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STATUTORY INSTRUMENTS

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**2009 No. 1941**

**COMPANIES**

**The Companies Act 2006 (Consequential Amendments,  
Transitional Provisions and Savings) Order 2009**

*Made - - - - 21st July 2009*

*Coming into force 1st October 2009*

**THE COMPANIES ACT 2006 (CONSEQUENTIAL AMENDMENTS,  
TRANSITIONAL PROVISIONS AND SAVINGS) ORDER 2009**

*Introductory*

1. Citation and commencement

*Consequential amendments*

2. Consequential amendments, repeals and revocations
3. References to companies registered or re-registered under earlier legislation
4. References to Northern Ireland directors disqualification orders

*Transitional provisions*

5. Change of name by existing or transitional company
6. Companies that are charities: requirement of consent for affirmation of certain transactions
7. Functions of registrar of companies for Northern Ireland: contracting out
8. Amendments of insolvency legislation

*Savings*

9. Saving for unlimited liabilities of directors etc
10. Saving for information obtained or report made under repealed NI provisions
11. Saving for provisions relating to nature of liability of member or contributory
12. Saving for earlier consequential amendments, transitional provisions and savings
13. Saving of power to order caution for expenses (in Scotland) or security for costs (in Northern Ireland)

Signature

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SCHEDULE 1 — CONSEQUENTIAL AMENDMENTS

1. Newspaper Libel and Registration Act 1881 (c. 60)
2. Partnership Act 1890 (c. 39)
3. Limited Partnerships Act 1907 (c. 24)
4. Law of Property Act 1925 (c. 20)
5. Mining Industry Act 1926 (c. 28)
6. Reserve and Auxiliary Forces (Protection of Civil Interests) Act 1951 (c. 65)
7. Landlord and Tenant Act 1954 (c. 56)
8. Corporate Bodies' Contracts Act 1960 (c. 46)
9. Transport Act 1962 (c. 46)
10. Stock Transfer Act 1963 (c. 18)
11. Stock Transfer Act (Northern Ireland) 1963 (c. 24 (N.I.))
12. Harbours Act 1964 (c. 40)
13. Business Tenancies Act (Northern Ireland) 1964 (c. 36 (N.I.))
14. Industrial and Provident Societies Act 1965 (c. 12)
15. Factories Act (Northern Ireland) 1965 (c. 20 (N.I.))
16. Industrial and Provident Societies Act 1967 (c. 48)
17. Transport Act (Northern Ireland) 1967 (c. 37 (N.I.))
18. National Loans Act 1968 (c. 13)
19. Port of London Act 1968 (c. xxxii)
20. Transport Act 1968 (c. 73)
21. Industrial and Provident Societies Act (Northern Ireland) 1969 (c. 24 (N.I.))
22. Prevention of Oil Pollution Act 1971 (c. 60)
23. Land Charges Act 1972 (c. 61)
24. Industry Act 1972 (c. 63)
25. Local Government Act (Northern Ireland) 1972 (c. 9 (N.I.))
26. Fair Trading Act 1973 (c. 41)
27. Local Government (Scotland) Act 1973 (c. 65)
28. Consumer Credit Act 1974 (c. 39)
29. Friendly Societies Act 1974 (c. 46)
30. Solicitors Act 1974 (c. 47)
31. House of Commons Disqualification Act 1975 (c. 24)
32. Northern Ireland Assembly Disqualification Act 1975 (c. 25)
33. Industry Act 1975 (c. 68)
34. Welsh Development Agency Act 1975 (c. 70)
35. Industrial Common Ownership Act 1976 (c. 78)
36. Aircraft and Shipbuilding Industries Act 1977 (c. 3)
37. Nuclear Industry (Finance) Act 1977 (c. 7)
38. Rates (Northern Ireland) Order 1977 (S.I. 1977/2157 (N.I. 28))
39. National Health Service (Scotland) Act 1978 (c. 29)
40. Credit Unions Act 1979 (c. 34)
41. Aircraft and Shipbuilding Industries (Northern Ireland) Order 1979 (S.I. 1979/294 (N.I. 1))
42. Competition Act 1980 (c. 21)
43. British Aerospace Act 1980 (c. 26)
44. Industry Act 1980 (c. 33)
45. Civil Aviation Act 1980 (c. 60)
46. Local Government, Planning and Land Act 1980 (c. 65)

