



Companies Act 1989

1989 CHAPTER 40

PART V

OTHER AMENDMENTS OF COMPANY LAW

Miscellaneous

PROSPECTIVE

^{F1}128 Form and articles for partnership company.

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Textual Amendments

F1 Ss. 126-129 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), s. 1300(2), [Sch. 16](#); [S.I. 2008/2860](#), art. 4, [Sch. 1 Pt. 1](#) (with arts. 7, 8, [Sch. 2](#)) (which transitional provisions in [Sch. 2](#) are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, [Sch.](#))

^{F1}129 Membership of holding company.

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Textual Amendments

F1 Ss. 126-129 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), s. 1300(2), [Sch. 16](#); [S.I. 2008/2860](#), art. 4, [Sch. 1 Pt. 1](#) (with arts. 7, 8, [Sch. 2](#)) (which transitional provisions in [Sch. 2](#) are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, [Sch.](#))

Status: This version of this cross heading contains provisions that are prospective.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1989, Cross Heading: Miscellaneous. (See end of Document for details)

130 Company contracts and execution of documents by companies.

- [^{F2}(1).....
- (2).....
- (3)..... ^{F3}
- (4).....
- (5).....
- (6) The Secretary of State may make provision by regulations applying sections 36 to 36C of the Companies Act 1985 (company contracts; execution of documents; [^{F4}execution of deeds;] pre-incorporation contracts, deeds and obligations) to companies incorporated outside Great Britain, subject to such exceptions, adaptations or modifications as may be specified in the regulations.
- Regulations under this subsection shall be made by statutory instrument which shall be subject to annulment in pursuance of a resolution of either House of Parliament.
- (7).....]

Textual Amendments

- F2** S. 130 repealed (1.10.2009 for the repeal of s. 130(1)-(5)(7)) by [Companies Act 2006 \(c. 46\)](#), s. 1300(2), [Sch. 16](#); [S.I. 2008/2860](#), art. 4, [Sch. 1 Pt. 1](#) (with arts. 7, 8, [Sch. 2](#)) (which transitional provisions in [Sch. 2](#) are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, [Sch.](#))
- F3** S. 130(3) repealed by [Law Reform \(Miscellaneous Provisions\) \(Scotland\) Act 1990 \(c. 40, SIF 27; 68A:2; 76:2\)](#), s. 74(2), [Sch. 9](#)
- F4** Words in s. 130(6) inserted (E.W.) (15.9.2005) by [The Regulatory Reform \(Execution of Deeds and Documents\) Order 2005 \(S.I. 2005/1906\)](#), arts. 1(1), 10(1), [Sch. 1 para. 16](#)

^{F5}131 Members' rights to damages, &c.

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Textual Amendments

- F5** Ss. 131-133 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), s. 1300(2), [Sch. 16](#); [S.I. 2008/2860](#), art. 4, [Sch. 1 Pt. 1](#) (with arts. 7, 8, [Sch. 2](#)) (which transitional provisions in [Sch. 2](#) are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, [Sch.](#))

^{F5}132 Financial assistance for purposes of employees' share scheme.

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Textual Amendments

- F5** Ss. 131-133 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), s. 1300(2), [Sch. 16](#); [S.I. 2008/2860](#), art. 4, [Sch. 1 Pt. 1](#) (with arts. 7, 8, [Sch. 2](#)) (which transitional provisions in [Sch. 2](#) are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, [Sch.](#))

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PROSPECTIVE

F⁵133 Issue of redeemable shares.

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Textual Amendments

F5 Ss. 131-133 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), s. 1300(2), [Sch. 16](#); [S.I. 2008/2860](#), art. 4, [Sch. 1 Pt. 1](#) (with arts. 7, 8, [Sch. 2](#)) (which transitional provisions in [Sch. 2](#) are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, [Sch.](#))

134 Disclosure of interests in shares.

F6

Textual Amendments

F6 S. 134 repealed (20.1.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300(2), [Sch. 16](#); [S.I. 2006/3428](#), [art. 7\(b\)](#), [Sch. 3 Pt. 1](#)

135 Orders imposing restrictions on shares.

- (1) The Secretary of State may by regulations made by statutory instrument make such amendments of the provisions of the ^{M1}Companies Act 1985 [^{F7}and the Companies Act 2006] relating to orders imposing restrictions on shares as appear to him necessary or expedient—
 - (a) for enabling orders to be made in a form protecting the rights of third parties;
 - (b) with respect to the circumstances in which restrictions may be relaxed or removed;
 - (c) with respect to the making of interim orders by a court.
- (2) The provisions referred to in subsection (1) are ^{F8}. . . , section 445 and Part XV of the Companies Act 1985 [^{F9}and section 794 of the Companies Act 2006].
- (3) The regulations may make different provision for different cases and may contain such transitional and other supplementary and incidental provisions as appear to the Secretary of State to be appropriate.
- (4) Regulations under this section shall not be made unless a draft of the regulations has been laid before Parliament and approved by resolution of each House of Parliament.

