

STATUTORY INSTRUMENTS

1981 No. 1684 (C.47)

COMPANIES
BUSINESS NAMES**The Companies Act 1981 (Commencement No. 2) Order 1981***Made - - - - 24th November 1981*

The Secretary of State, in exercise of his powers under section 119(3) of the Companies Act 1981(a), hereby makes the following Order:

1. This Order may be cited as the Companies Act 1981 (Commencement No. 2) Order 1981.
2. The provisions of the Companies Act 1981 specified in Schedule 1 hereto shall come into operation on 24th November 1981.
3. The provisions of the Companies Act 1981 specified in Schedule 2 hereto shall come into operation on 22nd December 1981.

Reginald Eyre,
Parliamentary Under-Secretary of State,
Department of Trade.

24th November 1981.

Article 2.

SCHEDULE 1

PROVISIONS COMING INTO OPERATION ON 24TH NOVEMBER 1981

Provisions of the Act	Subject matter of provisions
Section 31.	Words and expressions requiring approval of Minister.
Section 32 except sub-paragraph (ii) of subsection (1)(b) thereof.	Regulations made under Section 31.
Section 34, in so far as it relates to the definition of "business" for the purposes of Part II of the Act.	Interpretation of Part II.

(a) 1981 c. 62.

SCHEDULE 2

Article 3.

PROVISIONS COMING INTO OPERATION ON 22ND DECEMBER 1981

Provisions of the Act	Subject matter of provisions
Section 16(2) in so far as it provides that section 20 of the Companies Act 1967(a) shall cease to have effect.	Cesser of effect of section 20 of the 1967 Act (particulars of exports to be given in directors' reports in certain cases).
Section 85, except in so far as it provides for the insertion of section 43A (b) into the Companies Act 1980(b).	Treatment of certain distributions in kind for the purposes of Part III of the 1980 Act.
Section 86.	Investigation on application of company.
Section 87.	Duty of directors and others to assist inspectors.
Section 88.	Disclosure and authentication of inspectors' reports.
Section 89.	Duty of directors and others to assist in investigations under section 172 of the Companies Act 1948(c).
Section 90.	Extension of power to require information to be provided under section 173 of the 1948 Act.
Section 91.	Amendment of section 174 of the 1948 Act.
Section 92.	Powers of Secretary of State under section 334 of the 1948 Act.
Section 96.	Criminal liability in case of fraudulent trading by company.
Section 97.	Companies' registered numbers.
Section 98.	Inspection of copies of company records.
Section 99.	Sealing of documents.
Section 100.	Destruction of old records.
Section 103.	Privileged information.
Section 104.	Further disclosure of information permitted in certain cases.
Section 105.	Amendment of section 283 of the 1948 Act.

(a) 1967 c. 81. (b) 1980 c. 22. (c) 1948 c. 38.

Provisions of the Act	Subject matter of provisions
Section 106.	Minimum notice of meeting for voluntary winding up.
Section 108.	Revival of dissolved companies.
Section 110.	Exclusion from section 48 of the 1980 Act of arrangements made between certain group companies or by companies in liquidation.
Section 111.	Additional exception from section 49 of the 1980 Act.
Section 112.	International bonds.
Section 116.	Amendment of Companies Acts in connection with their consolidation.
Section 119(4) and (5), in so far as it relates to the provisions of Schedules 3 and 4 hereinafter specified.	Minor and consequential amendments and repeals.
Schedule 3, paragraphs 3, 4, 7, 8, 11, 12, 28, 32, 34, 37, 38, 40, 41, 42, 45, except subparagraphs (1)(a) thereof, 47, except subparagraphs (a)(i), (b) and (d) thereof, 48, except subparagraph (a) thereof, 49, 50, 51, 52, 53, 54, 56, 57, 58, 59, 60.	Minor and consequential amendments.
Schedule 4, in so far as it provides for the repeal of, or of words in the following provisions: (a) sections 165(1)(a)(i), 167(4), section 174(1), 201, 283(4), and 354 of the 1948 Act; (b) section 20 of the 1967 Act. (c) sections 34(2), 36(3) and 38(4) of the Companies Act 1976 (a) and, in Schedule 2 thereto, the entries relating to sections 13, 69, 98, 106E, 390 and 426 of the 1948 Act. (d) in Schedule 2 to the 1980 Act, the entries relating to sections 124 and 125 of the 1948 Act.	Repeals.

