

## SCHEDULE 1

Article 5

### TRANSITIONAL ADAPTATIONS OF PROVISIONS BROUGHT INTO FORCE

#### **The Companies Acts**

1.—(1) Section 2 (the Companies Acts) has effect with the following adaptation.

(2) For subsection (1)(c) substitute—

“(c) the provisions of the Companies Acts as defined in section 744 of the Companies Act 1985, and the Companies Orders as defined in Article 2(3) of the Companies (Northern Ireland) Order 1986, that remain in force.”.

#### **Information about interests in a company’s shares**

2.—(1) Section 813 (register of interests disclosed: refusal of inspection or default in providing copy) has effect with the following adaptation.

(2) In subsection (1) omit “, otherwise than in accordance with an order of the court,”.

3.—(1) Section 826 (information about interests in a company’s shares protected from wider disclosure) has effect with the following adaptation.

(2) In subsection (1) for “regulations under section 409(3)” substitute “section 231(3) of the Companies Act 1985 or Article 239(3) of the Companies (Northern Ireland) Order 1986”.

#### **Documents delivered to registrar of companies**

4.—(1) Section 1077 (public notice of receipt of certain documents) has effect with the following adaptation.

(2) Omit subsection (1)(b).

5.—(1) Section 1078 (documents subject to Directive disclosure requirements) has effect with the following adaptations.

(2) In subsection (2) (documents relating to any company)—

(a) under the heading “*Constitutional documents*”—

(i) in item 2 for “Any amendment of the company’s articles” substitute “Any amendment of the company’s memorandum or articles”;

(ii) for item 3 substitute—

“3. After any amendment of the company’s memorandum or articles, the text of the document as amended.”;

(iii) omit item 4;

(b) under the heading “*Accounts, reports and returns*”, in item 1 for “441” substitute “242 of the Companies Act 1985 or Article 250 of the Companies (Northern Ireland) Order 1986”.

(3) In subsection (3) (documents relating to public company)—

(a) under the heading “*Share capital*”—

(i) in item 2 omit “and the statement of capital accompanying it”;

(ii) in item 3 for “section 570 or 571” substitute “section 95(1), (2) or (3) of the Companies Act 1985 or Article 105(1), (2) or (3) of the Companies (Northern Ireland) Order 1986”;

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(iii) in item 4 for “section 593 or 599” substitute “section 103 or 104 of the Companies Act 1985 or Article 113 or 114 of the Companies (Northern Ireland) Order 1986”;

(iv) omit items 5 and 6;

(v) for item 7 substitute—

“7. Statement or notice delivered under section 128 of the Companies Act 1985 or Article 138 of the Companies (Northern Ireland) Order 1986 (registration of particulars of special rights).”;

(vi) omit item 8;

(vii) in item 9 for “section 689” substitute “section 122 of the Companies Act 1985 or Article 132 of the Companies (Northern Ireland) Order 1986” and omit “and the statement of capital accompanying it”;

(viii) omit item 10;

(ix) for item 11 substitute—

“11. Any statutory declaration or statement delivered under section 117 of the Companies Act 1985 or Article 127 of the Companies (Northern Ireland) Order 1986 (public company share capital requirements).”;

(b) under the heading “*Mergers and divisions*”—

(i) in item 1 for “section 906 or 921” substitute “paragraph 2(1) of Schedule 15B to the Companies Act 1985 or paragraph 2(1) of Schedule 15B to the Companies (Northern Ireland) Order 1986”;

(ii) in item 2 for “section 899 or 900 in respect of a compromise or arrangement to which Part 27 (mergers and divisions of public companies) applies” substitute “section 425(2) or 427 of that Act in respect of a compromise or arrangement to which section 427A of that Act applies or under Article 418(2) or 420 of that Order in respect of a compromise or arrangement to which Article 420A of that Order applies”.

(4) Omit subsection (4).