47. [British Telecommunications Act 1981 \(c. 38\)](#)
48. [Transport Act 1981 \(c. 56\)](#)
49. [Judgments Enforcement \(Northern Ireland\) Order 1981 \(S.I. 1981/226 \(N.I. 6\)\)](#)
50. [British Railways \(Pension Schemes\) Act 1981 \(c. xv\)](#)
51. [Civil Aviation Act 1982 \(c. 16\)](#)
52. [Transport Act 1982 \(c. 49\)](#)
53. [Industrial Development \(Northern Ireland\) Order 1982 \(S.I. 1982/1083 \(N.I. 15\)\)](#)
54. [National Audit Act 1983 \(c. 44\)](#)
55. [Building Act 1984 \(c. 55\)](#)
56. [Ordnance Factories and Military Services Act 1984 \(c. 59\)](#)
57. [Companies Act 1985 \(c. 6\)](#)
58. [\(1\) Schedule 15D to the Companies Act 1985 \(permitted disclosures\)...](#)
59. [Oil and Pipelines Act 1985 \(c. 62\)](#)
60. [Bankruptcy \(Scotland\) Act 1985 \(c. 66\)](#)
61. [Transport Act 1985 \(c. 67\)](#)
62. [Housing Act 1985 \(c. 68\)](#)
63. [Housing Associations Act 1985 \(c. 69\)](#)
64. [Landlord and Tenant Act 1985 \(c. 70\)](#)
65. [Betting, Gaming, Lotteries and Amusements \(Northern Ireland\) Order 1985 \(S.I. 1985/1204 \(N.I. 11\)\)](#)
66. [Credit Unions \(Northern Ireland\) Order 1985 \(S.I. 1985/1205 \(N.I. 12\)\)](#)
67. [Atomic Energy Authority Act 1986 \(c. 3\)](#)
68. [Airports Act 1986 \(c. 31\)](#)
69. [Protection of Military Remains Act 1986 \(c. 35\)](#)
70. [Gas Act 1986 \(c. 44\)](#)
71. [Insolvency Act 1986 \(c. 45\)](#)
72. [In Part 2 of the Insolvency Act 1986 \(administration\), in...](#)
73. [\(1\) Part 2 of the Insolvency Act 1986 \(administration\) as...](#)
74. [\(1\) Part 3 of the Insolvency Act 1986 \(receivership\) is...](#)
75. [\(1\) Part 4 of the Insolvency Act 1986 \(winding up\)...](#)
76. [\(1\) Part 5 of the Insolvency Act 1986 \(winding up\)...](#)
77. [\(1\) In Part 7 of the Insolvency Act 1986 \(interpretation\)...](#)
78. [\(1\) Part 13 of the Insolvency Act 1986 \(insolvency practitioners\)...](#)
79. [In Part 15 of the Insolvency Act 1986 \(subordinate legislation\),...](#)
80. [In Part 17 of the Insolvency Act 1986 \(miscellaneous and...](#)
81. [In Part 17A of the Insolvency Act 1986 \(supplementary provisions\),...](#)
82. [\(1\) Part 18 of the Insolvency Act 1986 \(interpretation\) is...](#)
83. [In Part 19 of the Insolvency Act 1986 \(final provisions\),...](#)
84. [Nothing in the amendments of the Insolvency Act 1986 made...](#)
85. [Company Directors Disqualification Act 1986 \(c. 46\)](#)
86. [Dockyard Services Act 1986 \(c. 52\)](#)
87. [Building Societies Act 1986 \(c. 53\)](#)
88. [Landlord and Tenant Act 1987 \(c. 31\)](#)
89. [Criminal Justice Act 1987 \(c. 38\)](#)
90. [Criminal Justice \(Scotland\) Act 1987 \(c. 41\)](#)
91. [Channel Tunnel Act 1987 \(c. 53\)](#)
92. [Charities \(Northern Ireland\) Order 1987 \(S.I. 1987/2048 \(N.I. 19\)\)](#)
93. [Local Government Act 1988 \(c. 9\)](#)
94. [Public Utility Transfers and Water Charges Act 1988 \(c. 15\)](#)
95. [British Steel Act 1988 \(c. 35\)](#)
96. [Education Reform Act 1988 \(c. 40\)](#)

