
EXPLANATORY NOTE

(This note is not part of the Order)

This is the first Commencement Order made under the Companies Act 2006 (c.46) (“the Act”). Part 47, and certain provisions in Parts 43, 44 and 46 of the Act came into force on the passing of the Act.

Article 2 brings into force on 1st January 2007 provisions for the sending of documents to the registrar of companies by electronic means and for the searching of the register and provision by the registrar of copy documents electronically. There is a saving in paragraph 1 of Schedule 5 for existing provisions enabling certain documents to be filed in Welsh without English translation and about the certifying of translations from Welsh as correct.

Article 3(1)(c) brings section 463 of the Act (liability for false or misleading statements in reports) into force on 20th January 2007. Transitional provision is made in paragraph 3 of Schedule 5 to the Order. This provides that section 463 will not apply to directors’ reports, directors’ remuneration reports and summary financial statements so far as derived from such reports when they are prepared under Part 7 of the Companies Act 1985 (c.6) or Part 8 of the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6)) and first sent to members and others before 20th January 2007.

Article 3(1)(d) brings into force on 20th January 2007 Part 22 of the Act (information about interests in a company’s shares), other than sections 811(4), 812 and 814. Part 22 replaces some of the provisions contained in Part 6 of the Companies Act 1985 and Part 7 of the Companies (Northern Ireland) Order 1986 (disclosure of interests in shares); the remaining provisions are replaced by rules made by the Financial Services Authority. Paragraph 2 of Schedule 5 to the Order contains transitional provisions relating to matters arising before 20th January 2007 in respect of obligations to disclose interests in shares, registers of interests in shares and notices requiring information relating to interests in shares.

Article 3(1)(a), (b) and (e) bring into force on 20th January 2007 the company communications provisions of the Act (sections 308, 309, 333 and 1143 to 1148 and Schedules 4 and 5). These deal with the sending or supplying of documents or information by or to a company, the giving and publishing of notices of meetings, and the sending of documents relating to meetings where the documents are in electronic form.

Article 4(1)(a) brings into force on 6th April 2007 provision for the charging of fees by the registrar of companies in England and Wales and in Scotland under the Act and other legislation. This applies in England and Wales and in Scotland only: article 4(4) provides that the new provision does not yet extend to Northern Ireland. Paragraph 6 of Schedule 5 contains a saving for existing fees until they are superseded under the new provision.

Article 4(1)(b) to (e) brings into force on 6th April 2007 provisions of the Act which repeal the power of the Secretary of State to bring civil proceedings on a company’s behalf, certain provisions about company directors, the requirement that certain companies publish periodical statements, and the requirement that the Secretary of State prepare an annual report.

Article 4(1)(f) brings into force on 6th April 2007 provision for disclosure of information under the Enterprise Act 2002.

Article 4(2) brings into force on 6th April 2007 the repeal by the Act of various provisions of the Companies (Northern Ireland) Order 1986 (“the 1986 Order”), provisions of the Companies Act 1985 (“the 1985 Act”) and the 1986 Order on authentication of documents on behalf of a company and sections 293 and 294 of the 1985 Act and articles 301 and 302 of the 1986 Order on directors’ age limits.

Status: *This is the original version (as it was originally made). This item of legislation is currently only available in its original format.*

Article 7 of the Order brings into force section 1295 of the Act (repeals) on 1st January 2007 in relation to those provisions set out in Schedule 2, on 20th January 2007 in relation to those provisions set out in Schedule 3 and on 6th April 2007 in relation to those provisions set out in Schedule 4.