(a) 1976 c. 69.

EXPLANATORY NOTE

(This Note is not part of the Order.)

Certain provisions of the Companies Act 1981 were brought into force by the Companies Act 1981 (Commencement No. 1) Order 1981 (S.I. 1981/1621).

This present Order brings into operation on 24th November 1981 those provisions of the Companies Act 1981 specified in Schedule 1 to the Order and on 22nd December 1981 those further provisions of that Act specified in Schedule 2 to the Order.

The provisions brought into operation on 24th November 1981 are sections 31, 32, except subsection (1)(b)(ii) and 34 in so far as it relates to the definition of "business" for the purposes of Part II of the Act. These provisions enable the Secretary of State to make Regulations under section 31 of the Act specifying the words or expressions for the use of which as or as part of a company or business name his approval is required under section 22(2)(b) or 28(2)(b) of the Act.

The provisions brought into operation on 22nd December 1981 are as follows:—

section 16(2), in so far as it provides that section 20 (particulars of exports to be stated in directors reports) of the Companies Act 1967 shall cease to have effect.

section 85, in so far as it provides for the treatment of certain distributions in kind for the purposes of Part III of the Companies Act 1980 ;

sections 86 to 90 and 92 which amend certain provisions of the Companies Act 1948 relating to inspections and investigations and, in particular, extend the powers exercisable by inspectors or the Secretary of State under those provisions ;

section 91, which amends section 174 of the Companies Act 1948 and, in particular, restricts the grounds upon which an order lifting restrictions on shares may be made and enables the court to order that restricted shares be sold ;

section 96 which imposes criminal liability for fraudulent trading whether or not the company is in liquidation ;

sections 97 to 100 which make various amendments to the law regarding the functions of the registrar of companies ;

section 103 which enables a person to withhold information protected by legal professional privilege in certain criminal proceedings under the Companies Act 1948 and in investigations under that Act and the Companies Act 1967 ;

section 104 which extends the purposes for which and the persons to whom information obtained in an investigation under the provisions referred to in section 111 of the Companies Act 1967 may be disclosed ;

sections 105, 106 and 108 which make certain amendments to the law relating to voluntary liquidations and the assets of dissolved companies ;

section 110 which excludes certain arrangements from section 48 of the Companies Act 1980 (substantial property transactions with directors etc) ;

section 111 which provides for an additional exception from the provisions of section 49 of the Companies Act 1980 (prohibition of loans etc. to directors and connected persons) ;

section 112 which makes certain amendments to section 71 of the Companies Act 1980 (international bonds) and gives the Secretary of State power to make certain further amendments to that section by Regulations, subject to affirmative resolution of both Houses of Parliament ;

section 116 which enables the provisions of the Companies Acts 1948 to 1981 to be amended by Order in Council in connection with their consolidation ;

sections 119(4) and (5) in so far as they relate to the minor and consequential amendments and repeals contained in Schedules 3 and 4 to the Act which are specified in the Schedule to the Order ; and those amendments and repeals.

Of the minor and consequential amendments brought into operation by the Order the most significant is that contained in paragraph 11 of Schedule 3 to the Act which amends section 201 of the Companies Act 1948 relieving a company of the obligation to show the names of its directors on certain business documents unless, in the case of business letters, the names of any of them appear otherwise than in the text or as a signatory.

The other provisions of the Companies Act 1981 have not yet been brought into operation.

NOTE AS TO EARLIER COMMENCEMENT ORDERS

(This Note is not part of the Order.)

Sections 33, 36 to 41 and 107 of the Act came into force on Royal Assent (30th October 1981).

The following provisions of the Act will be brought into force on 3rd December 1981 by a commencement order made before the date of this Order: —

<i>Provision</i>	<i>S.I. Number</i>
Sections 42 to 44	1981/1621
Section 60 (partially)	
Section 62(1) (partially)	
Sections 113 to 115	
Sections 117 and 118	
Section 119 (partially), Schedules 3 and 4 (partially)	

SI 1981/1684
ISBN 0-11-017684-7