97. Housing (Scotland) Act 1988 (c. 43)
98. Copyright, Designs and Patents Act 1988 (c. 48)
99. Health and Medicines Act 1988 (c. 49)
100. Housing Act 1988 (c. 50)
101. Water Act 1989 (c. 15)
102. Electricity Act 1989 (c. 29)
103. Companies Act 1989 (c. 40)
104. Local Government and Housing Act 1989 (c. 42)
105. Limitation (Northern Ireland) Order 1989 (S.I. 1989/1339 (N.I. 11))
106. Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19))
107. (1) Part 2 of the Insolvency (Northern Ireland) Order 1989...
108. In Part 3 of the Insolvency (Northern Ireland) Order 1989...
109. (1) Part 3 of the Insolvency (Northern Ireland) Order 1989...
110. (1) Part 4 of the Insolvency (Northern Ireland) Order 1989...
111. (1) Part 5 of the Insolvency (Northern Ireland) Order 1989...
112. (1) Part 6 of the Insolvency (Northern Ireland) Order 1989...
113. In Part 13 of the Insolvency (Northern Ireland) Order 1989...
114. (1) Part 14 of the Insolvency (Northern Ireland) Order 1989...
115. In Part 15 of the Insolvency (Northern Ireland) Order 1989...
116. Planning (Hazardous Substances) Act 1990 (c. 10)
117. Enterprise and New Towns (Scotland) Act 1990 (c. 35)
118. Courts and Legal Services Act 1990 (c. 41)
119. Broadcasting Act 1990 (c. 42)
120. Environmental Protection Act 1990 (c. 43)
121. Natural Heritage (Scotland) Act 1991 (c. 28)
122. Atomic Weapons Establishment Act 1991 (c. 46)
123. Child Support Act 1991 (c. 48)
124. Ports Act 1991 (c. 52)
125. Agricultural Holdings (Scotland) Act 1991 (c. 55)
126. Water Industry Act 1991 (c. 56)
127. Statutory Water Companies Act 1991 (c. 58)
128. Child Support (Northern Ireland) Order 1991 (S.I. 1991/2628 (N.I. 23))
129. Social Security Administration Act 1992 (c. 5)
130. Social Security Administration (Northern Ireland) Act 1992 (c. 8)
131. Further and Higher Education Act 1992 (c. 13)
132. Further and Higher Education (Scotland) Act 1992 (c. 37)
133. Friendly Societies Act 1992 (c. 40)
134. Trade Union and Labour Relations (Consolidation) Act 1992 (c. 52)
135. Electricity (Northern Ireland) Order 1992 (S.I. 1992/231 (N.I. 1))
136. Industrial Relations (Northern Ireland) Order 1992 (S.I. 1992/807 (N.I. 5))
137. Local Government (Miscellaneous Provisions) (Northern Ireland) Order 1992 (S.I. 1992/810 (N.I. 6))
138. Housing (Northern Ireland) Order 1992 (S.I. 1992/1725 (N.I. 15))
139. Charities Act 1993 (c. 10)
140. Leasehold Reform, Housing and Urban Development Act 1993 (c. 28)
141. Criminal Justice Act 1993 (c. 36)
142. National Lottery etc Act 1993 (c. 39)
143. Railways Act 1993 (c. 43)
144. Pension Schemes Act 1993 (c. 48)
145. Pension Schemes (Northern Ireland) Act 1993 (c. 49)
146. Education and Libraries (Northern Ireland) Order 1993 (S.I. 1993/2810 (N.I. 12))
147. Coal Industry Act 1994 (c. 21)

