*Draft Order laid before Parliament under paragraph 2 of Schedule 2 to the European Communities Act 1972, sections 657(4), 1088(6), 1290 and 1294(6) of the Companies Act 2006 and section 74(5) of the Charities Act 2006 for approval by resolution of each House of Parliament.*

DRAFT STATUTORY INSTRUMENTS

**2009 No. 0000**

**COMPANIES**

# The Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009

| | |
|---|---|
| *Made - - - - -* | **** 2009* |
| *Coming into force - -* | *1st October 2009* |




£15.50

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| *Made - - - -* | **** 2009* |
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The Secretary of State makes the following Order in exercise of the powers conferred by section 2(2) of the European Communities Act 1972(**a**), sections 657, 1088, 1292, 1294, 1296(1) and 1300(2) of the Companies Act 2006(**b**) and section 75(4) and (5) of the Charities Act 2006(**c**).

The Secretary of State is a Minister designated for the purposes of section 2(2) of the European Communities Act 1972 in relation to the creation, operation, regulation or dissolution of companies and other forms of business organisation(**d**) and is a relevant Minister for the purposes of section 75 of the Charities Act 2006(**e**).

In accordance with paragraph 2 of Schedule 2 to the European Communities Act 1972, sections 657(4), 1088(6), 1290 and 1294(6) of the Companies Act 2006 and section 74(5) of the Charities Act 2006, a draft of this instrument was laid before Parliament and approved by a resolution of each House of Parliament.

*Introductory*

**Citation and commencement**

**1.**—(1) This Order may be cited as the Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009.

(2) The provisions of this Order come into force on 1st October 2009.

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(**a**) 1972 c.68; section 2(2) and paragraph 2 of Schedule 2 to the 1972 Act were amended by section 27 of the Legislative and Regulatory Reform Act 2006 (c.51).
(**b**) 2006 c.46.
(**c**) 2006 c.50.
(**d**) See S.I. 2007/193.
(**e**) See section 75(6).

*Consequential amendments*

**Consequential amendments, repeals and revocations**

**2.**—(1) Schedule 1 to this Order contains consequential amendments.

(2) Schedule 2 to this Order contains other consequential repeals and revocations.

**References to companies registered or re-registered under earlier legislation**

**3.** A reference in any enactment to—

(a) a company formed and registered under the Companies Act 2006,

(b) a company registered but not formed under that Act, or

(c) a company re-registered under that Act,

includes a company treated as so formed and registered, registered or re-registered by virtue of section 1297(3) of that Act, including that provision as applied by paragraph 1(2) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008(**a**).

**References to Northern Ireland directors disqualification orders**

**4.** A reference in any enactment to a disqualification order under the Company Directors Disqualification (Northern Ireland) Order 2002 includes a disqualification order made under Part 2 of the Companies (Northern Ireland) Order 1989 that by virtue of section 29(3)(a) of the Interpretation Act (Northern Ireland) 1954 has effect as if made under the 2002 Order.

*Transitional provisions*

**Change of name by existing or transitional company**

**5.**—(1) This article applies where, in the case of an existing or transitional company—

(a) the company's articles are deemed to contain a statement of its name by virtue of section 28 of the Companies Act 2006 (provisions of memorandum treated as provisions of articles), and

(b) the company changes its name (by any means) on or after 1st October 2009.

(2) The company is not required to amend its articles in order to effect the change of name.

(3) The deemed statement in the company's articles ceases to have effect when the change of name takes effect.

(4) The company is not required to send a copy of its articles to the registrar in accordance with section 26 of the Companies Act 2006.

(5) Where the company, in complying with any obligation to send a person a copy of its articles, relies on paragraph 9(1)(a) or (b) of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, it must—

(a) if it relies on paragraph 9(1)(a) (provisions of old-style memorandum appended to other provisions of articles), omit the provision stating the company's former name;

(b) if it relies on paragraph 9(1)(b) (copy of old-style memorandum with indication of provisions deemed to be provisions of the articles), indicate that the provision stating the company's former name is no longer effective.

(6) In this article—

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(**a**) S.I. 2008/2860 (C. 126).

"existing company" and "transitional company" have the same meaning as in the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (see article 2 of that Order); and

"old-style memorandum" has the same meaning as in paragraph 9(1) of Schedule 2 to that Order (see sub-paragraph (2) of that paragraph).

**Companies that are charities: requirement of consent for affirmation of certain transactions**

**6.**—(1) Section 42(4) of the Companies Act 2006 (companies that are charities: requirement of consent for affirmation of certain transactions with directors or their associates) applies where the request for consent is received on or after 1st October 2009.

(2) Any request for consent under section 65(4) of the Charities Act 1993 or Article 9A(4) of the Charities (Northern Ireland) Order 1987 received but not determined before that date is treated as if made under section 42(4) of the Companies Act 2006.

(3) In relation to a decision under section 65(4) of the Charities Act 1993 made before 1st October 2009 the provisions of that Act as to appeals continue to have effect without the amendments made by this Order.

**Functions of registrar of companies for Northern Ireland: contracting out**

**7.**—(1) On the coming into force in relation to the registrar of companies for Northern Ireland of an order under Part 2 of the Deregulation and Contracting Out Act 1994(**a**), as amended by this Order, the provisions of the Deregulation and Contracting Out (Northern Ireland) Order 1996(**b**) relating to that registrar shall cease to have effect.

(2) Those provisions are—

(a) in Article 2(2), the definition of "registrar of companies";

(b) Article 11; and

(c) Part 1 of Schedule 2.

**Amendments of insolvency legislation**

**8.**—(1) The amendments by this Order of the Insolvency Act 1986 ("the 1986 Act") and the Insolvency (Northern Ireland) Order 1989 ("the 1989 Order") apply as follows.

(2) They apply where, in a company voluntary arrangement, a moratorium comes into force in relation to a company on or after 1st October 2009.

(3) They apply where a company enters administration on or after 1st October 2009, except where—

(a) it enters administration by virtue of an administration order under paragraph 10 of Schedule B1 to the 1986 Act (or paragraph 11 of Schedule B1 to the 1989 Order) on an application made before 1st October 2009,

(b) the administration is immediately preceded by a voluntary liquidation in respect of which the resolution to wind up was passed before 1st October 2009, or

(c) the administration is immediately preceded by a liquidation on the making of a winding-up order on a petition which was presented before 1st October 2009.

(4) They apply where, in a receivership, a receiver or manager is appointed in respect of a company on or after 1st October 2009.

(5) They apply where a company goes into liquidation upon the passing on or after 1st October 2009 of a resolution to wind up.

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(**a**) 1994 c.40; Part 2 is amended by paragraph 148 of Schedule 1 to this Order.
(**b**) S.I. 1996/1632 (N.I. 11); the Order is amended by paragraph 166 of Schedule 1 to this Order.

(6) They apply where a company goes into voluntary liquidation under paragraph 83 of Schedule B1 to the 1986 Act (or paragraph 84 of Schedule B1 to the 1989 Order), except where the preceding administration—

(a) commenced before 1st October 2009, or

(b) is an administration which commenced by virtue of an administration order under paragraph 10 of Schedule B1 to the 1986 Act (or paragraph 11 of Schedule B1 to the 1989 Order) on an application which was made before 1st October 2009.

(7) They apply where a company goes into liquidation on the making of a winding-up order on a petition presented on or after 1st October 2009, except where the liquidation is immediately preceded by—

(a) an administration under paragraph 10 of Schedule B1 to the 1986 Act (or paragraph 11 of Schedule B1 to the 1989 Order) where the administration order was made on an application made before 1st October 2009,

(b) an administration in respect of which the appointment of an administrator under paragraph 14 or 22 of Schedule B1 to the 1986 Act (or paragraph 15 or 23 of Schedule B1 to the 1989 Order) took effect before 1st October 2009, or

(c) a voluntary liquidation in respect of which the resolution to wind up was passed before 1st October 2009.

*Savings*

**Saving for unlimited liabilities of directors etc**

**9.** The repeal of the provisions relating to unlimited liability of directors and others, that is—

(a) sections 306 and 307 of the Companies Act 1985 and section 75 of the Insolvency Act 1986, or

(b) Articles 314 and 315 of the Companies (Northern Ireland) Order 1986 and Article 62 of the Insolvency (Northern Ireland) Order 1989,

does not affect the operation of those provisions in relation to liabilities arising before 1st October 2009 or in connection with the holding of an office to which a person was appointed before that date on the understanding that their liability would be unlimited.

**Saving for information obtained or report made under repealed NI provisions**

**10.**—(1) The operation of any provision about the disclosure of information—

(a) obtained under a repealed NI provision, or

(b) contained in a report made under a repealed NI provision,

is not affected by the repeal of that provision (or the repeal of the NI provision).

(2) So far as may be necessary for continuing the operation of any such provision—

(a) information obtained as mentioned in paragraph (1)(a) is to be treated in the same way as information obtained under the corresponding GB provision, and

(b) information contained in any such report as is mentioned in paragraph (1)(b) is to be treated in the same way as information contained in a report made under the corresponding GB provision.

(3) In this article—

"repealed NI provision" means a provision of Northern Ireland legislation that is repealed in consequence of the extension to Northern Ireland, by any provision of Part 45 of the Companies Act 2006, of provisions applying in Great Britain; and

"corresponding GB provision" means the corresponding provision so applied.

**Saving for provisions relating to nature of liability of member or contributory**

**11.**—(1) The new provisions as to the nature of a member's or contributory's liability apply to liabilities arising on or after 1st October 2009 and the old provisions continue to apply to liabilities arising before that date.

(2) The new provisions are section 33(2) of the Companies Act 2006 and (in England and Wales) section 80 of the Insolvency Act 1986 as amended by this Order.

(3) The old provisions are—

(a) in England and Wales, section 14(2) of the Companies Act 1985 and section 80 of the Insolvency Act 1986 as it has effect before that amendment;

(b) in Northern Ireland, Articles 4(d)(ii) and 15(c) of the Limitation (Northern Ireland) Order 1989.

(4) For the purposes of this article a liability is treated as arising when the limitation period starts to run for the purposes of the Limitation Act 1980 or the Limitation (Northern Ireland) Order 1989.

**Saving for earlier consequential amendments, transitional provisions and savings**

**12.**—(1) Schedule 3 to this Order contains provisions preserving the effect of the provisions of the Companies Consolidation (Consequential Provisions) Act 1985 and the Companies Consolidation (Consequential Provisions) (Northern Ireland) Order 1986 relating to old public companies.

(2) The repeal of the other provisions of that Act or Order does not affect the operation of—

(a) any provision amending an enactment that remains in force;

(b) any transitional provision that remains capable of having effect in relation to the corresponding provision of the Companies Act 2006;

(c) any saving that remains capable of having effect in relation to the repeal of an enactment by that Act or Order.

**Saving of power to order caution for expenses (in Scotland) or security for costs (in Northern Ireland)**

**13.**—(1) Schedule 1 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008(**a**) (repeals coming into force on 1st October 2009) is amended as follows—

(a) in Part 1 (Great Britain repeals), in the list of provisions of the Companies Act 1985, for "Sections 721 to 726" substitute "Sections 721 to 725 and 726(1)";

(b) in Part 2 (Northern Ireland repeals), in the list of provisions of the Companies (Northern Ireland) Order 1986, for "Articles 670 to 674" substitute "Articles 670 to 673".

(2) In Article 674 of the Companies (Northern Ireland) Order 1986 (power to order security for costs in Northern Ireland) the expression "limited company" has the same meaning as in the Companies Acts (see section 3 of the Companies Act 2006).

(3) That Article and section 726(2) of the Companies Act 1985 (power to order caution for expenses in Scotland) apply to a limited liability partnership registered under the Limited Liability Partnerships Act 2000 as they apply to a limited company.

*Name*
Minister for Business and Regulatory Reform,
Department for Business, Innovation and Skills

Date

(**a**) S.I. 2008/2860 (C. 126).

# SCHEDULE 1

Article 2(1)

## CONSEQUENTIAL AMENDMENTS

**Newspaper Libel and Registration Act 1881 (c. 60)**

**1.**—(1) The Newspaper Libel and Registration Act 1881 is amended as follows.

(2) In section 1 (interpretation)—

(a) for the definition of "registrar" substitute—

"The word "registrar" means—

(a) in England and Wales, the registrar of companies for England and Wales, and

(b) in Northern Ireland, the registrar of companies for Northern Ireland.";

(b) omit the definition of "registry office".

(3) In the following provisions for "to the Registry Office" substitute "to the registrar"—

section 9 (annual return to be made);

section 11 (power of party to transaction in share or interest in newspaper to make return).

(4) For section 13 (registrar to enter returns in register) substitute—

"**Registrar to enter returns in register**

**13.**—(1) It is the duty of the registrar forthwith to register every return made under this Act in the register of newspaper proprietors.

(2) Any person may—

(a) inspect the register, or

(b) require a copy of any material on the register.

(3) The registrar may specify the form and manner—

(a) in which application is to be made for any such inspection or copy, and

(b) in which copies are to be provided.

(4) The applicant may require any copy so provided to be certified by the registrar as a true copy.

(5) The Secretary of State may make provision by regulations (to be made by statutory instrument) as to the manner in which such a certificate is to be provided in a case where the copy is provided in electronic form.

(6) Copies provided by the registrar may, instead of being certified in writing to be an accurate record, be sealed with the registrar's official seal.".

(5) Omit section 14 (fees payable for registrar's services).

(6) For section 15 (copies of entries in and extracts from register to be evidence) substitute—

"**Certified copy of material on register to be admissible in evidence**

**15.** A copy provided under section 13, certified by the registrar (whose official position it is unnecessary to prove) to be an accurate record of the contents of the original document, is in all legal proceedings admissible in evidence—

(a) as of equal validity with the original document, and

(b) as evidence of any fact stated in the original document of which direct oral evidence would be admissible.".

(7) In section 18 (exclusion of newspapers belonging to joint stock companies), for "joint stock company duly incorporated under and subject to the provisions of the Companies Acts 1862 to 1879" substitute "company formed and registered under the Companies Act 2006 or incorporated in another EEA state".

**Partnership Act 1890 (c. 39)**

**2.** In section 1(2) of the Partnership Act 1890 (definition of partnership: excluded companies and associations), for paragraph (a) substitute—

"(a) registered under the Companies Act 2006, or".

**Limited Partnerships Act 1907 (c. 24)**

**3.**—(1) The Limited Partnerships Act 1907 is amended as follows.

(2) In section 9(1) (registration of changes in partnerships), omit the words from "at the register office" to "is registered".

(3) In section 10(2) (notices to be published in the Gazette: meaning of "the Gazette")—

(a) for "Ireland" substitute "Northern Ireland", and

(b) for "Dublin" substitute "Belfast".

(4) In section 14 (register and index to be kept) omit the words "At each of the register offices herein-after referred to" and ", in proper books to be provided for the purpose,".

(5) For section 15 (registrar of joint stock companies to be registrar under Act) substitute—

"**The registrar**

**15.**—(1) The registrar of companies is the registrar of limited partnerships.

(2) In this Act—

(a) references to the registrar in relation to the registration of a limited partnership are to the registrar to whom the application for registration is to be made (see section 8A(1)(d)(**a**));

(b) references to registration in a particular part of the United Kingdom are to registration by the registrar for that part of the United Kingdom;

(c) references to the registrar in relation to any other matter relating to a limited partnership are to the registrar for the part of the United Kingdom in which the partnership is registered.".

(6) In section 16 (inspection of statements registered)—

(a) in subsection (1), omit "in the register offices aforesaid";

(b) in subsection (2), omit "or one of the assistant registrars" and "or assistant registrar".

**Law of Property Act 1925 (c. 20)**

**4.** In section 74(6) of the Law of Property Act 1925 (execution of instruments by or on behalf of corporations), for "memorandum or articles" substitute "articles".

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(**a**) Section 8A is inserted, with effect from 1st October 2009, by the Legislative Reform (Limited Partnerships) Order 2009 (S.I. 2009/[ ]).

**Mining Industry Act 1926 (c. 28)**

**5.** In section 20 of the Mining Industry Act 1926 (power of coal-mining companies to establish profit sharing schemes), for "memorandum or articles of association" substitute "articles of association".