(5) For subsections (5) and (6) (power to make provision for documents relating to overseas company) substitute—

“(5) In the case of a company incorporated outside the United Kingdom or a credit or financial institution to which section 699A of the Companies Act 1985 or Article 648A of the Companies (Northern Ireland) Order 1986 applies—

1. Any return delivered under paragraph 1, 7 or 8 of Schedule 21A to that Act or paragraph 1, 7 or 8 of Schedule 20A to that Order (branch registration).

2. Any document delivered under paragraph 1 or 8 of Schedule 21A to that Act or under paragraph 1 or 8 of Schedule 20A to that Order.

3. Any notice under section 695A(3) of that Act or Article 645A of that Order of the closure of a branch.

4. Any document delivered under Schedule 21C to that Act or Schedule 20C to that Order (accounts and reports of foreign credit and financial institutions).

5. Any document delivered under Schedule 21D to that Act or Schedule 20D to that Order (accounts and reports of companies subject to branch registration, other than credit and financial institutions).

6. Any return delivered under section 703P of that Act or Article 652O of that Order (particulars on winding up).”.

6.—(1) Section 1079 (effect of failure to give public notice) has effect with the following adaptations.

(2) In subsection (2)(a) and subsection (4)(a) for “amendment of the company’s articles” substitute “amendment of the company’s memorandum or articles”.

7.—(1) Section 1080 (the register) has effect with the following adaptation.

(2) In subsection (1)(c), for “section 869(5) or 885(4)” substitute “section 401(2) or 418 of the Companies Act 1985 or Article 409(3) of the Companies (Northern Ireland) Order 1986”.

8.—(1) Section 1085 (inspection of the register) has effect with the following adaptation.

(2) In subsection (2) for “section 1083(1)” substitute “section 707A(2) of the Companies Act 1985 or Article 656A(2) of the Companies (Northern Ireland) Order 1986”.

9.—(1) Section 1087 (material not available for public inspection) has effect with the following adaptations.

(2) In subsection (1)(a) for “views expressed pursuant to section 56” substitute “a statement that a request has been made pursuant to section 29(2) of the Companies Act 1985 or Article 39(2) of the Companies (Northern Ireland) Order 1986 or any response to such a request”.

(3) For subsection (1)(b) substitute—

“(b) at any time when an order made under section 723B of the Companies Act 1985 is in force in relation to an individual, so much of any record kept by the registrar as contains information which is recorded as particulars of the individual’s residential address that were contained in a document delivered to the registrar after the order came into force;”.

(4) Omit subsection (1)(c) to (g).

(5) In subsection (1)(h)(i), for “section 860” substitute “section 395 of the Companies Act 1985 or Article 402 of the Companies (Northern Ireland) Order 1986”.

(6) In subsection (1)(h)(ii), for “section 878” substitute “section 410 of the Companies Act 1985”.

10.—(1) Section 1103 (documents to be drawn up and delivered in English) has effect with the following adaptation.

(2) After subsection (2) insert—

“(3) This section does not affect the operation of the following provisions (under which documents may be delivered in a language other than English if a certified translation is delivered)—

- (a) section 228(2)(f) or 228A(2)(g) of the Companies Act 1985 or Article 236(2)(f) of the Companies (Northern Ireland) Order 1986 (conditions for exemption from duty to prepare group accounts: delivery of certain accounts and reports);
- (b) section 242(1) of that Act or Article 250(1) of that Order (main requirements as to accounts and reports);
- (c) section 272(5) of that Act or Article 280(5) of that Order (interim accounts prepared for a proposed distribution by a public company);
- (d) section 273(7) of that Act or Article 281(7) of that Order (initial accounts prepared for a proposed distribution by a public company);

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- (e) paragraph 7(3) of Part 2 of Schedule 9 to that Act or paragraph 7(3) of Part 2 of Schedule 9 to that Order (information as to undertaking in which shares held as a result of financial assistance operation).”.

