STATUTORY INSTRUMENTS

2007 No. 2541

COMPANIES

The Companies (Tables A to F) (Amendment) Regulations 2007

Made - - - -	*3rd September 2007*
Laid before Parliament	*3rd September 2007*
Coming into force - -	*1st October 2007*

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 3 and 8 of the Companies Act 1985(**a**).

PART 1

Introduction

Citation, commencement and interpretation

1. These Regulations may be cited as the Companies (Tables A to F) (Amendment) Regulations 2007 and come into force on 1st October 2007.

2. In these Regulations, references to Tables A and C are to those tables in the Companies (Tables A to F) Regulations 1985(**b**).

PART 2

Amendments applicable to all companies limited by shares

Interpretation

3.—(1) Regulation 1 of Table A is amended as follows.

(2) Omit the definition of "the Act" and insert the following definition—

> ""the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006(**c**) for the time being in force;".

General meetings

4. Regulation 36 of Table A ceases to have effect.

(**a**) 1985 c.6.
(**b**) S.I. 1985/805, amended by S.I. 2000/3373.
(**c**) 2006 c.46.

5.—(1) Regulation 37 of Table A is amended as follows.

(2) After the words "proceed to convene" omit the words "an extraordinary" and insert the word "a".

(3) After the first reference to "general meeting" omit the words "for a date not later than eight weeks after receipt of the requisition" and insert the words "in accordance with the provisions of the Act".

Proceedings at general meetings

6. Regulation 53 of Table A ceases to have effect.

Winding up

7.—(1) Regulation 117 of Table A is amended as follows.

(2) After the words "with the sanction of" omit the words "an extraordinary" and insert the words "a special".

PART 3

Amendments applicable to private companies limited by shares only

8. Regulations 9 to 18 amend Table A only so far as it relates to private companies limited by shares.

Notice of general meetings

9.—(1) Regulation 38 of Table A is amended as follows.

(2) Omit the words "An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other extraordinary".

(3) Omit paragraph (a).

(4) In paragraph (b), omit the words "in the case of any other meeting" and "- five".

(5) Omit the words "and, in the case of an annual general meeting, shall specify the meeting as such".

Proceedings at general meetings

10.—(1) Regulation 40 of Table A is amended as follows.

(2) At the beginning of the second sentence insert the words "Save in the case of a company with a single member".

Votes of members

11.—(1) Regulation 60 of Table A is amended as follows.

(2) After the words "our behalf at the" omit the words "annual/extraordinary".

12.—(1) Regulation 61 of Table A is amended as follows.

(2) After the words "our behalf at the" omit the words "annual/extraordinary".

Appointment and retirement of directors

13. Regulations 73 to 75 of Table A cease to have effect.

14.—(1) Regulation 76 of Table A is amended as follows.

(2) After the words "No person" omit the words "other than a director retiring by rotation".

15.—(1) Regulation 77 of Table A is amended as follows.

(2) After the words "meeting of any person" omit the words "(other than a director retiring by rotation at the meeting)".

16.—(1) Regulation 78 of Table A is amended as follows.

(2) Omit the words "Subject as aforesaid,".

17.—(1) Regulation 79 of Table A is amended as follows.

(2) Omit the second and third sentences.

18. Regulation 80 of Table A ceases to have effect.

PART 4

Amendments applicable to public companies limited by shares only

19. Regulations 20 to 22 amend Table A only so far as it relates to public companies limited by shares.

Notice of general meetings

20.—(1) Regulation 38 of Table A is amended as follows.

(2) After the words "annual general meeting" omit the words "and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director".

(3) After the words "All other" omit the word "extraordinary".

Votes of members

21.—(1) Regulation 60 is amended as follows.

(2) After the words "our behalf at the annual/" omit the word "extraordinary" and insert the words "any other".

22.—(1) Regulation 61 is amended as follows.

(2) After the words "our behalf at the annual/" omit the word "extraordinary" and insert the words "any other".

PART 5

Amendments applicable to companies limited by guarantee and not having a share capital

Meaning of Table A

23. Before Article 1 of Table C insert the following—

"**A1.** References in these Articles to Table A are to that Table so far as it relates to private companies limited by shares.".

Stephen Timms
Minister of State for Competitiveness,
Department for Business, Enterprise and Regulatory Reform

3rd September 2007

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations amend the Companies (Tables A to F) Regulations 1985 and apply to a company registered on or after 1st October 2007 which adopts Table A or Table C as Articles of Association.

Part 2 makes amendments to Table A which apply to all companies—

regulation 3 widens the definition of "the Act" which means the Companies Act 1985 to include provisions of the Companies Act 2006 ("the 2006 Act");

regulation 4 omits regulation 36 from Table A as references to extraordinary general meetings have no meaning under the 2006 Act;

regulation 5 amends regulation 37 of Table A to reflect the change in timing for calling a meeting provided by section 304 of the 2006 Act;

regulation 6 omits regulation 53 from Table A as it conflicts with section 281(1) of the 2006 Act for private companies and with section 281(2) of the 2006 Act for public companies;

regulation 7 omits the reference to extraordinary resolution in regulation 117 of Table A as this has no meaning under the 2006 Act.

Part 3 makes amendments to Table A which apply to private companies limited by shares only—

regulation 9 amends regulation 38 of Table A so as to omit references which are inapplicable to private companies under the 2006 Act. Similarly regulations 11 and 12 amend regulations 60 and 61 of Table A so as to remove references to annual and extraordinary general meetings for private companies;

regulation 10 amends regulation 40 of Table A to reflect section 318 of the 2006 Act which sets a quorum for a meeting of one qualifying person in the case of a single member company;

regulations 13 to 18 omit or amend regulations 73 to 80 of Table A to reflect the fact that the 2006 Act does not contain provisions on the appointment and retirement of directors by rotation.

Part 4 makes amendments to Table A which apply to public companies limited by shares only. Regulations 20,21 and 22 amend regulations 38, 60 and 61 of Table A by omitting references to extraordinary general meetings.

Part 5 (regulation 23) amends Table C so that the version of Table A which, as modified by Table C, applies to companies limited by guarantee is the version of Table A which applies to private companies limited by shares.

An informal Keeling schedule to accompany these Regulations is available on the BERR website. It contains a version of Table A as it applies to a private company limited by shares; Table A as it applies to a public company limited by shares and Table C as amended by these Regulations.

An impact assessment has not been produced for these Regulations as no impact on the private or voluntary sectors is foreseen.

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