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DRAFT STATUTORY INSTRUMENTS

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**2011 No. 0000**

**COMPANIES**

The Companies Act 2006 (Consequential  
Amendments and Transitional Provisions) Order 2011

*Made - - - - 2011*

*Coming into force in accordance with article 1(2)*

THE COMPANIES ACT 2006 (CONSEQUENTIAL AMENDMENTS  
AND TRANSITIONAL PROVISIONS) ORDER 2011

1. Citation and commencement
2. Repeal of the Companies Consolidation (Consequential Provisions) Act 1985 (c.9)
3. In Part 1 of Schedule 1 (commencement of repeals made...
4. (1) The Companies Act 2006 (Consequential Amendments, Transitional Provisions and...
5. (1) Schedule 1 to this Order contains provisions preserving the...
6. The Insolvency Act 1986 (c.45)
7. The Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19))
8. The Building Societies (Transfer of Business) Regulations 1998 (S.I. 1998/212)
9. The Building Societies (Accounts and Related Provisions) Regulations 1998 (S.I. 1998/504)
10. The Cash Ratio Deposits (Eligible Liabilities) Order 1998 (S.I. 1998/1130)
11. The Bank of England (Information Powers) Order 1998 (S.I. 1998/1270)
12. The Financial Services and Markets Act 2000 (c.8)
13. The Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 (S.I. 2001/544)
14. The Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001 (S.I. 2001/1060)
15. The Open-ended Investment Companies Regulations 2001 (S.I. 2001/1228)
16. The Financial Services and Markets Act 2000 (Disclosure of Confidential Information) Regulations 2001 (S.I. 2001/2188)
17. The Financial Services and Markets Act 2000 (Communications by Auditors) Regulations 2001 (S.I. 2001/2587)
18. The Financial Services and Markets Act 2000 (Own-initiative Power) (Overseas Regulators) Regulations 2001 (S.I. 2001/2639)

**Draft Legislation:** This is a draft item of legislation. This draft has since been made as a UK Statutory Instrument:  
*The Companies Act 2006 (Consequential Amendments and Transitional Provisions) Order 2011 No. 1265*

19. The Financial Services and Markets Act 2000 (Official Listing of Securities) Regulations 2001 (S.I. 2001/2956)
20. The Financial Services and Markets Act 2000 (Control of Business Transfers) (Requirements on Applicants) Regulations 2001 (S.I. 2001/3625)
21. The Financial Services and Markets Act 2000 (Confidential Information) (Bank of England) (Consequential Provisions) Order 2001 (S.I. 2001/3648)
22. The Enterprise Act 2002 (Part 8 Domestic Infringements) Order 2003 (S.I. 2003/1593)
23. The Insurers (Reorganisation and Winding Up) Regulations 2004 (S.I. 2004/353)
24. The Credit Institutions (Reorganisation and Winding Up) Regulations 2004 (S.I. 2004/1045)
25. The Investment Recommendation (Media) Regulations 2005 (S.I. 2005/382)
26. The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (S.I. 2005/1529)
27. The Insurers (Reorganisation and Winding Up) (Lloyd's) Regulations 2005 (S.I. 2005/1998)
28. The Companies Act 2006 (c.46)
29. The European Cooperative Society Regulations 2006 (S.I. 2006/2078)
30. The Money Laundering Regulations 2007 (S.I. 2007/2157)
31. Transitional Provision: Northern Ireland open-ended investment companies
32. Revocation of instruments ceasing to have effect  
Signature

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#### SCHEDULE 1 — 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

#### SCHEDULE 2 — CONSEQUENTIAL AMENDMENTS TO THE OPEN-ENDED INVESTMENT COMPANIES REGULATIONS 2001

1. The Open-Ended Investment Companies Regulations 2001 are amended as follows...
2. In regulation 1 (citation, commencement and extent), for paragraph (3)...
3. In regulation 2(1) (interpretation) — (a) omit the definition of...
4. In regulation 13 (particulars of directors)— (a) in paragraph (1)(b),...
5. In regulation 15(3) (requirements for authorisation), for “in England and...
6. In regulation 20 (registrar’s index of company names) omit paragraph...
7. In regulation 31 (winding up by the court)—
8. In regulation 32 (dissolution on winding up by the court)—...
9. In regulation 33(4) (dissolution in other circumstances), for “in England...
10. In regulation 34A (removal of certain directors by ordinary resolution)—...
11. In regulation 36 (inspection of directors’ service contracts), for paragraph...

12. Omit regulation 41 (exclusion or deemed notice).
13. In regulation 46(8) (share certificates), after “England and Wales” insert...
14. Omit regulation 50 (power to close register).
15. In regulation 54 (name to appear in correspondence etc)—
16. In regulation 55 (particulars to appear in correspondence etc), in...
17. In the heading to regulation 56 (contracts: England and Wales)...
18. In the heading to regulation 57 (execution of documents: England...
19. (1) For the heading to regulation 58 (execution of deeds...
20. Omit regulation 59 (authentication of documents: England and Wales).
21. In regulation 60 (official seal for share certificates), omit paragraph...
22. In regulation 61(2)(a), after “England and Wales” insert “or Northern...
23. In regulation 64 (punishment for fraudulent trading)—
24. In regulation 65 (power to provide for employees on cessation...
25. In regulation 66 (reports: preparation), omit paragraph (3).
26. In regulation 74 (keeping of company records by the Authority)—...
27. In regulation 75 (inspection etc of records kept by the...
28. (1) In the heading to regulation 76 (provision by the...
29. Omit regulation 79 (exclusion of deemed notice).
30. In Schedule 2 (instrument of incorporation), in paragraph 2(a) (statement...
31. In Schedule 3 (register of shareholders)— (a) in paragraph 3(1)...
32. In Schedule 4 (share transfers), in paragraph 5(3)(a) after “Stock...
33. In Schedule 6 (mergers and divisions), in paragraph 6(3)—

### SCHEDULE 3 — TRANSITIONAL PROVISIONS: NORTHERN IRELAND OPEN-ENDED INVESTMENT COMPANIES

1. Main transitional provisions
2. Applications for authorisation in respect of Northern Ireland Open-Ended Investment Company

Explanatory Note