**11.**—(1) Section 1104 (documents relating to Welsh companies) has effect with the following adaptations.

(2) For subsection (5) substitute—

“(5) None of the following provisions (which require certified translations into English of documents delivered to the registrar in another language) applies to a document relating to a Welsh company that is drawn up and delivered in Welsh—

- (a) section 228(2)(f) and section 228A(2)(g) of the Companies Act 1985;
- (b) section 242(1) of that Act;
- (c) section 272(5) of that Act;
- (d) section 273(7) of that Act;
- (e) paragraph 7(3) of Part 2 of Schedule 9 to that Act;
- (f) section 1105 of this Act.”.

(3) After that subsection insert—

“(6) In this section, “a Welsh company” means a company whose memorandum states that its registered office is to be situated in Wales.”.

**12.**—(1) Section 1105 (documents that may be drawn up and delivered in other languages) has effect with the following adaptations.

(2) In subsection (2)(a) for “Chapter 3 of Part 3” substitute “section 380 of the Companies Act 1985 or Article 388 of the Companies (Northern Ireland) Order 1986”.

(3) In subsection (2)(b) for “section 400(2)(e) or section 401(2)(f)” substitute “section 228(2)(e) or section 228A(2)(f) of the Companies Act 1985 or Article 236(2)(e) of the Companies (Northern Ireland) Order 1986”.

(4) In subsection (2)(c) for “Part 25” substitute “Part 12 of the Companies Act 1985 or Part 13 of the Companies (Northern Ireland) Order 1986”.

**13.**—(1) Section 1120 (application of Part 35 to overseas companies) has effect with the following adaptations.

(2) For “an overseas company” substitute “an overseas company (as defined in section 744 of the Companies Act 1985) or a Part 23 company (as defined in Article 640 of the Companies (Northern Ireland) Order 1986)”.

(3) For “a company as defined in section 1” substitute “a company as defined in section 735(1) of that Act or Article 3(1) of that Order”.

### **The company communications provisions**

**14.**—(1) Section 1143 (the company communications provisions) has effect with the following adaptation.

(2) In subsection (3), after “Part 35” insert “and, to the extent that they remain in force, Part 24 of the Companies Act 1985 and Part 24 of the Companies (Northern Ireland) Order 1986”.

### Extension of Companies Acts to Northern Ireland

15.—(1) Section 1284 (extension of Companies Acts to Northern Ireland) has effect with the following adaptations.

(2) In subsection (1) for “The Companies Acts as defined by this Act (see section 2)” substitute “The company law provisions of this Act that are for the time being in force”.

(3) For subsection (2) substitute—

“(2) The corresponding provisions of the Companies (Northern Ireland) Order 1986 shall cease to have effect accordingly.”.

### Communications by a company

16.—(1) Schedule 5 (communications by a company) has effect with the following adaptation.

(2) In paragraph 10(5), for “Chapter 3 of Part 3” substitute “section 380 of the Companies Act 1985 or Article 388 of the Companies (Northern Ireland) Order 1986”.

## SCHEDULE 2

Article 7(a)

REPEALS BROUGHT INTO FORCE ON 1ST JANUARY 2007

## PART 1

### GREAT BRITAIN

<i>Short title and chapter</i>	<i>Extent of repeal brought into force</i>
Companies Act 1985 (c.6)	Section 29(4). Section 42. In sections 228(2)(f) and 228A(2)(g), the words from “subject to” to “without a translation”). In sections 242(1), 272(5) and 273(7), the words from “then, subject to” to “without a translation”). Section 707A(1). Section 709. Section 710B. Section 711. Section 723C(1)(a). In paragraph 7(3) of Part 2 of Schedule 9, the words from “then, subject to” to “without a translation”).
Insolvency Act 1986 (c.45)	In Schedule 13, in Part 1, the entry relating to section 711(2) of the Companies Act 1985.
Welsh Language Act 1993 (c.38)	Section 30.

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## PART 2 NORTHERN IRELAND

<i>Title and number</i>	<i>Extent of repeal brought into force</i>
Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6))	Article 39(4).  Article 52. Article 656A(1). Article 658. Article 660.
Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19))	In Schedule 9, paragraph 22.
Companies (Northern Ireland) Order 1990 (S.I. 1990/593 (N.I. 5))	In Schedule 10, paragraph 19.