**Reserve and Auxiliary Forces (Protection of Civil Interests) Act 1951 (c. 65)**

**6.**—(1) The Reserve and Auxiliary Forces (Protection of Civil Interests) Act 1951 is amended as follows.

(2) In section 27(5)(b) (renewal of tenancy in England and Wales: meaning of "company"), for "has the same meaning as in the Companies Act 1948" substitute "has the meaning given by section 1(1) of the Companies Act 2006".

(3) In section 38(5)(b) (renewal of tenancy in Scotland: meaning of "company"), for "has the same meaning as in the Companies Act 1948" substitute "has the meaning given by section 1(1) of the Companies Act 2006".

**Landlord and Tenant Act 1954 (c. 56)**

**7.** In section 46(2) of the Landlord and Tenant Act 1954 (interpretation of Part 2)—

(a) in the definition of "company" for "section 735 of the Companies Act 1985" substitute "section 1(1) of the Companies Act 2006";

(b) in the definition of "subsidiary" for "section 736 of that Act" substitute "section 1159 of that Act".

**Corporate Bodies' Contracts Act 1960 (c. 46)**

**8.** In the Corporate Bodies' Contracts Act 1960, for section 2 (exclusion of companies under Companies Acts) substitute—

"**Exclusion of companies etc**

**2.** This Act does not apply to—

(a) a company registered under the Companies Act 2006,

(b) a company incorporated outside the United Kingdom, or

(c) a limited liability partnership.".

**Transport Act 1962 (c. 46)**

**9.** In section 92(1) of the Transport Act 1962 (interpretation), in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Stock Transfer Act 1963 (c. 18)**

**10.**—(1) Section 1(4) of the Stock Transfer Act 1963 (simplified transfer of securities: securities to which the section applies) is amended as follows.

(2) In paragraph (a) for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

(3) In paragraph (b) for "within the meaning of the said Act" substitute "as so defined".

**Stock Transfer Act (Northern Ireland) 1963 (c. 24 (N.I.))**

**11.**—(1) Section 1(4) of the Stock Transfer Act (Northern Ireland) 1963 (simplified transfer of securities) is amended as follows.

(2) In paragraph (a) for "within the meaning of the Companies (Northern Ireland) Order 1986" substitute "as defined in section 1(1) of the Companies Act 2006".

(3) In paragraph (b) for "within the meaning of the said Act" substitute "as so defined".

**Harbours Act 1964 (c. 40)**

**12.**—(1) The Harbours Act 1964 is amended as follows.

(2) In section 14(4A) (harbour revision orders: authorities within same group)—

(a) for "the Companies Act 1985" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)", and

(b) for "that Act" substitute "that section".

(3) In section 57(1) (interpretation), in the definition of "marine work" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Business Tenancies Act (Northern Ireland) 1964 (c. 36 (N.I.))**

**13.** In section 25(2) of the Business Tenancies Act (Northern Ireland) 1964 (groups of companies: meaning of "subsidiary"), for "Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**Industrial and Provident Societies Act 1965 (c. 12)**

**14.**—(1) The Industrial and Provident Societies Act 1965 is amended as follows.

(2) In section 1(2)(b) (conditions of registration: special reasons making registration as company not appropriate), for "the Companies Act 1985" substitute "the Companies Acts".

(3) In section 7E(1)(b) (invalidity of certain transactions), omit "or a company with whom such a member is associated".

(4) In section 7F (interpretation of section 7E)—

(a) omit subsection (2);

(b) in subsection (3)—

(i) for "Section 346(2) to (8) of the Companies Act 1985" substitute "Sections 252 to 255 of the Companies Act 2006", and

(ii) omit "or to a committee member's being "associated with" a company".

(5) In section 39(4) (annual return), for "section 55(b)" substitute "section 55(1)(b)".

(6) In section 52(2) (conversion into, amalgamation with or transfer of engagements to company)—

(a) for "the Companies Act 1985" substitute "the Companies Acts", and

(b) for "signed and attested under the said Act of 1985" substitute "authenticated under the Companies Acts".

(7) In section 53 (conversion of company into registered society)—

(a) in subsection (2) after "together with the secretary" insert "(or if the company has no secretary, a director)";

(b) in subsection (4)—

(i) omit "under the seal of the company", and

(ii) for "to the office of the registrar of companies within the meaning of the Companies Act 1985" substitute "to the registrar of companies";

(c) in subsection (6) omit "aforesaid".

(8) For section 55 (dissolution of registered society) substitute—

"**Dissolution of society**

**55.**—(1) A registered society may be dissolved—

(a) on its being wound up in pursuance of an order or resolution made as is directed in the case of companies registered under the Companies Acts, or

(b) in accordance with section 58 of this Act, by an instrument of dissolution to which not less than three-fourths of the members of the society have given their consent testified by their signatures to the instrument.

(2) The provisions relating to the winding up of companies registered under the Companies Acts have effect in relation to a registered society as if the society were such a company, subject to the following modifications—

(a) any reference to the registrar of companies shall be read as a reference to the Authority;

(b) any reference to a company registered in Scotland shall be read as a reference to a society registered under this Act whose registered office is situated in Scotland;

(c) if the society is wound up in Scotland, the court having jurisdiction is the sheriff court within whose jurisdiction the society's registered office is situated.

(3) A copy of any resolution passed for the voluntary winding up of a registered society must be sent by the society to the Authority within 15 days after it is passed.

For the purposes of section 62 of this Act (offences by officers etc) as it applies in relation to a failure to comply with this subsection, a liquidator of the society shall be treated as an officer of it.

(4) A copy of any resolution passed for the voluntary winding up of a registered society must be annexed to every copy of the registered rules of the society issued after the passing of the resolution.

(5) This section has effect subject to section 59 of this Act (restriction on dissolution or cancellation of registration).".

(9) In section 57 (winding up), for "section 55(a)" substitute "section 55(1)(a)".

(10) In section 58(1) (instrument of dissolution), for "section 55(b)" substitute "section 55(1)(b)".

(11) In section 74(1) (interpretation), for the definition of "Companies Acts" substitute—

""the Companies Acts" means the Companies Acts as defined in section 2(1) of the Companies Act 2006 or any law for the like purposes in force in any of the Channel Islands and includes corresponding earlier Acts or laws;".

**Factories Act (Northern Ireland) 1965 (c. 20 (N.I.))**

**15.** In section 168(1)(c) of the Factories Act (Northern Ireland) 1965 (service of documents), for "being a company to which the Companies (Northern Ireland) Order 1986 applies" substitute "that is a company as defined in section 1(1) of the Companies Act 2006".

**Industrial and Provident Societies Act 1967 (c. 48)**

**16.** In section 3(2)(c) of the Industrial and Provident Societies Act 1967 (application to registered societies of provisions relating to floating charges), for "Chapter II of Part XII of the Act of 1985" substitute "Chapter 2 of Part 25 of the Companies Act 2006".

**Transport Act (Northern Ireland) 1967 (c. 37 (N.I.))**

**17.** In section 81(1) of the Transport Act (Northern Ireland) 1967 (interpretation), in the definition of "subsidiary" for "Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**National Loans Act 1968 (c. 13)**

**18.** In section 12 of the National Loans Act 1968 (power of Treasury to borrow), in subsection (5)(a) (national savings certificates etc issued through Post Office company or subsidiary), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Port of London Act 1968 (c. 32)**

**19.** In section 59 of the Port of London Act 1968 (Port of London Authority: accounts and audit), for subsection (3) substitute—

"(3) The auditor or firm must be eligible for appointment as a statutory auditor (see Part 42 of the Companies Act 2006).".

**Transport Act 1968 (c. 73)**

**20.** In section 23A(2) of the Transport Act 1968 (interpretation of provisions relating to railways: meaning of "wholly-owned subsidiary"), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Industrial and Provident Societies Act (Northern Ireland) 1969 (c. 24 (N.I.))**

**21.**—(1) The Industrial and Provident Societies (Northern Ireland) Act 1969 is amended as follows.

(2) In section 7D(1)(b) (transactions with committee members and other persons in excess of powers), omit "or a company with whom such a member is associated".

(3) In section 7E (definitions relating to section 7D)—

(a) omit subsection (2);

(b) in subsection (3)—

(i) for "Article 354(2) to (8) of that Order" substitute "Sections 252 to 255 of the Companies Act 2006", and

(ii) omit "or to a member of the committee's being "associated with" a company".

(4) In section 31(b) (investments) for "registered under the Companies Acts" substitute "registered under the Companies Act 2006".

(5) In section 48(5) (annual return), for "section 64(b)" substitute "section 64(1)(b)".

(6) In section 61 (conversion into, or transfer of engagements to, company)—

(a) in subsection (1)—

(i) for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006", and

(ii) for "that Order" substitute "that Act";

(b) in subsection (2)—

(i) for "required by the Companies (Northern Ireland) Order 1986" substitute "required by subsection (1) of section 8 of the Companies Act 2006";

(ii) for "signed and attested under the said Order of 1986" substitute "authenticated as required by subsection (2) of that section".

(7) In section 62 (conversion of company into registered society)—

(a) in subsection (1) for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006";

(b) in subsection (2) after "together with the secretary" insert "(or if the company has no secretary, a director)";

(c) in subsection (4)—

(i) omit "under the seal of the company", and

(ii) omit "within the meaning of the Companies (Northern Ireland) Order 1986";

(d) in subsection (6) for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006".

(8) For section 64 (dissolution of registered society) substitute—

"**Dissolution of registered society**

**64.**—(1) A registered society may be dissolved—

(a) on its being wound up in pursuance of an order or resolution made as is directed in regard to companies by the Insolvency (Northern Ireland) Order 1989, or

(b) in accordance with section 67, by an instrument of dissolution to which not less than three-fourths of the members of the society have given their consent testified by their signatures to the instrument.

(2) The provisions of the Insolvency (Northern Ireland) Order 1989 applied by subsection (1)(a) have effect as if the society were a company, but any reference to the registrar of companies shall be read as a reference to the registrar within the meaning of this Act.

(3) A copy of any resolution passed for the voluntary winding up of a registered society must be sent by the society to the registrar within 15 days after it is passed.

For the purposes of section 71 (offences by officers etc) as it applies in relation to a failure to comply with this subsection, a liquidator of the society shall be treated as an officer of it.

(4) A copy of any resolution passed for the voluntary winding up of a registered society must be annexed to every copy of the registered rules of the society issued after the passing of the resolution.

(5) This section has effect subject to section 68 (restriction on dissolution or cancellation of registration).".

(9) In section 66 (winding up), for "section 64(a)" substitute "section 64(1)(a)".

(10) In section 67(1) (instrument of dissolution), for "section 64(b)" substitute "section 64(1)(b)".

(11) In section 101(1) (interpretation) omit the definition of "Companies Acts".

**Prevention of Oil Pollution Act 1971 (c. 60)**

**22.** In section 19(4B) of the Prevention of Oil Pollution Act 1971 (prosecutions: service of documents on foreign companies), for the words from "to whom" to the end substitute "to which section 1139 of the Companies Act 2006 applies so as to authorise service of the document in question.".

**Land Charges Act 1972 (c. 61)**

**23.** In section 3(8) of the Land Charges Act 1972 (registration of land charges: enactments under which company charges registered), for "and sections 395 to 398 of the Companies Act 1985" substitute ", sections 395 to 398 of the Companies Act 1985 and Part 25 of the Companies Act 2006 and regulations made under section 1052 of that Act".

**Industry Act 1972 (c. 63)**

**24.** In section 10(9) of the Industry Act 1972 (construction credits), for "by section 736 of the Companies Act 1985, or by Article 4 of the Companies (Northern Ireland) Order 1986" substitute "by section 1159 of the Companies Act 2006".

**Local Government Act (Northern Ireland) 1972 (c. 9 (N.I.))**

**25.** In section 32(4) of the Local Government Act (Northern Ireland) 1972 (ancillary powers of High Court in exercising jurisdiction under section 31), for the words from "an inspector appointed by the" to the end substitute "an inspector appointed under section 431 of the Companies Act 1985; and accordingly sections 433 to 436 of that Act (powers etc) apply for the purposes of an investigation by an inspector appointed under subsection (1)(b) above as they apply for the purposes of an investigation by an inspector appointed under section 431 of that Act.".

**Fair Trading Act 1973 (c. 51)**

**26.** In section 137(5) of the Fair Trading Act 1973 (interpretation: meaning of interconnected bodies corporate), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Local Government (Scotland) Act 1973 (c. 65)**

**27.** In Schedule 7A to the Local Government (Scotland) Act 1973 (access to information: exempt information), in paragraph 2 of Part 2 (exclusion of information required to be registered under certain legislation) for paragraph (a) substitute—

"(a) the Companies Acts (as defined in section 2(1) of the Companies Act 2006);".

**Consumer Credit Act 1974 (c. 39)**

**28.** In section 16(10)(a)(iii) of the Consumer Credit Act 1974 (exempt agreements: meaning of wholly-owned subsidiary), for "the Companies Act 1985" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)".

**Friendly Societies Act 1974 (c. 46)**

**29.**—(1) The Friendly Societies Act 1974 is amended as follows.

(2) In section 82(3) (amalgamation and transfer of engagements), for "under the Companies Acts" substitute "registered under the Companies Act 2006".

(3) In section 84 (conversion of registered societies into companies)—

(a) in subsection (1), for "the Companies Acts" substitute "the Companies Act 2006";

(b) in subsection (2)—

(i) for "required by the Companies Acts" substitute "required by subsection (1) of section 8 of the Companies Act 2006", and

(ii) for "signed and attested under the Companies Acts" substitute "authenticated as required by subsection (2) of that section";

(c) in subsection (3), for "the Companies Acts" substitute "the Companies Act 2006".

(4) In section 111(1) (interpretation), omit the definition of "the Companies Acts".

**Solicitors Act 1974 (c. 47)**

**30.** In section 23(2) of the Solicitors Act 1974 (unqualified persons not to prepare papers for probate etc: exceptions), as substituted by section 54(1) of the Courts and Legal Services Act 1990, in paragraph (h) for "section 736(1) of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**House of Commons Disqualification Act 1975 (c. 24)**

**31.** In Part 3 of Schedule 1 to the House of Commons Disqualification Act 1975 (offices disqualifying for membership), in paragraph (b) of the entry for directors of licence-holders etc. under Chapter 1 of Part 1 of the Transport Act 2000, for "section 736(1) of the Companies Act

1985 or Article 4(1) of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**Northern Ireland Assembly Disqualification Act 1975 (c. 25)**

**32.** In Part 3 of Schedule 1 to the Northern Ireland Assembly Disqualification Act 1975 (offices disqualifying for membership), in paragraph (b) of the entry for directors of licence-holders etc. under Chapter 1 of Part 1 of the Transport Act 2000, for "section 736(1) of the Companies Act 1985 or Article 4(1) of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**Industry Act 1975 (c. 68)**

**33.** In section 37(1) of the Industry Act 1975 (interpretation), in the definitions of "holding company" and "subsidiary", for "section 736 of the Companies Act 1985 or Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**Welsh Development Agency Act 1975 (c. 70)**

**34.** In section 27(1) of the Welsh Development Agency Act 1975 (interpretation), in the definitions of "holding company", "subsidiary" and "wholly owned subsidiary", for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Industrial Common Ownership Act 1976 (c. 78)**

**35.** In section 2 of the Industrial Common Ownership Act 1976 (common ownership enterprises and co-operative enterprises)—

(a) in subsection (1) (definition of "common ownership enterprise"), in paragraph (b) for "memorandum or articles of association" substitute "articles of association";

(b) in subsection (5) (interpretation)—

(i) for the definition of "company" substitute—

""company" means a company registered under the Companies Act 2006;";

(ii) in the closing words (which define "subsidiary") for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Aircraft and Shipbuilding Industries Act 1977 (c. 3)**

**36.**—(1) The Aircraft and Shipbuilding Industries Act 1977 is amended as follows.

(2) In section 9(1) (control by Corporations of subsidiaries), for "memorandum or articles of association" substitute "articles of association".