Textual Amendments

- F7** Words in s. 135(1) inserted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 2(2), [Sch. 1 para. 159\(2\)](#)
- F8** Words in s. 135(2) repealed (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 2(2), [Sch. 1 para. 159\(3\)\(a\)](#), [Sch. 2](#)

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F9 Words in s. 135(2) inserted (6.4.2008) by [The Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), art. 2(2), **Sch. 1 para. 159(3)(b)**

Marginal Citations

M1 [1985 c. 6.](#)

F10 **136 A company’s registered office.**

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Textual Amendments

F10 S. 136 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), s. 1300(2), **Sch. 16**; S.I. 2008/2860, art. 4, **Sch. 1 Pt. 1** (with arts. 7, 8, **Sch. 2**) (which transitional provisions in **Sch. 2** are amended (1.10.2009) by S.I. 2009/2476, arts. 1(3), 2(3)(4) and by S.I. 2009/1802, arts. 1, 18, **Sch.**)

137 Effecting of insurance for officers and auditors of company.

F11

Textual Amendments

F11 S. 137 repealed (6.4.2008) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300(2), **Sch. 16**; S.I. 2007/3495, **art. 8**, **Sch. 2 Pt. 1** (with arts. 7, 12)

138 Increase of limits on certain exemptions.

F12

Textual Amendments

F12 S. 138 repealed (1.10.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300(2), **Sch. 16**; S.I. 2007/2194, {art. 8}, **Sch. 2 Pt. 1** (with art. 12, **Sch. 3** (as amended by S.I. 2007/2607, arts. 1, 4 and S.I. 2007/3495, arts. 2(6), 11, **Sch. 5 para. 2(3)-(7)**) and subject to **Sch. 1**)

139 Annual returns.

F13(1)

F13(2)

F13(3)

(4) In Schedule 1 to the ^{M2}Company Directors Disqualification Act 1986 (matters relevant to determining unfitness of directors), in paragraph 4 (failure of company to comply with certain provisions), for sub-paragraphs (f) and (g) substitute—
 “(f) section 363 (duty of company to make annual returns);”.

(5) **F14**

Status: This version of this cross heading contains provisions that are prospective.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1989, Cross Heading: Miscellaneous. (See end of Document for details)

Textual Amendments

- F13** S. 139(1)-(3) repealed (1.10.2009) by Companies Act 2006 (c. 46), s. 1300(2), Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 Pt. 1 (with arts. 7, 8, Sch. 2) (which transitional provisions in Sch. 2 are amended (1.10.2009) by S.I. 2009/2476, arts. 1(3), 2(3)(4) and by S.I. 2009/1802, arts. 1, 18, Sch.)
- F14** S. 139(5) repealed (22.7.2004 with effect in accordance with s. 77 of the amending Act) by Finance Act 2004 (c. 12), s. 326, Sch. 42 Pt. 2(7)

Marginal Citations

- M2** 1986 c. 46.

140 Floating charges (Scotland).

- (1) In section 463 of the Companies Act 1985 (effect of floating charge on winding up), in subsection (1) for the words “On the commencement of the winding up of a company,” there shall be substituted the words “ Where a company goes into liquidation within the meaning of section 247(2) of the Insolvency Act 1986, ”.
- (2) Section 464 of the Companies Act 1985 (ranking of floating charges) is amended as follows.
- (3) In subsection (1)(b) at the beginning there shall be inserted the words “ with the consent of the holder of any subsisting floating charge or fixed security which would be adversely affected, ”.
- (4) After subsection (1) there shall be inserted the following subsection—

“(1A) Where an instrument creating a floating charge contains any such provision as is mentioned in subsection (1)(a), that provision shall be effective to confer priority on the floating charge over any fixed security or floating charge created after the date of the instrument.”.
- (5) For subsection (3) there shall be substituted—

“(3) The order of ranking of the floating charge with any other subsisting or future floating charges or fixed securities over all or any part of the company’s property is determined in accordance with the provisions of subsections (4) and (5) except where it is determined in accordance with any provision such as is mentioned in paragraph (a) or (b) of subsection (1).”.
- (6) In subsection (5) at the end there shall be added the following paragraph—

“; and

 - (e) (in the case of a floating charge to secure a contingent liability other than a liability arising under any further advances made from time to time) the maximum sum to which that contingent liability is capable of amounting whether or not it is contractually limited.”.
- (7) In subsection (6) after the words “subject to” there shall be inserted the words “ Part XII and to ”.
- (8) In section 466 of the Companies Act 1985 (alteration of floating charges), subsections (4) and (5) and in subsection (6) the words “falling under subsection (4) of this section” shall cease to have effect.

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Modifications etc. (not altering text)

- C1** S. 140(1) restricted (20.5.1995) by [S.I. 1995/1352, art.4](#)
S. 140(3) restricted (20.5.1995) by [S.I. 1995/1352, art.5](#)
S. 140(6) restricted (20.5.1995) by [S.I. 1995/1352, art.8](#)

Commencement Information

- II** S. 140 partly in force; s. 140 not in force at Royal Assent see s. 215(1)(2); s. 140(1)-(6) in force at 3.7.1995 by [S.I. 1995/1352, art. 3\(a\)](#)

^{F15}141 Application to declare dissolution of company void.