### SCHEDULE 3

Article 7(b)

REPEALS BROUGHT INTO FORCE ON 20TH JANUARY 2007

## PART 1 GREAT BRITAIN

<i>Short title and chapter</i>	<i>Extent of repeal brought into force</i>
Companies Act 1985 (c.6)	Sections 198 to 220.  Section 238(4A) to (4E). Section 239(2A) and (2B). Section 251(2A) to (2E). Section 253(2A). In section 262(1), the definition of “address”. In section 262A, the entry for “address”. Section 366A(3A) and (5A). Section 369(4A) to (4G). Section 372(2A), (2B) and (6A). Section 379A(2B) to (2F) and (5A).
Companies Act 1989 (c.40)	Section 134. Section 143(5). In Schedule 10, paragraphs 3, 6 and 14.

<i>Short title and chapter</i>	<i>Extent of repeal brought into force</i>
Criminal Justice and Police Act 2001 (c.16)	Section 45(4).
Civil Partnership Act 2004 (c.33)	In Schedule 27, paragraph 99.

## PART 2

### NORTHERN IRELAND

<i>Title and number</i>	<i>Extent of repeal brought into force</i>
Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6))	Articles 206 to 228.  Article 246(4A) to (4E). Article 247(2A) and (2B). Article 259(2A) to (2E). Article 261(2A). In Article 270, the definition of “address”. In Article 270A, the entry for “address”. Article 374A(3A) and (6). Article 377(5) to (11). Article 380(2A), (2B) and (6A). Article 387A(2B) to (2F) and (6).
Insolvency (Northern Ireland) Order 1990 (S.I. 1990/593 (N.I. 5))	In Schedule 10, paragraphs 4, 5, 8 and 19.
Companies (No. 2) (Northern Ireland) Order 1990 (S.I. 1990/1504 (N.I. 10))	Article 6.  Article 69. Article 77(10).

#### SCHEDULE 4

Article 7(e)

REPEALS BROUGHT INTO FORCE ON 6TH APRIL 2007

## PART 1

### GREAT BRITAIN

<i>Short title and chapter</i>	<i>Extent of repeal brought into force</i>
Limited Partnerships Act 1907 (c.24)	In section 16(1)—

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<i>Short title and chapter</i>	<i>Extent of repeal brought into force</i>
	<ul style="list-style-type: none"> <li>(a) the words “, and there shall be paid for such inspection such fees as may be appointed by the Board of Trade, not exceeding 5p for each inspection”; and</li> <li>(b) the words from “and there shall be paid for each certificate” to the end.</li> </ul>
	In section 17(1)—
	<ul style="list-style-type: none"> <li>(a) the words “(but as to fees with the concurrence of the Treasury)”; and</li> <li>(b) paragraph (a).</li> </ul>
Companies Act 1985 (c.6)	<p>Section 311.</p> <p>Sections 323 to 329.</p> <p>Sections 343 and 344.</p> <p>Section 438.</p> <p>Section 439—</p> <ul style="list-style-type: none"> <li>(a) in subsection (2), the words “, or is ordered to pay the whole or any part of the costs of proceedings brought under section 438,”;</li> <li>(b) subsections (3) and (7); and</li> <li>(c) in subsection (8), the words “; and any such liability imposed by subsection (2) is (subject as mentioned above) a liability also to indemnify all persons against liability under subsection (3)”.</li> </ul> <p>Section 453(1A)(b).</p> <p>Section 708(5).</p> <p>Section 720.</p> <p>Section 729.</p> <p>Parts 2 to 4 of Schedule 13.</p> <p>Schedule 23.</p>
Companies Act 1989 (c.40)	<p>Section 58.</p> <p>Section 143(10).</p> <p>In Schedule 17, paragraph 4.</p>
Age of Legal Capacity (Scotland) Act 1991 (c.50)	In Schedule 1, paragraph 39.
Civil Partnership Act 2004 (c.33)	In Schedule 27, paragraphs 100 and 101.



