
STATUTORY INSTRUMENTS

2009 No. 1941

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

Transitional provisions

Change of name by existing or transitional company

- 5.—(1) This article applies where, in the case of an existing or transitional company—
- (a) the company’s articles are deemed to contain a statement of its name by virtue of section 28 of the Companies Act 2006 (provisions of memorandum treated as provisions of articles), and
 - (b) the company changes its name (by any means) on or after 1st October 2009.
- (2) The company is not required to amend its articles in order to effect the change of name.
- (3) The deemed statement in the company’s articles ceases to have effect when the change of name takes effect.
- (4) The company is not required to send a copy of its articles to the registrar in accordance with section 26 of the Companies Act 2006.
- (5) Where the company, in complying with any obligation to send a person a copy of its articles, relies on paragraph 9(1)(a) or (b) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, it must—
- (a) if it relies on paragraph 9(1)(a) (provisions of old-style memorandum appended to other provisions of articles), omit the provision stating the company’s former name;
 - (b) if it relies on paragraph 9(1)(b) (copy of old-style memorandum with indication of provisions deemed to be provisions of the articles), indicate that the provision stating the company’s former name is no longer effective.
- (6) In this article—
- “existing company” and “transitional company” have the same meaning as in the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (see article 2 of that Order); and
- “old-style memorandum” has the same meaning as in paragraph 9(1) of Schedule 2 to that Order (see sub-paragraph (2) of that paragraph).

Companies that are charities: requirement of consent for affirmation of certain transactions

- 6.—(1) Section 42(4) of the Companies Act 2006 (companies that are charities: requirement of consent for affirmation of certain transactions with directors or their associates) applies where the request for consent is received on or after 1st October 2009.

(2) Any request for consent under section 65(4) of the Charities Act 1993(1) or Article 9A(4) of the Charities (Northern Ireland) Order 1987(2) received but not determined before that date is treated as if made under section 42(4) of the Companies Act 2006.

(3) In relation to a decision under section 65(4) of the Charities Act 1993 made before 1st October 2009 the provisions of that Act as to appeals continue to have effect without the amendments made by this Order.

Functions of registrar of companies for Northern Ireland: contracting out

7.—(1) On the coming into force in relation to the registrar of companies for Northern Ireland of an order under Part 2 of the Deregulation and Contracting Out Act 1994(3), as amended by this Order, the provisions of the Deregulation and Contracting Out (Northern Ireland) Order 1996(4) relating to that registrar shall cease to have effect.

(2) Those provisions are—

- (a) in Article 2(2), the definition of “registrar of companies”;
- (b) Article 11; and
- (c) Part 1 of Schedule 2.

Amendments of insolvency legislation

8.—(1) The amendments by this Order of the Insolvency Act 1986(5) (“the 1986 Act”) and the Insolvency (Northern Ireland) Order 1989(6) (“the 1989 Order”) apply as follows.

(2) They apply where, in a company voluntary arrangement, a moratorium comes into force in relation to a company on or after 1st October 2009.

(3) They apply where a company enters administration on or after 1st October 2009, except where—

- (a) it enters administration by virtue of an administration order under paragraph 10 of Schedule B1(7) to the 1986 Act (or paragraph 11 of Schedule B1(8) to the 1989 Order) on an application made before 1st October 2009,
- (b) the administration is immediately preceded by a voluntary liquidation in respect of which the resolution to wind up was passed before 1st October 2009, or
- (c) the administration is immediately preceded by a liquidation on the making of a winding-up order on a petition which was presented before 1st October 2009.

(4) They apply where, in a receivership, a receiver or manager is appointed in respect of a company on or after 1st October 2009.

(5) They apply where a company goes into liquidation upon the passing on or after 1st October 2009 of a resolution to wind up.

(6) They apply where a company goes into voluntary liquidation under paragraph 83 of Schedule B1 to the 1986 Act (or paragraph 84 of Schedule B1 to the 1989 Order), except where the preceding administration—

- (a) commenced before 1st October 2009, or

(1) 1993 c.10; section 65(4) was amended by the Charities Act 2006 (c.50), Schedule 8, paragraphs 96 and 152.

(2) S.I. 1987/2048 (N.I. 19); Article 9A was inserted by S.I. 1990/1504 (N.I. 10), Article 47.

(3) 1994 c.40; Part 2 is amended by paragraph 148 of Schedule 1 to this Order.

(4) S.I. 1996/1632 (N.I. 11); the Order is amended by paragraph 166 of Schedule 1 to this Order.

(5) 1986 c.45.

(6) S.I. 1989/2405 (N.I. 19).

(7) Schedule B1 was inserted by the Enterprise Act 2002 (c.40), Schedule 16.

(8) Schedule B1 was inserted by S.I. 2005/1455 (N.I. 10), Schedule 1.

- (b) is an administration which commenced by virtue of an administration order under paragraph 10 of Schedule B1 to the 1986 Act (or paragraph 11 of Schedule B1 to the 1989 Order) on an application which was made before 1st October 2009.
- (7) They apply where a company goes into liquidation on the making of a winding-up order on a petition presented on or after 1st October 2009, except where the liquidation is immediately preceded by—
- (a) an administration under paragraph 10 of Schedule B1 to the 1986 Act (or paragraph 11 of Schedule B1 to the 1989 Order) where the administration order was made on an application made before 1st October 2009,
 - (b) an administration in respect of which the appointment of an administrator under paragraph 14 or 22 of Schedule B1 to the 1986 Act (or paragraph 15 or 23 of Schedule B1 to the 1989 Order) took effect before 1st October 2009, or
 - (c) a voluntary liquidation in respect of which the resolution to wind up was passed before 1st October 2009.