
STATUTORY INSTRUMENTS

2009 No. 2437

The Companies (Companies Authorised to Register) Regulations 2009

PART 3

EFFECT OF REGISTRATION

Application of the Companies Acts

General application of the Companies Acts

18.—(1) Subject to the following regulations, the provisions of the Companies Acts apply to a registered company, and to its members and contributories, in the same manner as if it had been formed and registered under the Companies Act 2006.

(2) References in this and the following regulations to the Companies Acts—

^{F1}(a)

(b) do not include Part 2 of the Companies (Audit, Investigation and Community Enterprise) Act 2004 ^{M1} (community interest companies).

Textual Amendments

F1 Reg. 18(2)(a) omitted (31.12.2020) by virtue of [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/348\)](#), reg. 2, [Sch. 3 para. 27](#); 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M1 2004 c.27.

Exclusions

19.—(1) The model articles of association prescribed by the Secretary of State under section 19 of the Companies Act 2006 do not apply unless adopted by special resolution.

(2) Provisions relating to the numbering of shares do not apply to a joint stock company whose shares are not numbered.

Restrictions on power to alter company's constitution

20.—(1) Subject to the provisions of this Part, the company does not have power—

(a) to alter any provision contained in an enactment relating to the company,

(b) without the consent of the Secretary of State, to alter any provision contained in letters patent relating to the company.

(2) The company does not have power to alter any provision contained in a royal charter or letters patent with respect to the company's objects.

(3) Where by virtue of paragraph (1) or (2) a company does not have power to alter a provision, it does not have power to ratify acts of the directors in contravention of the provision.

Provisions as to capital structure

21. The provisions with respect to—

- (a) the re-registration of an unlimited company as limited,
- (b) the powers of an unlimited company on re-registration as a limited company to provide that a portion of its share capital shall not be capable of being called up except in the event of winding up, and
- (c) the power of a limited company to determine that a portion of its share capital shall not be capable of being called up except in that event,

apply notwithstanding any provisions contained in any enactment, royal charter or other instrument constituting or regulating the company.

Saving for other powers to alter company's constitution

22.—(1) Except as mentioned in paragraph (2), none of the provisions of this Part or of the Companies Acts affects any power of altering the company's constitution or regulations vested in the company by virtue of any enactment or other instrument constituting or regulating it.

(2) Paragraph (1) does not apply to the power of the court under section 996(2) of the Companies Act 2006 (protection of members against unfair prejudice: power of court to regulate the conduct of the company's affairs).

Status of banking company in Scotland

23. A banking company in Scotland that is incorporated by virtue of registration under these Regulations is deemed a bank incorporated, constituted or established by or under an Act of Parliament.

Changes to legislation:

There are currently no known outstanding effects for the The Companies (Companies Authorised to Register) Regulations 2009, Cross Heading: Application of the Companies Acts.