## PART 2

### NORTHERN IRELAND

<i>Title and number</i>	<i>Extent of repeal brought into force</i>
Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I.6))	Articles 331 to 337. Articles 351 and 352. In Article 432— (a) in paragraph (2), the words “, or is ordered to pay the whole or any part of the costs of the proceedings brought under Article 431”; (b) paragraphs (3) and (7); and (c) in paragraph (8), the words “; and any such liability imposed by paragraph (2) is (subject as mentioned above) a liability also to indemnify all persons against liability under paragraph (3)”. Article 446(2)(b). Article 669. Article 677. Parts 2 to 4 of Schedule 13. Schedule 22.
Companies (Northern Ireland) Order 1990 (S.I. 1990/593 (N.I. 5))	In Schedule 10, paragraph 14.
Companies (No. 2) (Northern Ireland) Order 1990 (S.I. 1990/1504 (N.I. 10))	In Schedule 4, paragraph 4.

SCHEDULE 5

Article 8(1)

TRANSITIONAL PROVISIONS AND SAVINGS

PART 1

PROVISIONS COMING INTO FORCE ON 1ST JANUARY 2007

**Savings for certain provisions relating to Welsh companies**

1.—(1) Regulations 4 and 5 of the Companies (Welsh Language Forms and Documents) Regulations 1994<sup>(1)</sup> continue to have effect notwithstanding the repeal of section 710B of the 1985 Act.

(2) Regulation 4 (documents excepted from requirement to file certified translation into English) has effect as if made under section 1104(2) of the Companies Act 2006<sup>(2)</sup>.

(3) As so continued in force, that regulation has effect with the following adaptations—

(a) in paragraph (1) for “section 710B(3)(a)” substitute “section 1104(2)(a) of the Companies Act 2006”; and

(b) in paragraph (3) for “such a company as is mentioned in section 710B(1)(b)” substitute “a Welsh company as defined in section 1104(6) of the Companies Act 2006”.

(4) Regulation 5 (requirements as to person by whom a translation of a document into English is to be certified as correct) has effect as if the requirements imposed by it were requirements imposed by the registrar under section 1111 of the Companies Act 2006 by means of rules under section 1117 of that Act.

(5) As so continued in force, that regulation has effect with the following adaptations—

(a) in the opening words for “section 710B(8)” substitute “section 1107 of the Companies Act 2006”; and

(b) in paragraph (a)(iv) for “section 710(4)” substitute “section 1104(3) of the Companies Act 2006”.

PART 2

PROVISIONS COMING INTO FORCE ON 20TH JANUARY 2007

**Information about interests in a company’s shares**

2.—(1) The repeal of sections 198 to 210 and 220 of the 1985 Act or Articles 206 to 218 and 228 of the 1986 Order (obligation to disclose acquisitions and disposals of interests in shares) does not affect any obligation to which a person became subject under section 198 of that Act or Article 206 of that Order before 20th January 2007.

(2) The repeal of sections 212 to 220 of the 1985 Act or Articles 220 to 228 of the 1986 Order (power of public company to require disclosure of interests in shares) does not affect the operation of those provisions in relation to a notice issued by a company under section 212 of the 1985 Act or Article 220 of the 1986 Order before 20th January 2007.

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(1) S.I. 1994/117.

(2) 2006 c.46.

(3) On and after 20th January 2007 any separate part of a register kept by a company under section 213 of the 1985 Act or Article 221 of the 1986 Order (register of interests disclosed in response to requirement by company) shall continue to be kept by the company and shall be treated as a register kept under and for the purposes of section 808 of the Companies Act 2006.

(4) Until regulations under section 1136 of the Companies Act 2006 (regulations about where certain company records are to be kept available for inspection) are made specifying a place for the purposes of section 809(1)(b) of that Act—

- (a) the register kept under section 808 of that Act (register of interests disclosed) may be kept by a company at any place where its register of members is kept; and
- (b) no notice need be given to the registrar of companies under section 809(2) of that Act.