(3) In section 56(1) (interpretation)—

(a) in the definition of "equity share capital", for "section 736 of the Companies Act 1985 or, in the case of a company incorporated in Northern Ireland, Article 2(3) of the Companies (Northern Ireland) Order 1986" substitute "section 548 of the Companies Act 2006";

(b) in the definitions of "holding company" and "subsidiary", for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006";

(c) in the definition of "wholly-owned subsidiary", for "section 736(5)(b) of the Companies Act 1985 and Article 4(5)(b) of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**Nuclear Industry (Finance) Act 1977 (c. 7)**

**37.** In section 3 of the Nuclear Industry (Finance) Act 1977 (expenditure on acquiring shares of certain companies), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Rates (Northern Ireland) Order 1977 (S.I. 1977/2157 (N.I. 28))**

**38.** In Part 10 of Schedule 12 to the Rates (Northern Ireland) Order 1977 (basis of valuation: docks), in paragraph 4 (interpretation) in the definition of "subsidiary", for "Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**National Health Service (Scotland) Act 1978 (c. 29)**

**39.** In section 84B(3) of the National Health Service (Scotland) Act 1978 (joint ventures: meaning of "companies"), for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

**Credit Unions Act 1979 (c. 34)**

**40.** In section 6(1)(d) of the Credit Unions Act 1979 (minimum number of members: winding up), for "section 55(a)" substitute "section 55(1)(a)".

**Aircraft and Shipbuilding Industries (Northern Ireland) Order 1979 (S.I. 1979/294 (N.I. 1))**

**41.** In Article 2(2) of the Aircraft and Shipbuilding Industries (Northern Ireland) Order 1979 (interpretation), in the definition of "subsidiary" and "wholly-owned subsidiary" for "Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**Competition Act 1980 (c. 21)**

**42.** In the Competition Act 1980—

(a) in section 11(3)(f) (references of public bodies to Commission), and

(b) in section 12(4) (order following report under section 11),

for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**British Aerospace Act 1980 (c. 26)**

**43.** In section 14(1) of the British Aerospace Act 1980 (interpretation)—

(a) for the definition of "subsidiary" substitute—

""subsidiary" has the meaning given by section 1159 of the Companies Act 2006;";

(b) in the definition of "wholly-owned subsidiary", for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Industry Act 1980 (c. 33)**

**44.** In section 3(7) of the Industry Act 1980 (finance for companies transferred to Secretary of State: interpretation)—

(a) for the definition of "company" substitute—

""company" means a company as defined in section 1(1) of the Companies Act 2006,";

(b) in the definition of "subsidiary" for "section 736 of the said Act of 1985 or Article 4 of the said Order of 1986" substitute "section 1159 of the Companies Act 2006".

**Civil Aviation Act 1980 (c. 60)**

**45.** In section 4 of the Civil Aviation Act 1980 (initial government holding in successor company), in subsection (3)(b) (shares to be treated as fully paid up) for "the Companies Act 1985" substitute "the Companies Act 2006".

**Local Government, Planning and Land Act 1980 (c. 65)**

**46.**—(1) The Local Government, Planning and Land Act 1980 is amended as follows.

(2) In section 98(9) (disposal of land at direction of Secretary of State: meaning of "subsidiary"), for "section 736(1) of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(3) In section 100 (land held by public bodies: interpretation), in the definition of "wholly-owned subsidiary"—

(a) in subsection (1), and

(b) in subsection (1A) as substituted by paragraph 57 of Schedule 11 to the Local Government and Housing Act 1989,

for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(4) In section 141(7) (vesting of land in urban development corporation: interpretation), in the definition of "wholly-owned subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(5) In section 170 (urban development: interpretation), in subsections (1)(d) and (2), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**British Telecommunications Act 1981 (c. 38)**

**47.** In section 85(2) of the British Telecommunications Act 1981 (general interpretation: meaning of "subsidiary" and "wholly-owned subsidiary"), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Transport Act 1981 (c. 56)**

**48.**—(1) Part 2 of the Transport Act 1981 (reconstitution of British Transport Docks Board) is amended as follows.

(2) In section 10 (provisions of the Companies Acts applying to Associated British Ports)—

(a) in subsection (1) for "the Companies Act 1985" substitute "the Companies Act 2006";

(b) for subsection (2) substitute—

"(2) The provisions of the Companies Acts referred to in subsection (1) are the following—

| | *Subject matter* | *Provisions applied* |
|---|---|---|
| 1. | Financial assistance for purchase of shares, &c. | Chapter 2 of Part 18 of the Companies Act 2006. |
| 2. | Registration of charges. | Chapter 1 of Part 25 of that Act. |
| 3. | Accounts and reports. | Part 15 of that Act. |
| 4. | Audit. | Part 16 of that Act. |
| 5. | Disclosure by directors of interests in contracts, &c. | Chapter 3 of Part 10 of that Act. |
| 6. | Power of Court to give relief in certain cases. | Section 1157 of that Act. |
| 7. | Restrictions on distributions. | Part 23 of that Act.". |

(3) In section 13(6) (transfer of functions of holding company of Associated British Ports: meaning of "company"), for "the Companies Act 1985" substitute "the Companies Act 2006".

(4) In section 14(3) (supplementary provisions: definitions), in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Judgments Enforcement (Northern Ireland) Order 1981 (S.I. 1981/226 (N.I. 6))**

**49.**—(1) The Judgments Enforcement (Northern Ireland) Order 1981 is amended as follows.

(2) In Article 2(2) (general interpretation)—

(a) in the definition of "company", in paragraph (b) for "a company to which Part XXIII of the Companies (Northern Ireland) Order 1986 applies" substitute "incorporated outside Northern Ireland and has an established place of business in Northern Ireland";

(b) for the definition of "debenture" substitute—

""debenture" has the same meaning as in the Companies Acts (see section 738 of the Companies Act 2006);";

(c) for the definition of "private company" substitute—

""private company" has the same meaning as in the Companies Acts (see section 4 of the Companies Act 2006);".

(3) In Article 58(c) (order charging certain funds, stock etc), for "to which Part XXIII of the Companies (Northern Ireland) Order 1986 applies" substitute "which has an established place of business in Northern Ireland".

**British Railways (Pension Schemes) Act 1981 (c. xv)**

**50.** In section 4(3) of the British Railways (Pension Schemes) Act 1981 (pension trustee, if a company, to be treated as a trust corporation) for "within the meaning of section 735(1) of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

**Civil Aviation Act 1982 (c. 16)**

**51.**—(1) The Civil Aviation Act 1982 is amended as follows.

(2) In section 23 (restriction on disclosure of information), in subsection (3) (reasonable inquiries to find a body corporate) for paragraphs (a) and (b) substitute—

"(a) in the case of a company registered under the Companies Act 2006, inquiries have been made at its registered office;

(b) in the case of a company incorporated outside the United Kingdom that has registered particulars under section 1046 of the Companies Act 2006, inquiries have been made at every address (including every address of an establishment) so registered in respect of the company.".

(3) In section 105(1) (general interpretation), in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Transport Act 1982 (c. 49)**

**52.** In section 13 of the Transport Act 1982 (investment by the Secretary of State in Government-controlled company interested in former Government testing stations)—

(a) in subsection (2) for "formed and registered under the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006";

(b) in subsection (8) for "section 1 of the Companies Act 1976" substitute "Part 15 of the Companies Act 2006".

**Industrial Development (Northern Ireland) Order 1982 (S.I. 1982/1083 (N.I. 15))**

**53.** In Article 15(1) of the Industrial Development (Northern Ireland) Order 1982 (interpretation of Part 3), in the definition of "holding company" and "subsidiary" for "Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**National Audit Act 1983 (c. 44)**

**54.** In Schedule 3 to the National Audit Act 1983 (the auditor of the National Audit Office), in paragraph 1 for sub-paragraphs (1) and (2) substitute—

"(1) The auditor must be eligible for appointment as a statutory auditor (see Part 42 of the Companies Act 2006).".

**Building Act 1984 (c. 55)**

**55.** In section 126 of the Building Act 1984 (general interpretation), in the definition of "statutory undertakers" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Ordnance Factories and Military Services Act 1984 (c. 59)**

**56.** In section 14(5) of the Ordnance Factories and Military Services Act 1984 (general interpretation: definitions)—

(a) in the definition of "company" for "the Companies Act 1948" substitute "the Companies Act 2006";

(b) in the definition of "subsidiary" and "wholly-owned subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Companies Act 1985 (c. 6)**

**57.**—(1) Part 14 of the Companies Act 1985 (company investigations) is amended as follows.

(2) In section 434(5B) (duty to produce documents and evidence: offences excepted from general rule that answers not admissible in criminal proceedings), after paragraph (b) insert—

"; or

(c) an offence under Article 7 or 10 of the Perjury (Northern Ireland) Order 1979 (false statements made on oath otherwise than in judicial proceedings or made otherwise than on oath).".

(3) In section 437 (inspectors' reports), after subsection (2) insert—

"(2A) If the company is registered under the Companies Act 2006 in Northern Ireland, the Secretary of State must send a copy of any interim or final report by the inspectors to the Department of Enterprise, Trade and Investment in Northern Ireland.".

(4) In section 441(1) (inspectors' report to be evidence) after "section 8 of the Company Directors Disqualification Act 1986" insert "or Article 11 of the Company Directors Disqualification (Northern Ireland) Order 2002".

(5) In section 447A(3) (information provided in pursuance of requirement: offences excepted from general rule that answers not admissible in criminal proceedings), after paragraph (c) insert—

", or

(d) an offence under Article 10 of the Perjury (Northern Ireland) Order 1979 (false statements made otherwise than on oath).".

(6) In section 448A (disclosure of information)—

(a) in subsection (3) after "enactment" insert "whenever passed or made";

(b) for subsection (5) substitute—

"(5) In this section "enactment" has the meaning given by section 1293 of the Companies Act 2006.".

(7) In section 453 (investigation of oversea companies)—

(a) in the heading for "oversea" substitute "overseas";

(b) in subsection (1) for "Great Britain", in both places where it occurs, substitute "the United Kingdom".

**58.**—(1) Schedule 15D to the Companies Act 1985 (permitted disclosures) is amended as follows.

(2) In paragraph 9 (functions of Secretary of State or Treasury)—

(a) for paragraph (a) substitute—

"(a) the Companies Acts (as defined in section 2(1) of the Companies Act 2006);";

(b) for paragraph (b) substitute—

"(b) Part 5 of the Criminal Justice Act 1993 (insider dealing);";

(c) after paragraph (d) insert—

"(da) Part 42 of the Companies Act 2006 (statutory auditors);";

(d) for paragraph (e) substitute—

"(e) Parts 3 and 7 of the Companies Act 1989 (investigations and powers to obtain information and financial markets and insolvency);".

(3) In paragraph 34 (bodies designated to exercise functions of Secretary of State in relation to statutory auditors)—

(a) for "section 46 of the Companies Act 1989" substitute "section 1252 of the Companies Act 2006", and

(b) for "Part 2 of that Act" substitute "Part 42 of that Act (statutory auditors)".

(4) In paragraph 35 (recognised supervisory or qualifying bodies for statutory auditors) for "Part 2 of the Companies Act 1989" substitute "Part 42 of the Companies Act 2006".

(5) In paragraph 38 (recognised professional bodies for insolvency practitioners) after "section 391 of the Insolvency Act 1986" insert "or Article 350 of the Insolvency (Northern Ireland) Order 1989".

(6) In paragraph 42 (directors' disqualification) after "section 6, 7 or 8 of the Company Directors Disqualification Act 1986" substitute "or Article 9, 10 or 11 of the Company Directors Disqualification (Northern Ireland) Order 2002".

**Oil and Pipelines Act 1985 (c. 62)**

**59.** In section 6 of the Oil and Pipelines Act 1985 (interpretation), in the definition of "subsidiary" and "wholly owned subsidiary" for "shall be construed in accordance with section 736 of the Companies Act 1985" substitute "have the meanings given by section 1159 of the Companies Act 2006".

**Bankruptcy (Scotland) Act 1985 (c. 66)**

**60.** In section 6(2) of the Bankruptcy (Scotland) Act 1985 (sequestration of other estates: cases where sequestration not competent), for paragraph (a) substitute—

"(a) a company registered under the Companies Act 2006; or".

**Transport Act 1985 (c. 67)**

**61.** In section 137(1) of the Transport Act 1985 (general interpretation), in the definition of "equity share capital" for "has the meaning given in the Companies Act 1985" substitute "has the same meaning as in the Companies Acts (see section 548 of the Companies Act 2006)".

**Housing Act 1985 (c. 68)**

**62.**—(1) The Housing Act 1985 is amended as follows.

(2) In section 6A (meaning of "Relevant Authority" in relation to housing associations), in subsection (2)(c) and subsection (4) for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006".

(3) In section 27AB (management agreements with tenant management organisations), in subsection (8) (meaning of "registered") for "the Companies Act 1985" substitute "the Companies Act 2006".

(4) In section 51(5) (meaning of "qualified accountant": associated companies), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(5) In section 171B (extent of preserved right: qualifying persons and dwelling-houses), in the second sentence of subsection (6) (meaning of "connected company") for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(6) In section 622(1) (minor definitions: general), in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Housing Associations Act 1985 (c. 69)**

**63.**—(1) The Housing Associations Act 1985 is amended as follows.

(2) In section 101 (Part 3: minor definitions), in the definition of "subsidiary", for "section 736 of the Companies Act" substitute "section 1159 of the Companies Act 2006".

(3) In the table in section 102 (Part 3: index of defined expressions), omit the entry for the Companies Act.

(4) In section 106(2) (general definitions for Scotland), omit the definition of "the Companies Act".

**Landlord and Tenant Act 1985 (c. 70)**

**64.** In section 28(5) of the Landlord and Tenant Act 1985 (meaning of "qualified accountant": whether companies associated), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Betting, Gaming, Lotteries and Amusements (Northern Ireland) Order 1985 (S.I. 1985/1204 (N.I. 11))**

**65.**—(1) The Betting, Gaming, Lotteries and Amusements (Northern Ireland) Order 1985 is amended as follows.

(2) In Article 7(5) (persons disqualified for obtaining and holding bookmaker's licence), for sub-paragraph (d) substitute—

> "(d) a body corporate other than a company registered under the Companies Act 2006 in Northern Ireland.".

(3) In Article 61(5) (persons disqualified for obtaining and holding bingo club licence), for sub-paragraph (d) substitute—

> "(d) a body corporate other than a company registered under the Companies Act 2006 in Northern Ireland.".

(4) In Article 84(4) (persons disqualified for obtaining and holding gaming machine certificate or permit), for sub-paragraph (d) substitute—

> "(d) a body corporate other than a company registered under the Companies Act 2006 in Northern Ireland.".

(5) In Article 109(2) (persons to whom amusement permits may be granted), for the words from "a body corporate" to "that Order" substitute "a company registered under the Companies Act 2006 in Northern Ireland".

(6) In Article 141(4) (persons disqualified for obtaining and holding lottery certificate), for sub-paragraph (d) substitute—

"(d) a body corporate other than a company registered under the Companies Act 2006 in Northern Ireland.".

(7) In Article 155(2) (persons to whom pleasure permits may be granted), for the words from "a body corporate" to "that Order" substitute "a company registered under the Companies Act 2006 in Northern Ireland".

**Credit Unions (Northern Ireland) Order 1985 (S.I. 1985/1205 (N.I. 12))**

**66.** For Article 68 of the Credit Unions (Northern Ireland) Order 1985 substitute—

"**Dissolution of credit union**

**68.**—(1) A credit union may be dissolved—

(a) on its being wound up in pursuance of an order or resolution made as is directed in regard to companies by the Insolvency (Northern Ireland) Order 1989, or

(b) in accordance with Article 70, by an instrument of dissolution to which not less than three-fourths of the members of the credit union have given their consent testified by their signatures to the instrument.

(2) The provisions of the Insolvency (Northern Ireland) Order 1989 applied by paragraph (1)(a) have effect as if the credit union were a company, but any reference to the registrar of companies shall be read as a reference to the registrar within the meaning of this Order.

(3) A copy of any resolution passed for the voluntary winding up of a credit union must be sent by the credit union to the registrar within 15 days after it is passed.

