
STATUTORY INSTRUMENTS

2008 No. 2860

**The Companies Act 2006 (Commencement No. 8,
Transitional Provisions and Savings) Order 2008**

Citation and commencement

1.—(1) This Order may be cited as the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008.

(2) This Order comes into force on 1st October 2009.

Interpretation

2. In this Order—

“the 1985 Act” means the Companies Act 1985⁽¹⁾;

“the 1986 Order” means the Companies (Northern Ireland) Order 1986⁽²⁾;

“existing company” means a company that immediately before 1st October 2009 was formed and registered under the 1985 Act or the 1986 Order or was an existing company for the purposes of that Act or Order;

“transitional company” means a company that is formed and registered, or re-registered, under the 1985 Act or the 1986 Order on or after 1st October 2009 by virtue of paragraph 2(3) or 22(3) of Schedule 2 to this Order.

Provisions of the Companies Act 2006 coming into force on 1st October 2009

3. The following provisions of the Companies Act 2006 come into force on 1st October 2009—

(a) in Part 1 (general introductory provisions)—

section 1 (companies);

sections 3 to 6 (types of company);

(b) Part 2 (sections 7 to 16) (company formation);

(c) in Part 3 (a company’s constitution)—

section 17 (a company’s constitution);

sections 18 to 28 (articles of association);

sections 31 to 38 (other provisions relating to a company’s constitution);

(d) in Part 4 (a company’s capacity and related matters)—

sections 39 to 42 (capacity of company and power of directors to bind it);

sections 43 and 45 to 47 (formalities of doing business under the law of England and Wales or Northern Ireland);

section 48 (formalities of doing business under the law of Scotland);

(1) 1985 c.6.

(2) S.I. 1986/1032 (N.I. 6).

- sections 49 to 52 (other matters);
- (e) in Part 5 (a company's name)—
 - sections 53 to 57 (general requirements);
 - sections 58 to 65 (indications of company type or legal form);
 - sections 66 to 68 (similarity to other names);
 - sections 75 and 76 (powers of Secretary of State in relation to company names);
 - sections 77 to 81 (change of name);
- (f) Part 6 (sections 86 to 88) (a company's registered office);
- (g) Part 7 (sections 89 to 111) (re-registration as a means of altering a company's status);
- (h) in Part 8 (a company's members)—
 - section 112 (the members of a company);
 - sections 113 to 115 and 120 and 122 to 127 (register of members);
 - sections 129 to 135 (overseas branch registers);
 - sections 136 to 144 (prohibition on subsidiary being member of its holding company);
- (i) in Part 10 (a company's directors)—
 - sections 162 to 167 (register of directors);
 - sections 240 to 246 (directors' residential addresses: protection from disclosure);
 - section 247 (power to make provision for employees on cessation or transfer of business);
- (j) in Part 12 (company secretaries), sections 275 to 279 (register of secretaries);
- (k) in Part 17 (a company's share capital)—
 - sections 540 to 543 and 545 to 548 (shares and share capital);
 - sections 549 to 559 (allotment of shares: general provisions);
 - sections 560 to 577 (allotment of equity securities: shareholders' right of pre-emption);
 - sections 578 and 579 (public companies: allotment where issue not fully subscribed);
 - sections 580 to 592 (payment for shares);
 - sections 593 to 609 (public companies: independent valuation of non-cash consideration);
 - sections 610 to 616 (share premiums);
 - sections 617 to 628 (alteration of share capital);
 - sections 629 to 640 (classes of share and class rights);
 - sections 641(1)(b) and 645 to 653 (reduction of share capital confirmed by the court);
 - sections 655 to 657 (miscellaneous and supplementary provisions);
- (l) Part 18 (sections 658 to 737) (acquisition by limited company of its own shares);
- (m) Part 24 (sections 854 to 859) (a company's annual return);
- (n) Part 25 (sections 860 to 894) (company charges);
- (o) Part 31 (sections 1000 to 1034) (dissolution and restoration to the register);
- (p) in Part 33 (UK companies not formed under companies legislation), sections 1040 to 1042 (companies not formed under companies legislation but authorised to register);