### **False or misleading statements in reports**

**3.** Section 463 of the Companies Act 2006 (liability for false or misleading statements in reports) does not apply to a directors' report, directors' remuneration report or summary financial statement first sent to members and others under section 238 or 251 of the 1985 Act, or Article 246 or 259 of the 1986 Order, before 20th January 2007.

### **Existing agreements to communication by electronic means**

**4.—(1)** This paragraph applies where an address has been notified by a person to a company for the purposes of—

- (a) section 238(4A) or 239(2A) of the 1985 Act or Article 246(4A) or 247(2A) of the 1986 Order (sending or supply of accounts and reports by means of electronic communications);
- (b) section 251(2A) of the 1985 Act or Article 259(2A) of the 1986 Order (sending of summary financial statement by means of electronic communications); or
- (c) section 369(4A) or 379A(2B) of the 1985 Act or Article 377(5) or 387A(2B) of the 1986 Order (notice of meeting given by means of electronic communications).

(2) Any such notification that is in force immediately before 20th January 2007 shall have effect on and after that date, in relation to the matters to which it relates, as an agreement under paragraph 6(a) of Schedule 5 to the Companies Act 2006 (agreement to accept documents or information in electronic form) and as an address specified under paragraph 7(1) of Schedule 5 to that Act (address for communications in electronic form).

**5.—(1)** This paragraph applies where an agreement between a person and a company has been entered into for the purposes of—

- (a) section 238(4B) of the 1985 Act or Article 246(4B) of the 1986 Order (sending or supply of copies of accounts and reports by means of website);
- (b) section 251(2B) of the 1985 Act or Article 259(2B) of the 1986 Order (sending of summary financial statement by means of website); or
- (c) section 369(4B) or 379A(2C) of the 1985 Act or Article 377(6) or 387A(2C) of the 1986 Order (notice of meeting given by means of website).

(2) Any such agreement that is in force immediately before 20th January 2007 shall have effect on and after that date, in relation to the matters to which it relates, as an agreement under paragraph 9(a) of Schedule 5 to the Companies Act 2006 (agreement to accept documents or information by means of a website).

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## PART 3

### PROVISIONS COMING INTO FORCE ON 6TH APRIL 2007

#### **Saving for existing provisions relating to fees**

**6.**—(1) The coming into force of section 1063 of the Companies Act 2006 (fees payable to the registrar) does not affect the continued operation of any other provision under which the payment of fees to the registrar of companies may be required until—

- (a) the coming into force of the repeal of the other provision; or
- (b) the exercise of the power in section 1063 in a manner inconsistent with its continued operation.

(2) Notwithstanding the coming into force of the repeals in section 16 of the Limited Partnerships Act 1907<sup>(3)</sup> and the repeal of section 17(a) of that Act, the fees appointed under the said section 16 and having effect immediately before 6th April 2007 shall continue to be payable, and the rules in force under the said section 17(a) immediately before 6th April 2007 shall continue to have effect.

(3) The repeal of section 708(5) of the 1985 Act shall not prevent the registrar from continuing to charge fees thereunder of which notice had before the repeal been given to those to whom the services in question have been, are being or are to be provided (including notice by publication of a list of fees in respect of services provided to any person who seeks their provision).

#### **Saving for certain acts done by a person as director**

**7.** The repeal of section 293(3) of the 1985 Act or Article 301(3) of the 1986 Order (age limit for directors: validity of acts done before it is discovered appointment has terminated) does not affect the validity of acts done by a person acting as director to whom that section or Article applied.

#### **Saving for civil proceedings brought by Department of Enterprise, Trade and Investment**

**8.** The repeal of Article 431 of the 1986 Order (power of Department of Enterprise, Trade and Investment to bring civil proceedings on company's behalf) does not affect proceedings brought under that Article before 6th April 2007.

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(3) 1907 c.24.