012) by Charities Act 2011 (c. 25), s. 355, **Sch. 10** (with s. 20(2), Sch. 8)

Agriculture Act 1993 (c.37)

13. In section 57 of the Agriculture Act 1993 (power of British Wool Marketing Board to grant relief), for “section 727 of the Companies Act 1985 and Article 675 of the Companies (Northern Ireland) Order 1986” substitute “section 1157 of the Companies Act 2006”.

Commonwealth Development Corporation Act 1999 (c.20)

14. In paragraph 15(2) of Schedule 2 to the Commonwealth Development Corporation Act 1999 (application of provisions of company law: purposes for which Secretary of State or Treasury not to be treated as shadow director)—

(a) for sub-paragraph (c) substitute—

“(c) Chapter 3 of Part 10 of the Companies Act 2006 (declaration of interest in existing transaction or arrangement),”;

(b) in sub-paragraph (d) for “the Companies Act 2006” substitute “that Act”.

Postal Services Act 2000 (c.26)

15. In section 80(2) of the Postal Services Act 2000 (shadow directors)—

(a) for sub-paragraph (c) substitute—

Changes to legislation: There are currently no known outstanding effects for the The Companies Act 2006 (Consequential Amendments etc) Order 2008, SCHEDULE 3. (See end of Document for details)

- “(c) Chapter 3 of Part 10 of the Companies Act 2006 (declaration of interest in existing transaction or arrangement),”;
- (b) in sub-paragraph (d) for “the Companies Act 2006” substitute “ that Act ”.

Transport Act 2000 (c.38)

16. In section 56(5) of the Transport Act 2000 (shadow directors)—

- (a) for sub-paragraph (c) substitute—
 - “(c) Chapter 3 of Part 10 of the Companies Act 2006 (declaration of interest in existing transaction or arrangement),”;
- (b) in sub-paragraph (d) for “the Companies Act 2006” substitute “ that Act ”.

Changes to legislation:

There are currently no known outstanding effects for the The Companies Act 2006 (Consequential Amendments etc) Order 2008, SCHEDULE 3.