- (q) Part 34 (sections 1044 to 1059) (overseas companies);
- (r) in Part 35 (the registrar of companies)—
 - sections 1060 to 1062 (the registrar);
 - section 1063 (fees payable to registrar), so far as not already in force;
 - sections 1064 to 1067 (certificates of incorporation and registered numbers);
 - sections 1068(1) to (4), (6) and (7) and 1069 to 1071 (delivery of documents to the registrar);
 - sections 1072 to 1076 (requirements for proper delivery);
 - sections 1081 to 1084 (the register);
 - sections 1093 to 1098 (correction or removal of material on the register);
 - sections 1099 to 1101 (the registrar’s index of company names);
 - sections 1108 to 1110 (language requirements: transliteration);
 - sections 1112 to 1120 (supplementary provisions);
- (s) in Part 36 (offences under the Companies Acts)—
 - sections 1121 to 1123 (liability of officer in default);
 - section 1125 (meaning of “daily default fine”);
 - sections 1127 to 1133 (other provisions);
- (t) in Part 37 (companies: supplementary provisions)—
 - sections 1134 to 1136, 1137(2), (3) and (5)(a) and 1138 (company records);
 - sections 1139 to 1142 (service addresses);
 - sections 1149 to 1153 (requirements as to independent valuation);
 - sections 1154 and 1155 (notice of appointment of certain officers);
 - section 1156 (meaning of “the court”);
- (u) in Part 38 (companies: interpretation)—
 - section 1158 (meaning of “UK-registered company”);
 - sections 1159 and 1160 and Schedule 6 (meaning of “subsidiary” and related expressions);
 - section 1163 (meaning of “non-cash asset”);
 - section 1166 (meaning of “employees’ share scheme”);
 - sections 1168, 1171, 1173 (so far as not already in force) and 1174 and Schedule 8 (other definitions etc);
- (v) in Part 39 (companies: minor amendments)—
 - section 1180 (repeal of certain provisions about company charges);
 - section 1181 (access to constitutional documents of RTE and RTM companies);
- (w) Part 40 (sections 1182 to 1191) (company directors: foreign disqualification);
- (x) Part 41 (sections 1192 to 1208) (business names);
- (y) in Part 44 (miscellaneous provisions)—
 - section 1275 (levy to pay expenses of bodies concerned with actuarial standards etc);
 - section 1283 (commonhold associations);
- (z) Part 45 (sections 1284 to 1287) (Northern Ireland).

Repeals

4. Section 1295 of, and Schedule 16 to, the Companies Act 2006 (repeals) come into force on 1st October 2009 so far as relating to the repeal of the provisions specified in Schedule 1 to this Order.

Transitional provisions and savings

5. Schedule 2 to this Order contains transitional provisions and savings relating to the provisions (and repeals) brought into force by this Order.

Revocation of spent transitional adaptations

6.—(1) The following provisions (which make transitional adaptations that are no longer needed as a result of this Order) are revoked—

- (a) Schedule 1 to the Companies Act 2006 (Commencement No. 1, Transitional Provisions and Savings) Order 2006(3);
- (b) Schedule 1 to the Companies Act 2006 (Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings) Order 2007(4);
- (c) Schedule 1 to the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007(5);
- (d) Schedule 1 to the Companies Act 2006 (Commencement No. 5, Transitional Provisions and Savings) Order 2007(6);
- (e) paragraph 1 of Schedule 3 to the Companies Act 2006 (Commencement No. 6, Saving and Commencement Nos. 3 and 5 (Amendment)) Order 2008(7);
- (f) articles 3 to 5 of the Companies Act 2006 (Commencement No. 7, Transitional Provisions and Savings) Order 2008(8).

(2) The revocations have effect subject to any relevant transitional provision or saving in Schedule 2 to this Order.

Prosecution of offences in transitional cases

7.—(1) Where a provision creating an offence is repealed and re-enacted without modification by or under the Companies Act 2006—

- (a) an offence committed before the commencement of the new law is to be charged under the old law,
- (b) an offence committed after the commencement of the new law is to be charged under the new law, and
- (c) an offence committed partly before and partly after the commencement of the new law is to be charged under the new law and not under the old.

(2) For this purpose an offence is committed partly before and partly after the commencement of the new law if a relevant event occurs before commencement and another relevant event occurs after commencement.

(3) A “relevant event” means an act, omission or other event (including any result of one or more acts or omissions) proof of which is required for conviction of the offence.

(3) S.I. 2006/3428 (C. 132).
(4) S.I. 2007/1093(C. 49).
(5) S.I. 2007/2194 (C. 84).
(6) S.I. 2007/3495 (C. 150).
(7) S.I. 2008/674 (C. 26).
(8) S.I. 2008/1886 (C. 83).

(4) This article is without prejudice to section 1297(2) of the Companies Act 2006 (continuity of the law).

General saving

8. The provisions of this Order do not affect the operation of section 1297 of the Companies Act 2006 (continuity of the law) except as expressly provided.

5th November 2008

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Economic and Business Minister,
Department for Business, Enterprise and
Regulatory Reform