
STATUTORY INSTRUMENTS

2009 No. 2436

The Unregistered Companies Regulations 2009

Citation and commencement

- 1.—(1) These Regulations may be cited as the Unregistered Companies Regulations 2009.
- (2) These Regulations come into force on 1st October 2009.

Interpretation

2. In these Regulations—
 - (a) “unregistered company” means a body corporate incorporated in, and having a principal place of business in, the United Kingdom, other than—
 - (i) a body incorporated by, or registered under, a public general enactment,
 - (ii) a body not formed for the purpose of carrying on a business that has for its object the acquisition of gain by the body or its individual members,
 - (iii) a body for the time being exempted from section 1043 of the Companies Act 2006 by a direction of the Secretary of State under subsection (1)(c) of that section, ^{F1}...
 - (iv) an open-ended investment company; [^{F2}or]
 - [^{F3}(v) a protected cell company registered under Part 4 of the Risk Transformation Regulations 2017.]
 - (b) “instrument constituting or regulating the company”, in relation to an unregistered company, means any enactment, royal charter, letters patent, deed of settlement, contract of partnership, or other instrument constituting or regulating the company.

F1 Word in reg. 2(a)(iii) deleted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), reg. 1(2), [Sch. 4 para. 6\(a\)](#) (with reg. 189)

F2 Word in reg. 2(a)(iv) inserted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), reg. 1(2), [Sch. 4 para. 6\(b\)](#) (with reg. 189)

F3 Reg. 2(a)(v) inserted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), reg. 1(2), [Sch. 4 para. 6\(c\)](#) (with reg. 189)

Application of provisions of the Companies Acts

3. The provisions of the Companies Acts specified in Schedule 1 to these Regulations apply to an unregistered company as to a company within the meaning of section 1 of the Companies Act 2006, subject to any limitation, adaptation or modification specified in that Schedule.

References to registered office and registration

4. For the purposes of the application to an unregistered company of the provisions of the Companies Acts applying to it by virtue of these Regulations—

- (a) any reference to the company's registered office shall be read as a reference to the company's principal office in the United Kingdom;
- (b) any reference to the part of the United Kingdom in which the company is registered shall be read as a reference to the part of the United Kingdom in which the company's principal office is situated (and references to the registrar of companies shall be read accordingly);
- (c) any reference to the company's registered number shall be read as a reference to the reference number allocated to the company by the registrar.

Other general adaptations

5.—(1) In the application of any provision of the Companies Acts by virtue of these Regulations—

- (a) any reference to a public company shall be read, in relation to an unregistered company, as referring to a company that has power under its constitution to offer its shares or debentures to the public;
- (b) any reference to a private company shall be read, in relation to an unregistered company, as referring to a company that does not have power to offer its shares or debentures to the public;
- (c) any reference to the company's constitution, or to its articles of association, shall be read, in relation to an unregistered company, as referring to any instrument constituting or regulating the company;
- (d) any reference to the common seal of the company shall be read, in relation to an unregistered company, as referring to the common or authorised seal of the company.

(2) In the application of any provision of the Companies Acts to an unregistered company by virtue of these Regulations an expression defined, or otherwise having a particular meaning or effect, in relation to a company within the meaning of section 1 of the Companies Act 2006, has effect with any adaptations necessary to ensure a corresponding meaning or effect in relation to an unregistered company.

(3) Paragraphs (1) and (2) are subject to any specific adaptation or modification provided for in these Regulations.

Application of provisions relating to statutory auditors

6. For the purposes of section 1210(1)(h) of the Companies Act 2006 (meaning of “statutory auditor”)—

- (a) an unregistered company is a prescribed person, and
- (b) Part 16 of that Act (audit) as applied to unregistered companies by these Regulations is a prescribed enactment.

(and accordingly a person appointed as auditor of an unregistered company under Part 16 of that Act as so applied is a statutory auditor).

Saving

7. Nothing in these Regulations affects the application of any provision to an unregistered company otherwise than by virtue of these Regulations.

Revocations

8. The following Regulations are revoked—

- (a) the Companies (Unregistered Companies) Regulations 1985 ^{M1},
- (b) the Companies (Unregistered Companies) Regulations (Northern Ireland) 1986 ^{M2}, and
- (c) the Companies Acts (Unregistered Companies) Regulations 2007 ^{M3}.

Marginal Citations

M1 [S.I. 1985/680](#), as amended.

M2 [S.R. \(NI\) 1986 No 305](#), as amended.

M3 [S.I. 2007/318](#).

Transitional provisions and savings

- 9. Schedule 2 contains transitional provisions and savings.

Department for Business, Innovation and Skills

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Changes to legislation:

There are currently no known outstanding effects for the The Unregistered Companies Regulations 2009.