For the purposes of Article 73 (offences by credit unions, officers etc) as it applies in relation to a failure to comply with this paragraph, a liquidator of the credit union shall be treated as an officer of it.

(4) A copy of any such resolution must be annexed to every copy of the registered rules of the credit union issued after the passing of the resolution.

(5) This section has effect subject to Article 71 (restriction on dissolution or cancellation of registration).".

**Atomic Energy Authority Act 1986 (c. 3)**

**67.** In section 9 of the Atomic Energy Authority Act 1986 (interpretation), in the definition of "subsidiary" and "wholly owned subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Airports Act 1986 (c. 31)**

**68.**—(1) The Airports Act 1986 is amended as follows.

(2) In section 13(2) (transfer of airport undertakings of local authorities to companies owned by such authorities), for "the Companies Act 1985" substitute "the Companies Act 2006".

(3) In section 26(2)(a) (avoidance of restrictions on transfer of securities of public airport companies), for "memorandum or articles of association" substitute " articles of association".

(4) In section 41(4)(b)(iii) (discretionary conditions: level of borrowing appropriate having regard to equity share capital), for "the Companies Act 1985" substitute "the Companies Acts (see section 548 of the Companies Act 2006)".

(5) In section 82(1) (general interpretation)—

(a) in the definition of "the registrar of companies" for "the Companies Act 1985" substitute "the Companies Acts (see section 1060 of the Companies Act 2006)";

(b) in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Protection of Military Remains Act 1986 (c. 35)**

**69.** In section 3(1)(b) of the Protection of Military Remains Act 1986 (persons liable where offence committed in international waters), for sub-paragraph (iv) substitute—

"(iv) a company registered under the Companies Act 2006.".

**Gas Act 1986 (c. 44)**

**70.**—(1) The Gas Act 1986 is amended as follows.

(2) In section 33F(10) (information about directors' remuneration: interpretation), for the definition of "company" substitute—

""company" means a company (as defined in section 1(1) of the Companies Act 2006) that—

(a) is limited by shares, and

(b) has its registered office in Great Britain.".

(3) In section 48(1) (interpretation of Part 1), in the definition of "holding company" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(4) In section 51 (initial government holding in successor company), in subsection (4)(b) (shares to be treated as fully paid up) for "the Companies Act 1985" substitute "the Companies Act 2006".

(5) In section 55(3) (statutory reserve of successor company)—

(a) for "section 264(3)(d) of the Companies Act 1985" substitute "section 831(4)(d) of the Companies Act 2006", and

(b) for "section 264(3)(c)" substitute "section 831(4)(c)".

(6) In section 61(1) (interpretation of Part 2), in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Insolvency Act 1986 (c. 45)**

**71.**—(1) Part 1 of the Insolvency Act 1986 (company voluntary arrangements) is amended as follows.

(2) In section 1(4) (meaning of "company"), for paragraph (a) substitute—

"(a) a company registered under the Companies Act 2006 in England and Wales or Scotland;".

(3) In section 7A (prosecution of delinquent officers of company)—

(a) in subsection (3) for "the Companies Act" substitute "the Companies Act 1985";

(b) in subsection (4) for "the Companies Act" substitute "the Companies Acts".

(4) In Schedule A1 (moratorium where directors propose voluntary arrangement)—

(a) in paragraph 3 (qualifying conditions for moratorium), after sub-paragraph (5) insert—

"(6) Expressions used in this paragraph that are defined expressions in Part 15 of the Companies Act 2006 (accounts and reports) have the same meaning in this paragraph as in that Part.";

(b) in paragraphs 20(8) and 34(2), for "an office copy" substitute "a copy".

**72.** In Part 2 of the Insolvency Act 1986 (administration), in paragraph 111(1A) of Schedule B1 (meaning of "company"), for paragraph (a) substitute—

"(a) a company registered under the Companies Act 2006 in England and Wales or Scotland,".

**73.**—(1) Part 2 of the Insolvency Act 1986 (administration) as it has effect by virtue of—

(a) section 249(1) of the Enterprise Act 2002 (special administration regimes), or

(b) paragraph 3(2) or (3) of the Enterprise Act 2002 (Commencement No. 4 and Transitional Provisions and Savings) Order 2003 (other purposes),

(that is, without the amendments made by the Enterprise Act 2002) is amended as follows.

(2) In section 14(4) (general powers)—

(a) for "the Companies Act" substitute "the Companies Acts";

(b) for "the memorandum or articles of association" substitute "the company's articles".

(3) In sections 15(7), 18(4), 21(2), 24(2) and 27(6) (which impose duties to send a copy of a court order to the registrar of companies), for "an office copy" substitute "a copy".

**74.**—(1) Part 3 of the Insolvency Act 1986 (receivership) is amended as follows.

(2) For section 28 (extent of Chapter 1) substitute—

"**Extent of this Chapter**

**28.**—(1) In this Chapter "company" means a company registered under the Companies Act 2006 in England and Wales or Scotland.

(2) This Chapter does not apply to receivers appointed under Chapter 2 of this Part (Scotland).".

(3) In section 29(1) (definitions: references to receiver or manager), in paragraphs (a) and (b) omit "the Companies Act or".

(4) In section 43 (power to dispose of charged property), in subsection (5) (duty to send copy of court order to registrar of companies) for "An office copy" substitute "A copy".

(5) In section 51(1) (power to appoint receiver under law of Scotland), for "a company within the meaning of the Companies Act" substitute "a company registered under the Companies Act 2006".

(6) In section 61(6) (disposal of interest in property: copy of authorisation to be sent to registrar of companies), omit "certified by the clerk of the court".

(7) In section 70(1) (interpretation for Chapter 2)—

(a) in the definition of "company" for "a company within the meaning of the Companies Act" substitute "a company registered under the Companies Act 2006";

(b) in the definition of "register of charges" for "Chapter II of Part XII of the Companies Act" substitute "Chapter 2 of Part 25 of the Companies Act 2006".

**75.**—(1) Part 4 of the Insolvency Act 1986 (winding up of registered companies) is amended as follows.

(2) For section 73 (alternative modes of winding up), and the heading preceding it, substitute—

"*Introductory*

**Scheme of this Part**

**73.**—(1) This Part applies to the winding up of a company registered under the Companies Act 2006 in England and Wales or Scotland.

(2) The winding up may be either—

(a) voluntary (see Chapters 2 to 5), or

(b) by the court (see Chapter 6).

(3) This Chapter and Chapters 7 to 10 relate to winding up generally, except where otherwise stated.".

(3) In section 74(2) (liability as contributories of present and past members)—

(a) in paragraph (c), omit "in pursuance of the Companies Act and this Act";

(b) in paragraph (e), for "the Companies Act" substitute "the Companies Acts".

(4) Omit section 75 (directors etc with unlimited liability).

(5) In section 76 (liability of past directors and shareholders)—

(a) in subsection (1)(a) for the words from "Chapter VII of Part V" to "own shares)" substitute "Chapter 5 of Part 18 of the Companies Act 2006 (acquisition by limited company of its own shares: redemption or purchase by private company out of capital)";

(b) in subsection (2)(b) for "section 173(3) of the Companies Act" substitute "section 714(1) to (3) of the Companies Act 2006";

(c) in subsection (5) for "Sections 74 and 75 do not apply" substitute "Section 74 does not apply";

(d) omit subsection (6).

(6) In section 77 (limited company formerly unlimited)—

(a) in subsection (1) for the words from "re-registered" to the end substitute "re-registered as a limited company.";

(b) in subsection (3) omit "under the Companies Act and this Act".

(7) In section 78(1) (unlimited company formerly limited), omit the words from "under section 49" to the end.

(8) In section 79 (meaning of "contributory")—

(a) in subsection (1) omit "and the Companies Act";

(b) in subsection (3), omit the second sentence.

(9) In section 80 (nature of contributory's liability), for "a specialty" substitute "an ordinary contract debt".

(10) In section 83 (companies registered under Companies Act, Part XXIII, Chapter II)—

(a) for the heading substitute "Companies registered but not formed under the Companies Act 2006";

(b) in subsection (1) for the words from "has been registered" to the end substitute "is registered but not formed under the Companies Act 2006.".

(11) In section 110(1)(a) (acceptance of shares etc as consideration for sale of company property), for "company within the meaning of the Companies Act" substitute "company registered under the Companies Act 2006".

(12) In section 122(1)(c) (grounds for winding up: old public company), for "the Consequential Provisions Act" substitute "Schedule 3 to the Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009".

(13) In section 124(3) (application for winding up), omit the second sentence.

(14) In section 126(2) (power to stay or restrain proceedings against company), for the words from "a company registered" to "previous corresponding legislation" substitute "a company registered but not formed under the Companies Act 2006".

(15) In section 130(3) (consequences of winding-up order), for "registered under section 680 of the Companies Act" substitute "registered but not formed under the Companies Act 2006".

(16) In sections 148(1) and 149(1) (provisions as to powers of the court), omit "in pursuance of the Companies Act or this Act".

(17) In section 159 (powers of court to be cumulative), for the words from "by this Act" to "on the court" substitute "on the court by this Act".

(18) In section 160(1) (delegation of powers to liquidator), omit "by the Companies Act and this Act".

(19) In section 162(5) (appeals from orders in Scotland), for "the Companies Act" substitute "the Companies Acts".

(20) In section 187(2)(c) (power to make over assets to employees), for "memorandum or articles" substitute "articles".

(21) In section 193(3) (unclaimed dividends: Scotland), for "the Companies Act" substitute "the Companies Acts".

(22) In section 195(3) (meeting to ascertain wishes of creditors or contributories), omit "by the Companies Act or the articles".

(23) In section 196(b) (judicial notice of court documents), for "the Companies Act" substitute "the Companies Acts".

(24) In sections 218(5) and 219(1) (prosecution of delinquent officers and members of company), for "the Companies Act" substitute "the Companies Act 1985".

**76.**—(1) Part 5 of the Insolvency Act 1986 (winding up of unregistered companies) is amended as follows.

(2) For section 220 (meaning of "unregistered company") substitute—

"**Meaning of "unregistered company"**

**220.** For the purposes of this Part "unregistered company" includes any association and any company, with the exception of a company registered under the Companies Act 2006 in any part of the United Kingdom.".

(3) In section 221(1) (winding up of unregistered companies), omit "and the Companies Act".

(4) In section 225 (oversea company may be wound up though dissolved), in the heading, for "Oversea company" substitute "Company incorporated outside Great Britain".

(5) In section 226 (contributories in winding up of unregistered company), omit subsection (4) (which is unnecessary).

(6) In section 229 (provisions of Part 5 to be cumulative)—

(a) in subsection (1) for "companies formed and registered under the Companies Act" substitute "companies registered under the Companies Act 2006 in England and Wales or Scotland";

(b) omit subsection (2).

**77.**—(1) In Part 7 of the Insolvency Act 1986 (interpretation for First Group of Parts), section 251 (expressions used generally) is amended as follows.

(2) At the appropriate places insert—

""agent" does not include a person's counsel acting as such;"

""books and papers" and "books or papers" includes accounts, deeds, writing and documents;"

""the court", in relation to a company, means a court having jurisdiction to wind up the company;"

""document" includes summons, notice, order and other legal process, and registers;"

""the Gazette" means—

(a) as respects companies registered in England and Wales, the London Gazette;

(b) as respects companies registered in Scotland, the Edinburgh Gazette;"

""officer", in relation to a body corporate, includes a director, manager or secretary;".

(3) Omit the definition of "office copy".

(4) Omit the words from "Any expression" to the end.

**78.**—(1) Part 13 of the Insolvency Act 1986 (insolvency practitioners and their qualification) is amended as follows.

(2) In section 388(4) (meaning of "act as insolvency practitioner"), for the definition of "company" substitute—

""company" means—

(a) a company registered under the Companies Act 2006 in England and Wales or Scotland, or

(b) a company that may be wound up under Part 5 of this Act (unregistered companies).".

(3) In section 389A(3) (acting as insolvency practitioner: persons disqualified from acting as nominee or supervisor), for paragraph (b) substitute—

"(b) he is subject to a disqualification order made or a disqualification undertaking accepted under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002,".

(4) In section 390(4) (persons not qualified to act as insolvency practitioners), for paragraph (b) substitute—

"(b) he is subject to a disqualification order made or a disqualification undertaking accepted under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002,".

**79.** In Part 15 of the Insolvency Act 1986 (subordinate legislation), in section 411(2)(a) (company insolvency rules), for "the Companies Act" substitute "the Companies Act 1985".

**80.** In Part 17 of the Insolvency Act 1986 (miscellaneous and general provisions), in Schedule 10 (punishment of offences under the Act), in the entries relating to sections 43(6) and 201(4) and paragraph 20(9) of Schedule A1, for "office copy" substitute "copy".

**81.** In Part 17A of the Insolvency Act 1986 (supplementary provisions), after section 434C insert—

"**Enforcement of company's filing obligations**

**434D.**—(1) This section applies where a company has made default in complying with any obligation under this Act—

(a) to deliver a document to the registrar, or

(b) to give notice to the registrar of any matter.

(2) The registrar, or any member or creditor of the company, may give notice to the company requiring it to comply with the obligation.

(3) If the company fails to make good the default within 14 days after service of the notice, the registrar, or any member or creditor of the company, may apply to the court for an order directing the company, and any specified officer of it, to make good the default within a specified time.

(4) The court's order may provide that all costs (in Scotland, expenses) of or incidental to the application are to be borne by the company or by any officers of it responsible for the default.

(5) This section does not affect the operation of any enactment imposing penalties on a company or its officers in respect of any such default.

**Application of filing obligations to overseas companies**

**434E.** The provisions of this Act requiring documents to be forwarded or delivered to, or filed with, the registrar of companies apply in relation to an overseas company that is required to register particulars under section 1046 of the Companies Act 2006 as they apply in relation to a company registered under that Act in England and Wales or Scotland.".

**82.**—(1) Part 18 of the Insolvency Act 1986 (interpretation) is amended as follows.

(2) In section 435(5)(b) (meaning of "associate"), omit "(within the meaning of the Companies Act)".

(3) In section 436 of the Insolvency Act 1986 (expressions used generally)—

(a) make the existing provision subsection (1);

(b) after the definition of "associate" insert—

""body corporate" includes a body incorporated outside Great Britain, but does not include—

(a) a corporation sole, or

(b) a partnership that, whether or not a legal person, is not regarded as a body corporate under the law by which it is governed;";

(c) omit the definition of "the Companies Act";

(d) after the definition of "EEA state" insert—

""employees' share scheme" means a scheme for encouraging or facilitating the holding of shares in or debentures of a company by or for the benefit of—

(a) the bona fide employees or former employees of—

(i) the company,

(ii) any subsidiary of the company, or

(iii) the company's holding company or any subsidiary of the company's holding company, or

(b) the spouses, civil partners, surviving spouses, surviving civil partners, or minor children or step-children of such employees or former employees.";

(e) after the existing provision insert—

"(2) The following expressions have the same meaning in this Act as in the Companies Acts—

"articles", in relation to a company (see section 18 of the Companies Act 2006);

"debenture" (see section 738 of that Act);

"holding company" (see sections 1159 and 1160 of, and Schedule 6 to, that Act);

"the Joint Stock Companies Acts" (see section 1171 of that Act);

"overseas company" (see section 1044 of that Act);

"paid up" (see section 583 of that Act);

"private company" and "public company" (see section 4 of that Act);

"registrar of companies" (see section 1060 of that Act);

"share" (see section 540 of that Act);

"subsidiary" (see sections 1159 and 1160 of, and Schedule 6 to, that Act).".

**83.** In Part 19 of the Insolvency Act 1986 (final provisions), in section 437 and Schedule 11 (transitional provisions and savings), for "the Companies Act" (wherever occurring) substitute "the Companies Act 1985".

**84.** Nothing in the amendments of the Insolvency Act 1986 made by this Schedule is to be read as qualifying the generality of section 441(2) of that Act (which provides that, with certain exceptions, nothing in the Act extends to Northern Ireland or applies to or in relation to companies registered or incorporated in Northern Ireland).

