



Companies Act 1985

1985 CHAPTER 6

PART II

RE-REGISTRATION AS A MEANS OF ALTERING A COMPANY'S STATUS

Unlimited company becoming limited

51 Re-registration of unlimited company as limited

- (1) Subject as follows, a company which is registered as unlimited may be re-registered as limited if a special resolution that it should be so re-registered is passed, and the requirements of this section are complied with in respect of the resolution and otherwise.
- (2) A company cannot under this section be re-registered as a public company; and a company is excluded from reregistering under it if it is unlimited by virtue of re-registration under section 43 of the Companies Act 1967 or section 49 of this Act.
- (3) The special resolution must state whether the company is to be limited by shares or by guarantee and—
 - (a) if it is to be limited by shares, must state what the share capital is to be and provide for the making of such alterations in the memorandum as are necessary to bring it (in substance and in form) into conformity with the requirements of this Act with respect to the memorandum of a company so limited, and such alterations in the articles as are requisite in the circumstances;
 - (b) if it is to be limited by guarantee, must provide for the making of such alterations in its memorandum and articles as are necessary to bring them (in substance and in form) into conformity with the requirements of this Act with respect to the memorandum and articles of a company so limited.
- (4) The special resolution is subject to section 380 of this Act (copy to be forwarded to registrar within 15 days); and an application for the company to be re-registered as limited, framed in the prescribed form and signed by a director or by the secretary

Status: This is the original version (as it was originally enacted).

of the company, must be lodged with the registrar of companies, together with the necessary documents, not earlier than the day on which the copy of the resolution forwarded under section 380 is received by him.

- (5) The documents to be lodged with the registrar are—
- (a) a printed copy of the memorandum as altered in pursuance of the resolution ;
and
 - (b) a printed copy of the articles as so altered.
- (6) This section does not apply in relation to the re-registration of an unlimited company as a public company under section 43.

52 Certificate of re-registration under s. 51

- (1) The registrar shall retain the application and other documents lodged with him under section 51. and shall issue to the company a certificate of incorporation appropriate to the status to be assumed by the company by virtue of that section.
- (2) On the issue of the certificate—
- (a) the status of the company is, by virtue of the issue, changed from unlimited to limited ; and
 - (b) the alterations in the memorandum specified in the resolution and the alterations in, and additions to, the articles so specified take effect
- (3) The certificate is conclusive evidence that the requirements of section 51 in respect of re-registration and of matters precedent and incidental to it have been complied with, and that the company was authorised to be re-registered in pursuance of that section and was duly so re-registered.