148. Deregulation and Contracting Out Act 1994 (c. 40)
149. Airports (Northern Ireland) Order 1994 (S.I. 1994/426 (N.I. 1))
150. Ports (Northern Ireland) Order 1994 (S.I. 1994/2809 (N.I. 16))
151. Requirements of Writing (Scotland) Act 1995 (c. 7)
152. Merchant Shipping Act 1995 (c. 21)
153. Goods Vehicles (Licensing of Operators) Act 1995 (c. 23)
154. Crown Agents Act 1995 (c. 24)
155. Pensions Act 1995 (c. 26)
156. Criminal Law (Consolidation) (Scotland) Act 1995 (c. 39)
157. [London Local Authorities Act 1995 \(c. x\)](#)
158. Pensions (Northern Ireland) Order 1995 (S.I. 1995/3213 (N.I. 22))
159. Defamation Act 1996 (c. 31)
160. Education (Scotland) Act 1996 (c. 43)
161. Housing Act 1996 (c. 52)
162. Broadcasting Act 1996 (c. 55)
163. Education Act 1996 (c. 56)
164. Business Tenancies (Northern Ireland) Order 1996 (S.I. 1996/725 (N.I. 5))
165. Proceeds of Crime (Northern Ireland) Order 1996 (S.I. 1996/1299 (N.I. 9))
166. Deregulation and Contracting Out (Northern Ireland) Order 1996 (S.I. 1996/1632 (N.I. 11))
167. Planning (Hazardous Substances) (Scotland) Act 1997 (c. 10)
168. Merchant Shipping and Maritime Security Act 1997 (c. 28)
169. Police Act 1997 (c. 50)
170. Further Education (Northern Ireland) Order 1997 (S.I. 1997/1772 (N.I. 15))
171. Waste and Contaminated Land (Northern Ireland) Order 1997 (S.I. 1997/2778 (N.I. 19))
172. Bank of England Act 1998 (c. 11)
173. Audit Commission Act 1998 (c. 18)
174. Regional Development Agencies Act 1998 (c. 45)
175. Fair Employment and Treatment (Northern Ireland) Order 1998 (S.I. 1998/3162 (N.I. 21))
176. Company and Business Names (Chamber of Commerce, Etc) Act 1999 (c. 19)
177. Commonwealth Development Corporation Act 1999 (c. 20)
178. Greater London Authority Act 1999 (c. 29)
179. Contracts (Rights of Third Parties) Act 1999 (c. 31)
180. Water (Northern Ireland) Order 1999 (S.I. 1999/662 (N.I. 6))
181. Financial Services and Markets Act 2000 (c. 8)
182. Learning and Skills Act 2000 (c. 21)
183. Postal Services Act 2000 (c. 26)
184. Transport Act 2000 (c. 38)
185. Political Parties, Elections and Referendums Act 2000 (c. 41)
186. National Parks (Scotland) Act 2000 ([asp 10](#))
187. Regulation of Investigatory Powers (Scotland) Act 2000 ([asp 11](#))
188. Private Security Industry Act 2001 (c. 12)
189. Criminal Justice and Police Act 2001 (c. 16)
190. Anti-terrorism, Crime and Security Act 2001 (c. 24)
191. Housing (Scotland) Act 2001 ([asp 10](#))
192. Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090)
193. Land Registration Act 2002 (c. 9)
194. Commonhold and Leasehold Reform Act 2002 (c. 15)
195. (1) Schedule 3 (constitution of commonhold association) to the Commonhold...

196. [Proceeds of Crime Act 2002 \(c. 29\)](#)
197. [Police Reform Act 2002 \(c. 30\)](#)
198. [Education Act 2002 \(c. 32\)](#)
199. [Enterprise Act 2002 \(c. 40\)](#)
200. [Water Industry \(Scotland\) Act 2002 \(asp 3\)](#)
201. [Scottish Public Services Ombudsman Act 2002 \(asp 11\)](#)
202. [Industrial Development Act \(Northern Ireland\) 2002 \(c. 1 \(N.I.\)\)](#)
203. [Company Directors Disqualification \(Northern Ireland\) Order 2002 \(S.I. 2002/3150 \(N.I. 4\)\)](#)
204. (1) Article 2 (interpretation) is amended as follows.
205. (1) Article 6 (disqualification for persistent default under companies legislation)...
206. In Article 8 (disqualification on summary conviction of offence), after...
207. (1) Article 11(2) (disqualification after investigation of company: meaning of...
208. In Article 13 (matters for determining unfitness of directors), omit...
209. In Articles 14(1), 23(1) and (3)(a)(i) and 24(1) (and the...
210. In Article 15 (undischarged bankrupts), after paragraph (2) add—
211. In Article 22(2) (register of disqualification orders and undertakings), omit...
212. After Article 24C insert— Application of Order to building societies...
213. In Article 25(4) (application of Order to incorporated friendly societies),...
214. In Article 25A(3) (application of Order to registered societies), for...
215. (1) Schedule 1 (matters for determining unfitness of directors) is...
216. [Electricity \(Miscellaneous Provisions\) Act 2003 \(c. 9\)](#)
217. [Railways and Transport Safety Act 2003 \(c. 20\)](#)
218. [Land Reform \(Scotland\) Act 2003 \(asp 2\)](#)
219. [Strategic Investment and Regeneration of Sites \(Northern Ireland\) Order 2003 \(S.I. 2003/410 \(N.I. 1\)\)](#)
220. [Energy Act 2004 \(c. 20\)](#)
221. [Horsrace Betting and Olympic Lottery Act 2004 \(c. 25\)](#)
222. [Companies \(Audit, Investigations and Community Enterprise\) Act 2004 \(c. 27\)](#)
223. (1) Section 32 of that Act (memorandum and articles of...
224. (1) Section 33 of that Act (names) is amended as...
225. In section 35(3) of that Act (community interest test), for...
226. For section 36 of that Act (new companies) substitute— Formation...
227. (1) For section 37 of that Act (existing companies: requirements)...
228. (1) Section 39 of that Act (existing companies: English charities)...
229. (1) Section 40 of that Act (existing companies: Scottish charities)...
230. (1) Section 40A of that Act (existing companies: Northern Ireland)...
231. (1) Section 45 of that Act (appointment of director by...
232. In section 46(12) of that Act (removal of director by...
233. In section 49(4)(b) of that Act (transfer of shares), for...
234. (1) Section 51 of that Act (dissolution and striking off)...
235. (1) Section 52 of that Act (re-registration) is amended as...
236. In section 53 (ceasing to be a community interest company),...
237. (1) For section 54 of that Act (community interest company)...
238. Omit section 58 of that Act (extension of provisions about...
239. In section 60 of that Act (offences), in subsection (1)...
240. In section 62 of that Act (regulations), in subsection (5)...
241. (1) Section 63 of that Act (interpretation) is amended as...
242. [Civil Partnership Act 2004 \(c. 33\)](#)