**Company Directors Disqualification Act 1986 (c. 46)**

**85.**—(1) The Company Directors Disqualification Act 1986 is amended as follows.

(2) In section 3 (disqualification for persistent breaches of companies legislation)—

(a) in subsection (3)(b) (default orders)—

(i) in sub-paragraph (ii) for "section 713 of the Companies Act 1985 (enforcement of company's duty to make returns)" substitute "section 1113 of that Act (enforcement of company's filing obligations)";

(ii) in sub-paragraph (iii) after "the Insolvency Act" insert "1986";

(b) after subsection (4) insert—

"(4A) In this section "the companies legislation" means the Companies Acts and Parts 1 to 7 of the Insolvency Act 1986 (company insolvency and winding up).".

(3) In section 5 (disqualification on summary conviction), after subsection (4) insert—

"(4A) In this section "the companies legislation" means the Companies Acts and Parts 1 to 7 of the Insolvency Act 1986 (company insolvency and winding up).".

(4) In section 8(1A) (disqualification after investigation: meaning of "investigative material"), for paragraph (a) substitute—

"(a) a report made by inspectors under—

(i) section 437 of the Companies Act 1985, or

(ii) section 167, 168, 169 or 284 of the Financial Services and Markets Act 2000; and";

(but see section 22E(2)).

(5) In section 9 (matters for determining unfitness of directors), omit subsection (3).

(6) In the following provisions after "the Insolvency Act" insert "1986"—

(a) sections 10(1), 12(2), 20(1) and (3)(a)(i), 21(1) and (2) (and the section heading) and 22(3);

(b) paragraphs 3, 8(a), 9 and 10 of Schedule 1.

(7) In section 11 (undischarged bankrupts), after subsection (3) add—

"(4) In this section "company" includes a company incorporated outside Great Britain that has an established place of business in Great Britain.".

(8) In section 12A (Northern Ireland disqualification orders), for "Part II of the Companies (Northern Ireland) Order 1989" substitute "the Company Directors Disqualification (Northern Ireland) Order 2002".

(9) In section 15 (personal liability for company's debts where person acts while disqualified)—

(a) in subsection (1), for paragraph (b) substitute—

"(b) as a person who is involved in the management of the company, he acts or is willing to act on instructions given without the leave of the court by a person whom he knows at that time—

(i) to be the subject of a disqualification order made or disqualification undertaking accepted under this Act or under the Company Directors Disqualification (Northern Ireland) Order 2002, or

(ii) to be an undischarged bankrupt.";

(b) for subsection (5) substitute—

"(5) For the purposes of this section a person who, as a person involved in the management of a company, has at any time acted on instructions given without the leave of the court by a person whom he knew at that time—

(a) to be the subject of a disqualification order made or disqualification undertaking accepted under this Act or under the Company Directors Disqualification (Northern Ireland) Order 2002, or

(b) to be an undischarged bankrupt,

is presumed, unless the contrary is shown, to have been willing at any time thereafter to act on any instructions given by that person.".

(10) In section 18 (register of disqualification orders and undertakings)—

(a) in subsection (2), omit the words from "which was set up" to the end;

(b) in subsection (4A), omit "made under Part II of the Companies (Northern Ireland) Order 1989".

(11) In section 22 (interpretation)—

(a) for subsection (2) substitute—

"(2) "Company" means—

(a) a company registered under the Companies Act 2006 in Great Britain, or

(b) a company that may be wound up under Part 5 of the Insolvency Act 1986 (unregistered companies).";

(b) for subsection (6) substitute—

"(6) "Body corporate" and "officer" have the same meaning as in the Companies Acts (see section 1173(1) of the Companies Act 2006).";

(c) for subsection (7) substitute—

"(7) "The Companies Acts" has the meaning given by section 2(1) of the Companies Act 2006.";

(d) for subsection (8) substitute—

"(8) Any reference to provisions, or a particular provision, of the Companies Acts or the Insolvency Act 1986 includes the corresponding provisions or provision of corresponding earlier legislation.";

(e) in subsection (9) after "the Companies Acts" insert "(see section 1174 of, and Schedule 8 to, the Companies Act 2006)".

(12) In sections 22A(4), 22B(4) and 22C(3) for "the Insolvency Act, the Companies Act 1985 or the Companies Act 2006" substitute "the Companies Act 2006 or the Insolvency Act 1986".

(13) After section 22D insert—

"**Application of Act to open-ended investment companies**

**22E.**—(1) This Act applies to open-ended investment companies with the following modifications.

(2) In section 8(1) (disqualification after investigation), the reference to investigative material shall be read as including a report made by inspectors under regulations made by virtue of section 262(2)(k) of the Financial Services and Markets Act 2000.

(3) In the application of Part 1 of Schedule 1 (matters for determining unfitness of directors: matters applicable in all cases) in relation to a director of an open-ended investment company, a reference to a provision of the Companies Act 2006 is to be taken to be a reference to the corresponding provision of the Open-Ended Investment Companies Regulations 2001 or of rules made under regulation 6 of those Regulations.

(4) In this section "open-ended investment company" has the meaning given by section 236 of the Financial Services and Markets Act 2000.".

(14) Schedule 1 (matters for determining unfitness of directors) is amended as follows—

(a) in paragraph 1 (breach of duty), at the end insert ", including in particular any breach by the director of a duty under Chapter 2 of Part 10 of the Companies Act 2006 (general duties of directors) owed to the company";

(b) for paragraphs 4 and 4A of that Schedule (extent of responsibility for failure by company to comply with certain provisions) substitute—

"**4.** The extent of the director's responsibility for any failure by the company to comply with any of the following provisions of the Companies Act 2006—

(a) section 113 (register of members);

(b) section 114 (register to be kept available for inspection);

(c) section 162 (register of directors);

(d) section 165 (register of directors' residential addresses);

(e) section 167 (duty to notify registrar of changes: directors);

(f) section 275 (register of secretaries);

(g) section 276 (duty to notify registrar of changes: secretaries);

(h) section 386 (duty to keep accounting records);

(i) section 388 (where and for how long accounting records to be kept);

(j) section 854 (duty to make annual returns);

(k) section 860 (duty to register charges);

(l) section 878 (duty to register charges: companies registered in Scotland).";

(c) omit paragraph 5A (application of Part 1 of Schedule to directors of open-ended investment companies) (but see section 22E(3)).

(15) In paragraph 7 of Schedule 2 (savings for earlier transitional provisions), for "the Companies Act" substitute "the Companies Act 1985".

(16) In paragraph 1 of Schedule 3 (transitional provisions and savings)—

(a) for "the Companies Act" substitute "the Companies Act 1985", and

(b) for "the Insolvency Act" substitute "the Insolvency Act 1986".

**Dockyard Services Act 1986 (c. 52)**

**86.** In section 1(13) of the Dockyard Services Act 1986 (transfer of persons engaged in dockyard services)—

(a) for the definition of "company" and "formed" substitute—

""company" means a company as defined in section 1(1) of the Companies Act 2006 and "formed", in relation to a company, includes the alteration of the company's articles so as to add, remove or alter a statement of the company's objects;";

(b) omit the definition of "the Companies Acts".

**Building Societies Act 1986 (c. 53)**

**87.**—(1) The Building Societies Act 1986 is amended as follows.

(2) In section 54 (disclosure of information), omit subsection (2).

(3) In section 65(10) (restrictions on loans to directors etc: definitions), in the definition of "subsidiary"(**a**), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(4) In section 70(4) (interpretation for Part 7: whether director "associated" with body corporate), in paragraph (a) for "the Companies Act 1985" substitute "the Companies Acts (see section 548 of the Companies Act 2006)".

(5) In section 97(12) (transfer of business to commercial company: definitions), in the definition of "company" for "within the meaning of the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "as defined in section 1(1) of the Companies Act 2006".

(6) In section 102(2)(a) (transfer regulations: provision for transition to regulation under companies legislation), for "the Companies Act 1985 or, as regards Northern Ireland, the Companies (Northern Ireland) Order 1986" substitute "the Companies Acts".

(7) In section 104A(1) (registration of charges: application of company law)(**b**), for paragraphs (a) and (b) substitute "Part 25 of the Companies Act 2006 (company charges)".

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(**a**) The definition of "subsidiary" was inserted by the Building Societies Act 1997, Schedule 7 paragraph 24(2)(b).
(**b**) Section 104A was inserted by the Building Societies Act 1997, section 42.

(8) In section 107(10) (restriction on use of certain names and descriptions: application to companies and business names)—

(a) in paragraph (a), for "the registrar under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the registrar of companies under the Companies Act 2006";

(b) for paragraphs (b) and (c) substitute—

"(b) approval by the Secretary of State of words or expressions for inclusion in a business name under section 1194 of the Companies Act 2006,";

(c) in the closing words—

(i) for ", the Secretary of State or the Department" substitute " or the Secretary of State", and

(ii) for "description" substitute "expressions".

(9) In section 110(4) (officers and auditors: application of provisions for relief from liability), for the words from the beginning to "empower the court" substitute "Section 1157 of the Companies Act 2006 (power of court".

(10) In section 119(1) (interpretation), at the appropriate place insert—

""the Companies Acts" has the meaning given by section 2(1) of the Companies Act 2006;".

(11) In Schedule 15 (application of companies winding up legislation)—

(a) in paragraph 2 (general application of companies winding up provisions), for the words from "registered under the Companies Act 1985" to the end substitute "registered under the Companies Act 2006 in England and Wales or Scotland or (as the case may be) in Northern Ireland.";

(b) in paragraph 57 (property of dissolved society)—

(i) for sub-paragraph (1) substitute—

"(1) Sections 1012 to 1023 and 1034 of the Companies Act 2006 (property of dissolved company) apply in relation to the property of a dissolved building society (whether dissolved under section 87 or following its winding up) as they apply in relation to the property of a dissolved company.";

(c) for sub-paragraphs (3) and (4) substitute—

"(3) Any reference in those sections to restoration to the register shall be read as a reference to the effect of an order under section 91 of this Act.".

(12) In Schedule 15A (application of other companies insolvency legislation)—

(a) in paragraph 1(1) for the words from "registered under the Companies Act 1985" to the end substitute "registered under the Companies Act 2006 in England and Wales or Scotland or (as the case may be) in Northern Ireland.";

(b) in paragraph 16(3)—

(i) for "the Companies Act 1985" substitute "the Companies Acts";

(ii) for "the memorandum or articles of association" substitute "the company's articles";

(c) in paragraph 38(3), for "the memorandum or articles of association" substitute "the company's articles".

**Landlord and Tenant Act 1987 (c. 31)**

**88.** In section 20(1) of the Landlord and Tenant Act 1987 (interpretation of Part 1), in the definition of "associated company" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Criminal Justice Act 1987 (c. 38)**

**89.** In section 3(6)(a) of the Criminal Justice Act 1987 (disclosure of information), omit "or Part XV of the Companies (Northern Ireland) Order 1986".

**Criminal Justice (Scotland) Act 1987 (c. 41)**

**90.** In section 54(5)(a) of the Criminal Justice (Scotland) Act 1987 (disclosure of information), omit "or Part XV of the Companies (Northern Ireland) Order 1986".

**Channel Tunnel Act 1987 (c. 53)**

**91.** In section 11(11)(e) of the Channel Tunnel Act 1987 (regulation of the Tunnel System: meaning of "British company"), for "the Companies Act 1985" substitute "the Companies Act 2006".

**Charities (Northern Ireland) Order 1987 (S.I. 1987/2048 (N.I. 19))**

**92.**—(1) The Charities (Northern Ireland) Order 1987 is amended as follows.

(2) In Article 2(2) (interpretation)—

(a) for the definition of "company" substitute—

""company" means a company registered under the Companies Act 2006 in Northern Ireland;";

(b) omit the definition of "the Companies Order".

(3) In Article 9 (charitable companies: alteration of objects clause)—

(a) in the heading, omit "clause";

(b) for paragraphs (2) and (3) substitute—

"(2) Where a charity is a company, an amendment of its articles so as to add, remove or alter a statement of the company's objects is ineffective without the prior written consent of the Department.

(2A) Where a company that has made an amendment of its articles in accordance with paragraph (2) is required—

(a) by section 26 of the Companies Act 2006 to send to the registrar of companies a copy of its articles as amended,

(b) by section 30 of that Act to forward to the registrar a copy of the special resolution effecting the alteration, or

(c) by section 31 of that Act to give notice to the registrar of the amendment,

the copy or notice must be accompanied by a copy of the Commission's consent.

(2B) If more than one of those provisions applies and they are complied with at different times, the company need not send a further copy of the Commission's consent if a copy was sent on an earlier occasion.

(3) Section 30(2) to (4) of that Act (offence of failing to comply with section 30) apply in relation to a failure to comply with paragraph (2A) above as in relation to a failure to comply with that section.".

(4) Omit Article 9A (charitable companies: invalidity of certain transactions).

**Local Government Act 1988 (c. 9)**

**93.** In section 17(8) of the Local Government Act 1988 (local and other public authority contracts: exclusion of non-commercial considerations), in the definition of "associated body" for "the Companies Act 1985" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)".

**Public Utility Transfers and Water Charges Act 1988 (c. 15)**

**94.** In section 1(5) of the Public Utility Transfers and Water Charges Act 1988 (powers exercisable for purposes of proposals for privatisation: meaning of companies in the same group), for "the Companies Act 1985" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)".

**British Steel Act 1988 (c. 35)**

**95.** In section 15(1) of the British Steel Act 1988 (interpretation), in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Education Reform Act 1988 (c. 40)**

**96.**—(1) The Education Reform Act 1988 is amended as follows.

(2) In section 129(5) (designation of institutions: definition of successor company)—

(a) in paragraph (a) for "the Companies Act 1985" substitute "the Companies Act 2006", and

(b) in paragraph (d) for "memorandum and articles of association" substitute "articles of association".

(3) In section 129B (designated institutions conducted by companies), in subsections (3)(a) and (4) for "memorandum or articles of association" substitute "articles of association".

(4) In section 156 (government and conduct of certain further and higher education institutions)—

(a) in subsection (3)(a)(i) and (b), for "memorandum or articles of association" substitute "articles of association";

(b) in subsection (5) for "memorandum and articles of association" substitute "articles of association".

(5) In section 192(8) (references to charity not to include company), for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

**Housing (Scotland) Act 1988 (c. 43)**

**97.** In section 2(2) of the Housing (Scotland) Act 1988 (powers of Scottish Ministers in connection with housing functions), in paragraph (o) (formation of companies) for "within the meaning of the Companies Act 1985" substitute "under the Companies Act 2006".

**Copyright, Designs and Patents Act 1988 (c. 48)**

**98.** In the Copyright, Designs and Patents Act 1988—

(a) in section 116(4) (copyright licensing: groups of companies), and

(b) in paragraph 1(4) of Schedule 2A (licensing of performer's property rights: groups of companies),

for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Health and Medicines Act 1988 (c. 49)**

**99.** In section 7(7B) and (7D) of the Health and Medicines Act 1988 (powers of Secretary of State for financing the Health Service: activities in connection with companies), for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

**Housing Act 1988 (c. 50)**

**100.** In Schedule 9 to the Housing Act 1988 (orders vesting land in housing action trusts), in paragraph 2(2) (meaning of "wholly-owned subsidiary") for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Water Act 1989 (c. 15)**

**101.**—(1) The Water Act 1989 is amended as follows.

(2) In section 83 (initial government holding), in subsection (5)(b) (shares to be treated as fully paid up) for "the Companies Act 1985" substitute "the Companies Act 2006".

(3) In section 189(1) (general interpretation), in the definition of "holding company" for "the Companies Act 1985" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)".

**Electricity Act 1989 (c. 29)**

**102.**—(1) The Electricity Act 1989 is amended as follows.

(2) In section 42C(10) (information about directors' remuneration: interpretation), for the definition of "company" substitute—

> ""company" means a company (as defined in section 1(1) of the Companies Act 2006) that—
>
> (a) is limited by shares, and
>
> (b) has its registered office in Great Britain.".

(3) In section 71 (initial government holding in successor companies), in subsection (4)(b) (shares to be treated as fully paid up) for "the Companies Act 1985" substitute "the Companies Act 2006".