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Textual Amendments

- F15** Ss. 141-143 repealed (20.1.2007 for the repeal of s. 143(5), 6.4.2007 for the repeal of s. 143(10), 1.10.2007 for the repeal of s. 143(8)(9), 6.4.2008 for the repeal of s. 143(4), 1.10.2008 for the repeal of s. 141(4) for specified purposes, 1.10.2009 in so far as not already in force) by [Companies Act 2006 \(c. 46\), s. 1300\(2\), Sch. 16](#); [S.I. 2006/3428](#), art. 7(b)(c), Sch. 3 Pt. 1, Sch. 4 Pt. 1 (with arts. 6, 8(2)); [S.I. 2007/2194](#), art. 8, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 3 para. 48); [S.I. 2007/3495](#), art. 8(a), Sch. 2 Pt. 1 (with arts. 7, 12); [S.I. 2008/1886](#), art. 2(f) (with arts. 6, 7); [S.I. 2008/2860](#), art. 4, Sch. 1 Pt. 1 (with arts. 7, 8, Sch. 2) (which transitional provisions in Sch. 2 are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, Sch.)

PROSPECTIVE

^{F15}142 Abolition of doctrine of deemed notice.

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Textual Amendments

- F15** Ss. 141-143 repealed (20.1.2007 for the repeal of s. 143(5), 6.4.2007 for the repeal of s. 143(10), 1.10.2007 for the repeal of s. 143(8)(9), 6.4.2008 for the repeal of s. 143(4), 1.10.2008 for the repeal of s. 141(4) for specified purposes, 1.10.2009 in so far as not already in force) by [Companies Act 2006 \(c. 46\), s. 1300\(2\), Sch. 16](#); [S.I. 2006/3428](#), art. 7(b)(c), Sch. 3 Pt. 1, Sch. 4 Pt. 1 (with arts. 6, 8(2)); [S.I. 2007/2194](#), art. 8, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 3 para. 48); [S.I. 2007/3495](#), art. 8(a), Sch. 2 Pt. 1 (with arts. 7, 12); [S.I. 2008/1886](#), art. 2(f) (with arts. 6, 7); [S.I. 2008/2860](#), art. 4, Sch. 1 Pt. 1 (with arts. 7, 8, Sch. 2) (which transitional provisions in Sch. 2 are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, Sch.)

^{F15}143 Rights of inspection and related matters.

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Textual Amendments

F15 Ss. 141-143 repealed (20.1.2007 for the repeal of s. 143(5), 6.4.2007 for the repeal of s. 143(10), 1.10.2007 for the repeal of s. 143(8)(9), 6.4.2008 for the repeal of s. 143(4), 1.10.2008 for the repeal of s. 141(4) for specified purposes, 1.10.2009 in so far as not already in force) by [Companies Act 2006 \(c. 46\), s. 1300\(2\), Sch. 16](#); [S.I. 2006/3428](#), art. 7(b)(c), Sch. 3 Pt. 1, Sch. 4 Pt. 1 (with arts. 6, 8(2)); [S.I. 2007/2194](#), art. 8, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 3 para. 48); [S.I. 2007/3495](#), art. 8(a), Sch. 2 Pt. 1 (with arts. 7, 12); [S.I. 2008/1886](#), art. 2(f) (with arts. 6, 7); [S.I. 2008/2860](#), art. 4, Sch. 1 Pt. 1 (with arts. 7, 8, Sch. 2) (which transitional provisions in Sch. 2 are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, Sch.)

144 “Subsidiary”, “holding company” and “wholly-owned subsidiary”.

^{F16}(1)

^{F16}(2)

^{F16}(3)

(4) Schedule 18 contains amendments and savings consequential on the amendments made by this section; and the Secretary of State may by regulations make such further amendments or savings as appear to him to be necessary or expedient.

(5) Regulations under this section shall be made by statutory instrument which shall be subject to annulment in pursuance of a resolution of either House of Parliament.

(6) So much of section 23(3) of the Interpretation Act 1978 as applies section 17(2)(a) of that Act (presumption as to meaning of references to enactments repealed and re-enacted) to deeds or other instruments or documents does not apply in relation to the repeal and re-enactment by this section of section 736 of the Companies Act 1985.

Textual Amendments

F16 S. 144(1)-(3) repealed (1.10.2009) by [Companies Act 2006 \(c. 46\), s. 1300\(2\), Sch. 16](#); [S.I. 2008/2860](#), art. 4, Sch. 1 Pt. 1 (with arts. 7, 8, Sch. 2) (which transitional provisions in Sch. 2 are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, Sch.)

145

The Companies Act 1985 has effect with the further amendments specified in Schedule 19.

Commencement Information

I2 S. 145 partly in force; s. 145 not in force at Royal Assent see s. 215(1)(2); s. 145 in force at 3.7.1995 (so far as it extends to paragraph 20 of Schedule 19 to this Act) by [S.I. 1995/1352](#), art. 3(b)

Status:

This version of this cross heading contains provisions that are prospective.

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 1989, Cross Heading: Miscellaneous.