243. Pensions Act 2004 (c. 35)
244. [London Local Authorities Act 2004 \(c. i\)](#)
245. Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307)
246. Railways Act 2005 (c. 14)
247. Gambling Act 2005 (c. 19)
248. Water Services etc. (Scotland) Act 2005 (asp 3)
249. Gaelic Language (Scotland) Act 2005 (asp 7)
250. Charities and Trustee Investment (Scotland) Act 2005 (asp 10)
251. Transport (Scotland) Act 2005 (asp 12)
252. Pensions (Northern Ireland) Order 2005 (S.I. 2005/255 (N.I. 1))
253. Insolvency (Northern Ireland) Order 2005 (S.I. 2005/1455 (N.I. 10))
254. Colleges of Education (Northern Ireland) Order 2005 (S.I. 2005/1963 (N.I. 13))
255. Natural Environment and Rural Communities Act 2006 (c. 16)
256. Government of Wales Act 2006 (c. 32)
257. Fraud Act 2006 (c. 35)
258. National Health Service Act 2006 (c. 41)
259. National Health Service (Wales) Act 2006 (c. 42)
260. Companies Act 2006 (c. 46)
261. Police, Public Order and Criminal Justice (Scotland) Act 2006 (asp 10)
262. Interests of Members of the Scottish Parliament Act 2006 (asp 12)
263. Water and Sewerage Services (Northern Ireland) Order 2006 (S.I. 2006/3336 (N.I. 21))
264. Cross-Border Insolvency Regulations 2006 (S.I. 2006/1030)
265. Serious Crime Act 2007 (c. 27)
266. Building Societies (Funding) and Mutual Societies (Transfers) Act 2007 (c. 26)
267. Bankruptcy and Diligence etc. (Scotland) Act 2007 (asp 3)
268. Electricity (Single Wholesale Market) (Northern Ireland) Order 2007 (S.I. 2007/913 (N.I. 7))
269. Cross-Border Insolvency Regulations (Northern Ireland) 2007 (S.R. (NI) 2007 No 115)
270. Companies (Disclosure of Address) Regulations 2009 (S.I. 2009/214)

## SCHEDULE 2 — OTHER CONSEQUENTIAL REPEALS AND REVOCATIONS

### SCHEDULE 3 — PROVISIONS RELATING TO OLD PUBLIC COMPANIES

1. Meaning of “old public company”
2. Application of Companies Acts to old public companies
3. Old public company re-registering as a public company
4. Old public company becoming private: special resolution
5. Old public company becoming private: statutory declaration
6. Failure by old public company to obtain new classification
7. Old public company holding, or having charge on, own shares
8. Old public companies: trading under misleading name
9. Old public companies: payment for share capital

Explanatory Note