(4) In section 75(3) (statutory reserves of successor companies)—

(a) for "section 264(3)(d) of the Companies Act 1985" substitute "section 831(4)(d) of the Companies Act 2006", and

(b) for "section 264(3)(c)" substitute "section 831(4)(c)".

(5) In section 77(3) (temporary restrictions on borrowing etc: interpretation), in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Companies Act 1989 (c. 40)**

**103.**—(1) The Companies Act 1989 is amended as follows.

(2) In section 112 (Scottish charitable companies)—

(a) in subsection (1)(a), for "a company formed and registered under the Companies Act 1985, or to which the provisions of that Act apply as they apply to such a company" substitute "a company registered under the Companies Act 2006";

(b) in subsection (3), for "Sections 35 and 35A of the Companies Act 1985 (capacity of company not limited by its memorandum; power of directors to bind company)" substitute "Sections 39 and 40 of the Companies Act 2006 (company's capacity and power of directors to bind company)";

(c) in subsections (3)(b), (4) and (5)(a) for "memorandum" substitute "constitution".

(3) In section 213(2) (extension of provisions to Northern Ireland) omit "the Companies Act 1985 or", "section 745(1) of the Companies Act 1985 or" and ", as the case may be".

**Local Government and Housing Act 1989 (c. 42)**

**104.**—(1) Part 5 of the Local Government and Housing Act 1989 (companies in which local authorities have interests) is amended as follows.

(2) In section 67(2) (application of, and orders under, the Part), for "Chapter I of Part I of the Companies Act 1985 or the corresponding enactment for the time being in force in Northern Ireland" substitute "the Companies Acts (see section 1174 of, and Schedule 8 to, the Companies Act 2006)".

(3) In section 68 (companies controlled by local authorities and arm's length companies)—

(a) in subsection (1), for paragraph (a) substitute—

"(a) the company is at that time a subsidiary (as defined in section 1159 of the Companies Act 2006) of the local authority; or";

(b) in subsection (4), for the words from the beginning to "in relation to subsection (3)" substitute "Paragraph 3 of Schedule 6 to the Companies Act 2006 (right to appoint or remove a majority of a company's board of directors) and the following paragraphs of that Schedule as they have effect in relation to paragraph 3".

**Limitation (Northern Ireland) Order 1989 (S.I. 1989/1339 (N.I. 11))**

**105.**—(1) The Limitation (Northern Ireland) Order 1989 is amended as follows.

(2) In Article 4(d) (time limit: actions founded on contract etc), omit sub-paragraph (ii).

(3) In Article 15 (time limit: actions founded on instruments under seal etc), omit paragraph (c).

**Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19))**

**106.**—(1) Part 1 of the Insolvency (Northern Ireland) Order 1989 (introductory provisions) is amended as follows.

(2) In Article 2(2) (general interpretation: definitions)—

(a) before the definition of "business" insert—

""body corporate" includes a body incorporated outside Northern Ireland, but does not include—

(a) a corporation sole, or

(b) a partnership that, whether or not a legal person, is not regarded as a body corporate under the law by which it is governed;";

(b) omit the definition of "the Companies Order";

(c) after the definition of "EEA state" insert—

""employees' share scheme" means a scheme for encouraging or facilitating the holding of shares in or debentures of a company by or for the benefit of—

(a) the bona fide employees or former employees of—

(i) the company,

(ii) any subsidiary of the company, or

(iii) the company's holding company or any subsidiary of the company's holding company, or

(b) the spouses, civil partners, surviving spouses, surviving civil partners, or minor children or step-children of such employees or former employees;";

(d) omit the definition of "office copy".

(3) After Article 2(2) insert—

"(2A) The following expressions have the same meaning in this Order as in the Companies Acts—

"articles", in relation to a company (see section 18 of the Companies Act 2006);

"debenture" (see section 738 of that Act);

"holding company" (see sections 1159 and 1160 of, and Schedule 6 to, that Act);

"the Joint Stock Companies Acts" (see section 1171 of that Act);

"overseas company" (see section 1044 of that Act);

"paid up" (see section 583 of that Act);

"private company" and "public company" (see section 4 of that Act);

"share" (see section 540 of that Act);

"subsidiary" (see sections 1159 and 1160 of, and Schedule 6 to, that Act).".

(4) In Article 3(4) (meaning of "act as insolvency practitioner"), for the definition of "company" substitute—

""company" means—

(a) a company registered under the Companies Act 2006 in Northern Ireland, or

(b) a company that may be wound up under Part 6 of this Order (unregistered companies).".

(5) In Article 4(5)(b) (meaning of "associate"), omit "(within the meaning of the Companies Order)".

(6) In Article 5 (interpretation for Parts 2 to 7)—

(a) in paragraph (1), at the appropriate places insert—

""agent" does not include a person's counsel acting as such;"

""books and papers" and "books or papers" includes accounts, deeds, writing and documents;"

""document" includes summons, notice, order and other legal process, and registers;"

""officer", in relation to a body corporate, includes a director, manager or secretary;";

(b) in that paragraph, for the definition of "the registrar" substitute—

""the registrar" means the registrar of companies for Northern Ireland;";

(c) omit paragraph (2).

(7) In the heading preceding Article 12, omit "and the Companies Order".

(8) In Article 12 (meaning of "receiver or manager"), omit "or the Companies Order".

(9) In Article 13 (meaning of "contributory")—

(a) in paragraph (1), omit "and the Companies Order";

(b) omit paragraph (4).

**107.**—(1) Part 2 of the Insolvency (Northern Ireland) Order 1989 (company voluntary arrangements) is amended as follows.

(2) In Article 14(4) (meaning of "company"), for sub-paragraph (a) substitute—

"(a) a company registered under the Companies Act 2006 in Northern Ireland;".

(3) In Article 20A (prosecution of delinquent officers of company)—

(a) in paragraph (3), for "Article 424 or 425 of the Companies Order" substitute "section 431 or 432 of the Companies Act 1985";

(b) in paragraph (4), for "the Companies Order" substitute "the Companies Acts".

(4) In Schedule A1 (moratorium where directors propose voluntary arrangement)—

(a) in paragraph 3 (qualifying conditions for moratorium)—

(i) in sub-paragraph (2)(b), for "that Order" substitute "that Act";

(ii) after sub-paragraph (5) insert—

"(6) Expressions used in this paragraph that are defined expressions in Part 15 of the Companies Act 2006 (accounts and reports) have the same meaning in this paragraph as in that Part.";

(b) in paragraphs 31(8) and 44(2) for "an office copy" substitute "a copy".

**108.** In Part 3 of the Insolvency (Northern Ireland) Order 1989 (administration), in paragraph 1(1A) of Schedule B1 (meaning of "company"), for paragraph (a) substitute—

"(a) a company registered under the Companies Act 2006 in Northern Ireland,".

**109.**—(1) Part 3 of the Insolvency (Northern Ireland) Order 1989 (administration) as it has effect by virtue of—

(a) Article 4 of the Insolvency (Northern Ireland) Order 2005 (special administration regimes), or

(b) paragraph 2(3) or (4) of the Insolvency (2005 Order) (Transitional Provisions and Savings) Order (Northern Ireland) 2006,

(that is, without the amendments made by the Insolvency (Northern Ireland) Order 2005) is amended as follows.

(2) In Article 27(4) (general powers), for "the memorandum or articles of association" substitute "the company's articles".

(3) In Articles 28(7), 30(4), 33(2), 36(6) and 39(6) (which impose duties to send a copy of a court order to the registrar of companies), for "an office copy" substitute "a copy".

**110.**—(1) Part 4 of the Insolvency (Northern Ireland) Order 1989 (receivership) is amended as follows.

(2) At the beginning of the Part, under the heading "General provisions" insert—

"**Meaning of "company"**

**39A.** In this Part "company" means a company registered under the Companies Act 2006 in Northern Ireland.".

(3) In Article 53(5) (power to dispose of charged property), for "An office copy" substitute "A copy".

**111.**—(1) Part 5 of the Insolvency (Northern Ireland) Order 1989 (winding up of registered companies) is amended as follows.

(2) In the Part heading for "the Companies Orders" substitute "the Companies Act 2006".

(3) For Article 60 (alternative modes of winding up), and the heading preceding it, substitute—

"*Introductory*

**Scheme of this Part**

**60.**—(1) This Part applies to the winding up of a company registered under the Companies Act 2006 in Northern Ireland.

(2) The winding up may be either—

(a) voluntary (see Chapters 2 to 5), or

(b) by the High Court (see Chapter 6).

(3) This Chapter and Chapters 7 to 10 relate to winding up generally, except where otherwise stated.".

(4) In Article 61(2) (liability as contributories of present and past members)—

(a) in sub-paragraph (c), omit "in pursuance of the Companies Order and this Order";

(b) in sub-paragraph (e), for "the Companies Order" substitute "the Companies Acts".

(5) Omit Article 62 (directors with unlimited liability).

(6) Article 63 (liability of past directors and shareholders) is amended as follows—

(a) in paragraph (1)(a) for the words from "Chapter VII" to "own shares)" substitute "Chapter 5 of Part 18 of the Companies Act 2006 (acquisition by limited company of its own shares: redemption or purchase by private company out of capital)";

(b) in paragraph (2)(b) for "Article 183(3) of the Companies Order" substitute "section 714(1) to (3) of the Companies Act 2006";

(c) in paragraph (5) for "Articles 61 and 62 do not apply" substitute "Article 61 does not apply";

(d) omit paragraph (6).

(7) In Article 64 (limited company formerly unlimited)—

(a) in paragraph (1) for the words from "re-registered" to the end substitute "re-registered as a limited company.";

(b) in paragraph (3) omit "under the Companies Order and this Order".

(8) In Article 65(1) (unlimited company formerly limited), omit the words from "under Article 59" to the end.

(9) In Article 69 (companies registered under Companies Order, Part 22, Chapter 2)—

(a) for the heading substitute "Companies registered but not formed under the Companies Act 2006";

(b) in paragraph (1) for the words from "has been registered" to the end substitute "is registered but not formed under the Companies Act 2006.".

(10) In Article 70 (resolutions for voluntary winding up), the paragraph (3) substituted for paragraph (2) by paragraph 58(3) of Schedule 4 to the Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007(**a**) is renumbered (2).

(11) In Article 96(1)(a) (acceptance of shares etc as consideration for sale of company property), for "a company within the meaning of the Companies Order" substitute "a company registered under the Companies Act 2006".

(12) In Article 98(3) (reference of questions to High Court: duty to send copy of order to registrar of companies), for "An office copy" substitute "A copy".

(13) In Article 102(c) (grounds for winding up: old public company), for "Article 3 of the Companies Consolidation (Consequential Provisions) (Northern Ireland) Order 1986" substitute "Schedule 3 to the Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009".

(14) In Article 104 (application for winding up), omit paragraph (4).

(15) In Article 104A(1)(a) (petition for winding up on grounds of public interest: report made or information obtained under company investigation provisions), for "Part XV of the Companies Order" substitute "Part 14 of the Companies Act 1985".

(16) In Article 106(2) (power to stay or restrain proceedings against company), for the words from "a company registered" to "previous corresponding legislation" substitute "a company registered but not formed under the Companies Act 2006".

(17) In Article 110 (consequences of winding up order)—

(a) in paragraph (1) for "an office copy" substitute "a copy";

(b) in paragraph (3) for "registered under Article 629 of the Companies Order" substitute "registered but not formed under the Companies Act 2006".

(18) In Article 125(3) (power to stay winding up order: duty to send copy of order to registrar of companies), for "An office copy" substitute "A copy".

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(**a**) S.I. 2007/2194 (C. 84).

(19) In Articles 126(1) and 127(1) (provisions as to powers of the court), omit "in pursuance of the Companies Order or this Order".

(20) In Article 136 (powers of court to be cumulative), for the words from "by this Order" to "on the High Court" substitute "on the High Court by this Order".

(21) In Article 137(1) (delegation of powers to liquidator), omit "by the Companies Order and this Order".

(22) In Article 158(2)(c) (power to make over assets to employees) for "memorandum or articles" substitute "articles".

(23) In Article 164(3) (meeting to ascertain wishes of creditors or contributories), omit "by the Companies Order or the company's articles".

(24) In Article 166(4) (power to defer date of dissolution: duty to send copy of order to registrar of companies), for "an office copy" substitute "a copy".

(25) In Article 176 (summary remedy against delinquent directors etc), omit paragraph (6).

(26) In Article 178 (wrongful trading: definitions), for paragraph (7) substitute—

"(7) In this Article "director" includes a shadow director.".

(27) In Article 179 (proceedings under Articles 177 and 178), omit paragraph (6).

(28) In Article 180 (restriction on re-use of company names), for paragraph (8) substitute—

"(8) In this Article "company" includes a company which may be wound up under Part 6 (unregistered companies).".

(29) In Article 181 (personal liability for debts following contravention of Article 180), for paragraph (6) substitute—

"(6) In this Article "company" has the same meaning as in Article 180.".

(30) In Article 182(4) (prosecution of delinquent officers and members of company), for "Article 424 or 425 of the Companies Order" substitute "section 431 or 432 of the Companies Act 1985".

(31) In Article 183(1) (obligations arising under Article 182), for "the Companies Order" substitute "the Companies Act 1985".

**112.**—(1) Part 6 of the Insolvency (Northern Ireland) Order 1989 (winding up of unregistered companies) is amended as follows.

(2) For Article 184 (meaning of "unregistered company") substitute—

"**Meaning of "unregistered company"**

**184.** For the purposes of this Part "unregistered company" includes any association and any company, with the following exceptions—

(a) a railway company incorporated by a statutory provision;

(b) a company registered under the Companies Act 2006 in any part of the United Kingdom.".

(3) In Article 185(1) (winding up of unregistered companies) omit "and the Companies Order".

(4) In Article 190 (contributories in winding up of unregistered company), omit paragraph (3) (which is unnecessary).

(5) In Article 193 (provisions of Part 6 to be cumulative)—

(a) in paragraph (1) for "companies formed and registered under the Companies Order" substitute "companies registered under the Companies Act 2006 in Northern Ireland";

(b) omit paragraph (2).

**113.** In Part 13 of the Insolvency (Northern Ireland) Order 1989 (public administration), in Article 359(2)(a) (company insolvency rules), for "the Companies Order" substitute "the Companies (Northern Ireland) Order 1986".

**114.**—(1) Part 14 of the Insolvency (Northern Ireland) Order 1989 (miscellaneous provisions) is amended as follows.

(2) In Schedule 7 (punishment of offences under the Order), in the entries relating to Articles 28(8), 30(5), 53(6) and 166(4) and paragraph 31(9) of Schedule A1, for "office copy" substitute "copy".

(3) In Schedule 8 (transitional provisions and savings), for "the Companies Order" (wherever occurring) substitute "the Companies (Northern Ireland) Order 1986".

**115.** In Part 15 of the Insolvency (Northern Ireland) Order 1989 (supplementary provisions), after Article 385 insert—

"**Enforcement of company's filing obligations**

**386.**—(1) This Article applies where a company has made default in complying with any obligation under this Order—

(a) to deliver a document to the registrar, or

(b) to give notice to the registrar of any matter.

(2) The registrar, or any member or creditor of the company, may give notice to the company requiring it to comply with the obligation.

(3) If the company fails to make good the default within 14 days after service of the notice, the registrar, or any member or creditor of the company, may apply to the High Court for an order directing the company, and any specified officer of it, to make good the default within a specified time.

(4) The High Court's order may provide that all costs of or incidental to the application are to be borne by the company or by any officers of it responsible for the default.

(5) This Article does not affect the operation of any enactment imposing penalties on a company or its officers in respect of any such default.

**Application of filing obligations to overseas companies**

**387.** The provisions of this Order requiring documents to be forwarded or delivered to, or filed with, the registrar apply in relation to an overseas company that is required to register particulars under section 1046 of the Companies Act 2006 as they apply in relation to a company registered under that Act in Northern Ireland.".

**Planning (Hazardous Substances) Act 1990 (c. 10)**

**116.** In section 39(3) of the Planning (Hazardous Substances) Act 1990 (interpretation: bodies corporate treated as one person), in paragraph (a) for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Enterprise and New Towns (Scotland) Act 1990 (c. 35)**

**117.**—(1) The Enterprise and New Towns (Scotland) Act 1990 is amended as follows.

(2) In section 4(2) (functions of Scottish Enterprise to be carried on through company or partnership), for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

(3) In section 8(1) (powers of Scottish Enterprise and Highlands and Islands Enterprise), in paragraph (l) (formation and promotion of companies) for "(within the meaning of the Companies Act 1985)" substitute "under the Companies Act 2006".

(4) In section 36(1) (interpretation), in the definition of "subsidiary" and "wholly-owned subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Courts and Legal Services Act 1990 (c. 41)**

**118.** In section 105(6) of the Courts and Legal Services Act 1990 (tying-in arrangements: meaning of "group of companies"), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Broadcasting Act 1990 (c. 42)**

**119.**—(1) The Broadcasting Act 1990 is amended as follows.

(2) In section 135 (initial government holding in nominated company), in subsection (4)(b) (shares to be treated as fully paid up), for "the Companies Act 1985" substitute "the Companies Act 2006".

(3) In section 141(1) (interpretation of Part 4), in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(4) In Schedule 2 (restrictions on holding of licences), in paragraph 1(1), in the definition of "equity share capital" for "the Companies Act 1985" substitute "the Companies Acts (see section 548 of the Companies Act 2006)".

**Environmental Protection Act 1990 (c. 43)**

**120.** In section 30(5) of the Environmental Protection Act 1990 (meaning of "waste disposal contractor"), in the closing words—

(a) for "has the same meaning as in the Companies Act 1985" substitute "means a company as defined in section 1(1) of the Companies Act 2006", and

(b) for "alteration of the company's objects" substitute "alteration of the company's articles so as to add, remove or alter a statement of the company's objects".

**Natural Heritage (Scotland) Act 1991 (c. 28)**

**121.** In section 2(1) of the Natural Heritage (Scotland) Act 1991 (powers of Scottish Natural Heritage), in paragraph (e) (formation and promotion of companies) for "(within the meaning of the Companies Act 1985)" substitute "under the Companies Act 2006".

**Atomic Weapons Establishment Act 1991 (c. 46)**

**122.** In section 1(4) of the Atomic Weapons Establishment Act 1991 (arrangements for the carrying on of certain activities), for the definition of "company" and "formed" substitute—

> ""company" means a company as defined in section 1(1) of the Companies Act 2006 and "formed", in relation to a company, includes the alteration of the company's articles so as to add, remove or alter a statement of the company's objects;".

**Child Support Act 1991 (c. 48)**

**123.** In section 44(2A)(c) of the Child Support Act 1991 (jurisdiction over non-resident parents employed by UK companies), for "registered under the Companies Act 1985 in England and Wales or in Scotland, or under the Companies (Northern Ireland) Order 1986" substitute "registered under the Companies Act 2006".

**Ports Act 1991 (c. 52)**

**124.**—(1) The Ports Act 1991 is amended as follows.

(2) In section 1(2) (power of port authorities to form companies for purposes of transfer of certain statutory port undertakings), for "the Companies Act 1985" substitute "the Companies Act 2006".

(3) In section 3(4)(b) (initial issue of securities in successor company: securities to be treated as fully paid up), for "the Companies Act 1985" substitute "the Companies Act 2006".

(4) In section 9(2) and (6)(b) (schemes made by relevant port authority), for "memorandum and articles" substitute "articles".

(5) In section 12(7)(b) (schemes made by the Secretary of State), for "memorandum and articles" substitute "articles".

(6) In section 21(2) (power of Port of London Authority to form company for certain purposes), for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006".

(7) In section 22(3) and (6) (transfer to company of relevant property, etc, of the Port Authority), for "memorandum and articles" substitute "articles".

(8) In section 40(1) (general interpretation)—

(a) in the definition of "equity share capital" for "section 744 of the Companies Act 1985" substitute "section 548 of the Companies Act 2006";

(b) in the definition of "subsidiary" and "wholly-owned subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Agricultural Holdings (Scotland) Act 1991 (c. 55)**

**125.** In section 76 of the Agricultural Holdings (Scotland) Act 1991 (power of land improvement companies to advance money), for "incorporated under the Companies Act 1985 or under the former Companies Acts within the meaning of that Act" substitute "formed and registered under the Companies Act 2006".

**Water Industry Act 1991 (c. 56)**

**126.**—(1) The Water Industry Act 1991 is amended as follows.

(2) In section 155(6) (undertaker's powers in relation to land: compulsory purchase), for "memorandum and articles" substitute "articles".

(3) In section 219(1) (general interpretation), for the definition of "limited company" substitute—

> ""limited company" means a company (as defined in section 1(1) of the Companies Act 2006) that—
>
> (a) is registered in England and Wales or Scotland, and
>
> (b) is limited by shares.".

(4) In Part 1 of Schedule 3 (special administration orders: modifications of the Insolvency Act 1986), in paragraph 4(b) for "memorandum or articles of association" substitute "articles of association".

**Statutory Water Companies Act 1991 (c. 58)**

**127.**—(1) The Statutory Water Companies Act 1991 is amended as follows.

(2) In section 9(3) (arrangements and reconstructions: meaning of "company"), for "within the meaning of the 1985 Act" substitute "as defined in section 1(1) of the Companies Act 2006".

(3) In section 10(1) (power to appoint officers as directors)—

(a) for "a memorandum and articles" substitute "articles", and

(b) for "such memorandum and articles" substitute "such articles".

(4) In section 11 (registration of statutory water companies)—

(a) in the heading, for "the Companies Act 1985" substitute "the Companies Act 2006";

(b) in subsection (1), for "Chapter II of Part XXII of the 1985 Act" substitute "Chapter 1 of Part 33 of the Companies Act 2006";

(c) for subsection (2), substitute—

"(2) It is hereby declared that nothing in that Chapter (or regulations made under it), or in the Water Act 1989, the Water Industry Act 1991 or this Act, is to be construed as requiring a statutory water company registered under section 1040 of the Companies Act 2006 to be treated for any purpose as if it had been a different person in law before its registration.".

(5) In section 12 (adoption of memorandum and articles)—

(a) in the heading, for "memorandum and articles" substitute "articles of association";

(b) in subsection (1)—

(i) in paragraph (a)(i) for the words "having effect in accordance with paragraph 5 of Schedule 21 to the 1985 Act (enactments to have effect as if contained in memorandum and articles)" substitute "having effect in accordance with regulations made under section 1042 of the Companies Act 2006 as if contained in the company's articles";

(ii) in paragraphs (b) and (c) for "a memorandum and articles" substitute "articles of association";

(iii) in the closing words for "memorandum and articles" substitute "articles";

(c) in subsection (2)(b)(ii) for "memorandum and articles" substitute "articles";

(d) in subsection (5)—

(i) in paragraphs (a), (b) and (c) for "memorandum and articles", wherever occurring, substitute "articles";

(ii) in paragraph (b) for "section 14 and the other provisions of the 1985 Act" substitute "section 33 and the other provisions of the Companies Act 2006";

(e) for subsection (6) substitute—

"(6) Subsections (3) and (4) of section 26 of the Companies Act 2006 (penalty for default in delivering copy of articles to registrar) apply in relation to the obligation imposed by subsection (5)(c) above as in relation to the obligation imposed by subsection (1) of that section.";

(f) in subsection (8) in the definition of "registrar of companies" for "has the same meaning as in the 1985 Act" substitute "means the registrar of companies for England and Wales".

(6) In section 13 (review by High Court of resolution substituting memorandum and articles)—

(a) in the heading for "memorandum and articles" substitute "articles of association";

(b) in subsection (1) for "a memorandum and articles" substitute "articles of association";

(c) in subsection (3)(b)(ii) for "section 681 of the 1985 Act (procedural requirements for registration)" substitute "the procedural requirements for registration laid down by regulations under section 1042 of the Companies Act 2006";

(d) in subsection (4)(a) and (d) for "memorandum and articles" substitute "articles";

(e) in subsection (5) for "a memorandum and articles" substitute "articles of association";

(f) omit subsection (6);

(g) in subsection (7) for "the 1985 Act" substitute "the Companies Acts (see section 738 of the Companies Act 2006)".

(7) In section 15 (general interpretation)—

(a) in subsection (1), omit the definitions of "the 1985 Act" and "memorandum and articles";

(b) in subsection (2), for "certificate under section 688 of the 1985 Act" substitute "certificate of registration under Chapter 1 of Part 33 of the Companies Act 2006 or corresponding earlier provision".

**Child Support (Northern Ireland) Order 1991 (S.I. 1991/2628 (N.I. 23))**

**128.** In Article 41(2A)(c) of the Child Support (Northern Ireland) Order 1991 (jurisdiction), for "registered under the Companies (Northern Ireland) Order 1986 or under the Companies Act 1985 in England and Wales or in Scotland" substitute "registered under the Companies Act 2006".

**Social Security Administration Act 1992 (c. 5)**

**129.** In section 115B(9) of the Social Security Administration Act 1992 (civil penalties: interpretation)—

(a) in paragraph (a) of the definition of "director", for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006";

(b) in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Social Security Administration (Northern Ireland) Act 1992 (c. 8)**

**130.**—(1) Section 109B(9) of the Social Security Administration (Northern Ireland) Act 1992 (penalty as alternative to prosecution: colluding employers etc) is amended as follows.

(2) In paragraph (a) of the definition of "director", for "(within the meaning of the Companies (Northern Ireland) Order 1986)" substitute "(as defined in section 1(1) of the Companies Act 2006)".

(3) In the definition of "subsidiary", for "Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**Further and Higher Education Act 1992 (c. 13)**

**131.** In section 31 of the Further and Higher Education Act 1992 (designated institutions conducted by companies) in subsections (3)(a) and (4) for "memorandum or articles of association" substitute "articles of association".

**Further and Higher Education (Scotland) Act 1992 (c. 37)**

**132.** In section 12(2) of the Further and Higher Education (Scotland) Act 1992 (powers of college board of management), in paragraph (i) (formation and promotion of companies) for "(within the meaning of the Companies Act 1985)" substitute "under the Companies Act 2006".

**Friendly Societies Act 1992 (c. 40)**

**133.**—(1) The Friendly Societies Act 1992 is amended as follows.

(2) In section 66(11) (inspections and special meetings: meaning of "the corresponding Companies Act limit"), omit "or Article 424(4) of the Companies (Northern Ireland) Order 1986".

(3) In section 75 (auditors' rights to information etc), for subsection (6) substitute—

"(6) Where a subsidiary of a friendly society is a company (as defined in section 1(1) of the Companies Act 2006), the subsidiary and its auditors must give to the auditors of the friendly society such information and explanations as they may reasonably require for the purposes of their duties as auditors of the society.".

(4) In section 86(1) (transfer of engagements), for paragraph (c) substitute—

"(c) to a company registered under the Companies Act 2006;".

(5) In section 91 (conversion of friendly society into company)—

(a) in subsection (1), for "the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006";

(b) for subsection (4) substitute—

"(4) Where—

(a) a special resolution of the society contains the particulars required by subsection (1) of section 8 of the Companies Act 2006 to be contained in the memorandum of association of a company, and

(b) a copy of the resolution has been registered by the Authority,

a copy of that resolution under the seal and stamp of the Authority has the same effect as a memorandum of association duly authenticated as required by subsection (2) of that section.".

(6) In section 106(4) (officers and auditors not to be exempted from liability)—

(a) for "Section 727 of the Companies Act 1985 or Article 675 of the Companies (Northern Ireland) Order 1986" substitute "Section 1157 of the Companies Act 2006"; and

(b) omit "each of".

(7) In Schedule 10 (application of companies winding up legislation to incorporated friendly societies)—

(a) in paragraph 2 for "the Companies Act 1985 or (as the case may be) the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006";

(b) in paragraph 68—

(i) for sub-paragraph (1) substitute—

"(1) Sections 1012 to 1023 and 1034 of the Companies Act 2006 (property of dissolved company) apply in relation to the property of a dissolved incorporated friendly society (whether dissolved under section 20 or following its winding up) as they apply in relation to the property of a dissolved company.";

(ii) for sub-paragraphs (3) and (4) substitute—

"(3) Any reference in those sections to restoration to the register shall be read as a reference to the effect of an order under section 25 of this Act.".

**Trade Union and Labour Relations (Consolidation) Act 1992 (c. 52)**

**134.**—(1) The Trade Union and Labour Relations (Consolidation) Act 1992 is amended as follows.

(2) In section 10(3)(a) (quasi-corporate status of trade unions: prohibition of registration under Companies Act), for "the Companies Act 1985" substitute "the Companies Act 2006".

(3) In section 117 (special register bodies)—

(a) in subsection (1) for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006";

(b) in subsection (3)(a)(ii) for "the Companies Act 1985" substitute "the Companies Act 2006";

(c) in subsection (4)—

(i) for "the Companies Act 1985" substitute "the Companies Act 2006", and

(ii) for "Chapter V of Part XI of that Act or Chapter 2 of Part 16 of the Companies Act 2006" substitute "Chapter 2 of Part 16 of that Act".

(4) In section 131(2) (employers' associations: application of provisions relating to auditors)—

(a) for "the Companies Act 1985" substitute "the Companies Act 2006", and

(b) for "the Companies Act 2006" substitute "that Act".

**Electricity (Northern Ireland) Order 1992 (S.I. 1992/231 (N.I. 1))**

**135.**—(1) The Electricity (Northern Ireland) Order 1992 is amended as follows.

(2) In Article 73(4)(b) (initial government holding: shares of successor company to be treated as if fully paid up in cash), for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Acts (as defined in section 2(1) of the Companies Act 2006)".

(3) In Article 79(3) (temporary restrictions on borrowing), in the definition of "subsidiary", for "Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

(4) In paragraph 1(1) of Schedule 11 (pensions: interpretation), in the definition of "wholly-owned subsidiary" for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)".

**Industrial Relations (Northern Ireland) Order 1992 (S.I. 1992/807 (N.I. 5))**

**136.**—(1) The Industrial Relations (Northern Ireland) Order 1992 is amended as follows.

(2) In Article 2(2) (interpretation), omit the definition of "the Companies Order".

(3) In Article 3(3) (definition and status of trade union)—

(a) for "the Companies Order" substitute "the Companies Act 2006";

(b) for "that Order" substitute "that Act".

(4) In Article 7(4) (property of trade unions etc), for "section 770 of the Companies Act 2006 or Article 368 of the Companies Order" substitute "section 126 or 770 of the Companies Act 2006".

(5) In Article 11(9) (duties as to annual returns, auditors and members' superannuation schemes)—

(a) for "within the meaning of the Companies Order" substitute "(as defined in section 1(1) of the Companies Act 2006)";

(b) in paragraph (b), omit "Chapter V of Part XII of that Order or".

**Local Government (Miscellaneous Provisions) (Northern Ireland) Order 1992 (S.I. 1992/810 (N.I. 6))**

**137.** In Article 18 of the Local Government (Miscellaneous Provisions) (Northern Ireland) Order 1992 (interpretation)—

(a) in the definition of "associated body", omit "(within the meaning of the Companies (Northern Ireland) Order 1986),";

(b) at the appropriate place insert—

""holding company" and "subsidiary" have the same meaning as in the Companies Acts (see section 1159 of the Companies Act 2006);".

**Housing (Northern Ireland) Order 1992 (S.I. 1992/1725 (N.I. 15))**

**138.**—(1) The Housing (Northern Ireland) Order 1992 is amended as follows.

(2) In Article 3 (housing associations: interpretation), for the definition of "company" substitute—

""company" means a company registered under the Companies Act 2006;".

(3) In Article 23(9)(c) and (11) (inquiries into affairs of registered housing associations), for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)".

(4) In Article 27 (winding up of registered housing associations), for "section 64(a)" substitute "section 64(1)(a)".

(5) In Article 28(1) (transfer of net assets on winding up), for "paragraph (a) or (b)" substitute "subsection (1)(a) or (b)".

(6) In Article 29 (restrictions on exercise of certain powers of registered housing associations)—

(a) in paragraph (3) for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006";

(b) for paragraph (4) substitute—

"(4) If, in pursuance of section 64(1)(a) of the 1969 Act, a registered housing association resolves by special resolution that it be wound up voluntarily under the Insolvency (Northern Ireland) Order 1989, the resolution has no effect unless—

(a) before the resolution was passed the Department gave its consent to its passing, and

(b) a copy of the consent is forwarded to the registrar together with a copy of the resolution required to be so forwarded in accordance with section 64(3) of the 1969 Act.";

(c) in paragraph (5), for "section 64(b)" substitute "section 64(1)(b)".

**Charities Act 1993 (c. 10)**

**139.**—(1) The Charities Act 1993 is amended as follows.

(2) In section 6 (power of Commission to require a charity to change its name), omit subsection (7).

(3) In section 7(3) (effect of direction under s.6 where charity is a company: duty of registrar of companies), in paragraph (a) for ", subject to section 26 of the Companies Act 1985 (prohibition on registration of certain names)," substitute ", if satisfied that the new name complies with the requirements of Part 5 of the Companies Act 2006,".

(4) In section 63 (winding up etc of charitable company), for subsections (3) and (4) substitute—

"(3) The Commission may make an application under section 1029 of the Companies Act 2006 (application to court for restoration to the register of companies) to restore a charitable company to the register of companies.".

(5) In section 64 (alteration of objects clause)—

(a) in the heading, omit "clause";

(b) in subsection (2A) (regulated alterations)—

(i) for paragraph (a) substitute—

"(a) an amendment of the company's articles of association adding, removing or altering a statement of the company's objects,";

(ii) in paragraphs (b) and (c), for "memorandum or articles of association" substitute "articles of association";

(c) for subsections (3) and (4) substitute—

"(3) Where a company that has made a regulated alteration in accordance with subsection (2) is required—

(a) by section 26 of the Companies Act 2006 to send to the registrar of companies a copy of its articles as amended,

(b) by section 30 of that Act to forward to the registrar a copy of the special resolution effecting the alteration, or

(c) by section 31 of that Act to give notice to the registrar of the amendment,

the copy or notice must be accompanied by a copy of the Commission's consent.

(3A) If more than one of those provisions applies and they are complied with at different times, the company need not send a further copy of the Commission's consent if a copy was sent on an earlier occasion.

(4) Section 30(2) to (4) of that Act (offence of failing to comply with section 30) apply in relation to a failure to comply with subsection (3) above as in relation to a failure to comply with that section.".

(6) Omit section 65 (invalidity of certain transactions).

(7) In section 69D (CIOs: offences connected with name and status: interpretation), in subsection (1B) for "subsection (2)" substitute "subsection "(1A)".

(8) In section 72 (persons disqualified for being trustee of a charity)—

(a) in subsection (1) (grounds for disqualification), in paragraph (f) for the words from "subject to" to "2002" substitute "subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002";

(b) in subsection (3), for paragraph (aa) substitute—

"(aa) in the case of a person subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification (Northern Ireland) Order 2002, leave has been granted by the High Court in Northern Ireland for him to act as director of the charity,".

(9) In section 97(1) (general interpretation), for the definition of "company" substitute—

""company" means a company registered under the Companies Act 2006 in England and Wales or Scotland;".

(10) In the Table in Schedule 1C (appeals and applications to Charity Tribunal)—

(a) in the entry relating to decisions under section 64(2), 65(4) or 66(1), in the first column omit ", 65(4)";

(b) after the last entry add—

| | | |
|---|---|---|
| "Decision of the Commission to give or withhold consent under section 42(4) of the Companies Act 2006. | The persons are—<br>(a) the charity trustees of the charity,<br>(b) the company itself, and<br>(c) any other person who is or may be affected by the decision. | Power to quash the decision and (if appropriate) remit the matter to the Commission. |

".

(11) In paragraph 4 of Schedule 5B (nature of debt owed under constitution of CIO), for "a specialty debt" substitute "an ordinary contract debt".

**Leasehold Reform, Housing and Urban Development Act 1993 (c. 28)**

**140.**—(1) The Leasehold Reform, Housing and Urban Development Act 1993 is amended as follows.

(2) In section 4A (constitution of RTE company), in subsection (1)(b) for "memorandum of association states" substitute "articles of association state".

(3) In section 4C (RTE companies: regulations)—

(a) in subsection (1) for "memorandum of association and articles of association" substitute "articles of association";

(b) in subsections (2) and (4) for "memorandum or articles" substitute "articles";

(c) in subsection (5)—

(i) in the opening words, for "a memorandum or articles" substitute "articles", and

(ii) in paragraph (a), for "the memorandum or articles" substitute "the articles";

(d) for subsection (6) substitute—

"(6) Section 20 of the Companies Act 2006 (default application of model articles) does not apply to a RTE company.".

(4) In section 5(6) (qualifying tenants: meaning of "associated company"), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(5) In section 12A(3)(a) and (b) and (4)(a) and (c) (notice inviting participation), for "memorandum of association and articles of association" substitute "articles of association".

(6) In section 29(4A)(d) (deemed withdrawal of notice of exercise of enfranchisement if RTE company struck off register), for "section 652 or 652A of the Companies Act 1985" substitute "section 1000, 1001 or 1003 of the Companies Act 2006".

**Criminal Justice Act 1993 (c. 36)**

**141.** In Part 5 of the Criminal Justice Act 1993 (insider dealing), after section 61 insert—

"**Summary proceedings: venue and time limit for proceedings**

**61A.**—(1) Summary proceedings for an offence of insider dealing may (without prejudice to any jurisdiction exercisable apart from this subsection) be brought against an individual at any place at which the individual is for the time being.

(2) An information relating to an offence of insider dealing that is triable by a magistrates' court in England and Wales may be so tried if it is laid—

(a) at any time within three years after the commission of the offence, and

(b) within twelve months after the date on which evidence sufficient in the opinion of the Director of Public Prosecutions or the Secretary of State (as the case may be) to justify the proceedings comes to that person's knowledge.

(3) Summary proceedings in Scotland for an offence of insider dealing—

(a) must not be commenced after the expiration of three years from the commission of the offence;

(b) subject to that, may be commenced at any time—

(i) within twelve months after the date on which evidence sufficient in the Lord Advocate's opinion to justify the proceedings came to that person's knowledge, or

(ii) where such evidence was reported to the Lord Advocate by the Secretary of State, within twelve months after the date on which it came to the knowledge of the latter.

Section 136(3) of the Criminal Procedure (Scotland) Act 1995 (date when proceedings deemed to be commenced) applies for the purposes of this subsection as for the purposes of that section.

(4) A magistrates' court in Northern Ireland has jurisdiction to hear and determine a complaint charging the commission of a summary offence of insider dealing provided that the complaint is made—

(a) within three years from the time when the offence was committed, and

(b) within twelve months from the date on which evidence sufficient in the opinion of the Director of Public Prosecutions for Northern Ireland or the Secretary of State (as the case may be) to justify the proceedings comes to that person's knowledge.

(5) For the purposes of this section a certificate of the Director of Public Prosecutions, the Lord Advocate, the Director of Public Prosecutions for Northern Ireland or the Secretary of State (as the case may be) as to the date on which such evidence as is referred to above came to that person's notice is conclusive evidence.".

**National Lottery etc Act 1993 (c. 39)**

**142.** In section 27(3) of the National Lottery etc Act 1993 (power to prohibit distribution of lottery funds to associated companies)—

(a) in paragraph (a) (meaning of "company")—

(i) for "the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006", and

(ii) for "the provisions of that Act or Order" substitute "any provisions of the Companies Acts (as defined in section 2(1) of that Act)";

(b) in paragraph (b) (meaning of "wholly-owned subsidiary"), for "section 736 of that Act or Article 4 of that Order" substitute "section 1159 of that Act".

**Railways Act 1993 (c. 43)**

**143.**—(1) The Railways Act 1993 is amended as follows.

(2) In section 25 (public sector operators not to be franchisees), for subsection (2) substitute—

"(2) Expressions used in sub-paragraphs (i) to (iv) of subsection (1)(e) that are defined for the purposes of the Companies Acts (see section 1174 of, and Schedule 8 to, the Companies Act 2006) have the same meaning in those sub-paragraphs.".

(3) In section 59(7) (meaning and effect of railway administration order), for the definition of "the court" substitute—

""the court", in relation to a protected railway company, means the court—

(a) having jurisdiction to wind up the company, or

(b) that would have such jurisdiction apart from section 221(2) or 441(2) of the Insolvency Act 1986 (exclusion of winding up jurisdiction in case of companies having principal place of business in, or incorporated in, Northern Ireland);".

(4) In section 65 (interpretation of railway administration order provisions), for subsection (1) substitute—

"(1) In the railway administration order provisions of this Act—

"company" means—

(a) a company registered under the Companies Act 2006, or

(b) an unregistered company; and

"unregistered company" means a company that is not registered under that Act.".

(5) In section 114(1) (Secretary of State etc not to be regarded as shadow director of certain railway companies)—

(a) for "the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the Companies Acts (as defined in section 2(1) of the Companies Act 2006)";

(b) for "that Act or Order" substitute "those Acts (see section 251 of that Act)".

(6) In section 151(1) (general interpretation)—

(a) in the definition of "body corporate" for "section 740 of the Companies Act 1985" substitute "section 1173(1) of the Companies Act 2006";

(b) in the definitions of "subsidiary" and "wholly owned subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(7) In Part 1 of Schedule 6 (railway administration orders: modifications of Insolvency Act 1986)—

(a) in paragraph 1(b) for "is an unregistered company" substitute "is not a company registered under the Companies Act 2006 in England and Wales or Scotland";

(b) in paragraph 4(b) for "memorandum or articles of association" substitute "articles of association";

(c) in paragraphs 7(4) and 8, for paragraphs (a) and (b) substitute—

"(a) where the company—

(i) is registered under the Companies Act 2006, or

(ii) is subject to a requirement imposed by regulations under section 1043 or 1046 of the Companies Act 2006 (unregistered UK companies or overseas companies) to deliver any documents to the registrar of companies,

the words "to the Office of Rail Regulation, the appropriate national authority and the registrar of companies"; and

(b) where paragraph (a) above does not apply, the words "to the Office of Rail Regulation and the appropriate national authority".";

(d) in paragraph 9, in the substituted subsection (2A), for paragraph (e) substitute—

"(e) where the company—

(i) is registered under the Companies Act 2006, or

(ii) is subject to a requirement imposed by regulations under section 1043 or 1046 of the Companies Act 2006 (unregistered UK companies or overseas companies) to deliver any documents to the registrar of companies,

the registrar of companies.";

(e) in paragraph 10(5), in the substituted subsection (6)—

(i) for "an office copy" substitute "a copy";

(ii) for paragraph (c) substitute—

"(c) where the company—

(i) is registered under the Companies Act 2006, or

(ii) is subject to a requirement imposed by regulations under section 1043 or 1046 of the Companies Act 2006 (unregistered UK companies or overseas companies) to deliver any documents to the registrar of companies,

to the registrar of companies.".

**Pension Schemes Act 1993 (c. 48)**

**144.**—(1) The Pension Schemes Act 1993 is amended as follows.

(2) In section 127(2)(a) (transfer to Secretary of State of rights and remedies: preferential debts), for "the Companies Act 2006" substitute "the Companies Acts (as defined in section 2(1) of the Companies Act 2006)".

(3) In section 149(6) (procedure on investigation by Pensions Ombudsman: disclosure of information), omit paragraph (j).

**Pension Schemes (Northern Ireland) Act 1993 (c. 49)**

**145.**—(1) The Pension Schemes (Northern Ireland) Act 1993 is amended as follows.

(2) In section 123(2)(b) (transfer to Department of rights and remedies: preferential debts), after "made under that order)" insert "or any provision of the Companies Acts (as defined in section 2(1) of the Companies Act 2006)".

(3) In section 145(6) (procedure on investigation: disclosure of information)(**a**), omit paragraph (h).

(4) In paragraph 4(1) of Schedule 3 (priority in bankruptcy etc: meaning of "relevant date"), for "Article 205(3) of the Companies (Northern Ireland) Order 1986" substitute "Section 754(3) of the Companies Act 2006".

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(**a**) Section 145(6) was added by Article 155(1) of the Pensions (Northern Ireland) Order 1995.

**Education and Libraries (Northern Ireland) Order 1993 (S.I. 1993/2810 (N.I. 12))**

**146.** In Article 19 of the Education and Libraries (Northern Ireland) Order 1993 (interpretation of Part 3)—

(a) in the definition of "associated body", omit "(within the meaning of the Companies (Northern Ireland) Order 1986),";

(b) at the appropriate place insert—

""holding company" and "subsidiary" have the same meaning as in the Companies Acts (see section 1159 of the Companies Act 2006);".

**Coal Industry Act 1994 (c. 21)**

**147.**—(1) The Coal Industry Act 1994 is amended as follows.

(2) In section 36 (insolvency of licensed operators)—

(a) in subsection (5) for "section 651(1) or 653(2) of the Companies Act 1985 (application to cancel the dissolution of a company)" substitute "section 1029 of the Companies Act 2006 (application to court for restoration to the register)";

(b) omit subsection (6);

(c) in subsection (7) in the definition of "registrar of companies" for "the Companies Act 1985" substitute "the Companies Acts (see section 1060 of the Companies Act 2006)".

(3) In section 65(1) (interpretation)—

(a) in the definition of "company" for "has the same meaning as in the Companies Act 1985" substitute "has the meaning given by section 1(1) of the Companies Act 2006";

(b) in the definition of "subsidiary" and "wholly-owned subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(4) In Schedule 3 (financial structure of successor companies), in paragraph 2(4)(b) (shares to be treated as fully paid up) for "the Companies Act 1985" substitute "the Companies Act 2006".

**Deregulation and Contracting Out Act 1994 (c. 40)**

**148.**—(1) Part 2 of the Deregulation and Contracting Out Act 1994 (contracting out) is amended as follows.

(2) In section 74(4) (powers of certain office-holders), for paragraph (a) substitute—

"(a) the registrar of companies for England and Wales, Scotland or Northern Ireland;".

(3) In section 79(1) (interpretation of Part 2), in the definition of "office-holder", for paragraph (c) substitute—

"(c) the registrar of companies for England and Wales, Scotland or Northern Ireland; and".

(4) In paragraph 1 of Schedule 16 (amendments to facilitate contracting out: filing of documents under Newspaper Libel and Registration Act 1881(**a**) and Limited Partnerships Act 1907(**b**))—

(a) in sub-paragraph (1) for "the registrar of companies" substitute "the registrar";

(b) for sub-paragraph (3) substitute—

"(3) In this paragraph "the registrar" has the same meaning as in the Newspaper Libel and Registration Act 1881 or the Limited Partnerships Act 1907 (as the case may be).".

**Airports (Northern Ireland) Order 1994 (S.I. 1994/426 (N.I. 1))**

**149.**—(1) The Airports (Northern Ireland) Order 1994 is amended as follows.

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(**a**) 1881 c.60.
(**b**) 1907 c.24.

(2) In Article 2(2) (interpretation)—

(a) omit the definition of "the Companies Order";

(b) for the definition of "subsidiary" substitute—

""subsidiary" has the same meaning as in the Companies Acts (see section 1159 of the Companies Act 2006).".

(3) In Article 32(4)(b)(iii) (discretionary conditions), for "the Companies Order" substitute "the Companies Acts: see section 548 of the Companies Act 2006".

(4) In Article 51(1)(a) (the successor company), for ", within the meaning of the Companies Order" substitute "(within the meaning of section 3 of the Companies Act 2006)".

(5) In Article 57(4)(b) (initial government holding in successor company: shares to be treated as fully paid up in cash), for "the Companies Order" substitute "the Companies Acts (as defined in section 2(1) of the Companies Act 2006)".

**Ports (Northern Ireland) Order 1994 (S.I. 1994/2809 (N.I. 16))**

**150.**—(1) The Ports (Northern Ireland) Order 1994 is amended as follows.

(2) In Article 2(2) (interpretation)—

(a) in the definition of "equity share capital" for "Article 2(3) of the Companies (Northern Ireland) Order 1986" substitute "section 548 of the Companies Act 2006";

(b) in the definition of "subsidiary" and "wholly-owned subsidiary" for "Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

(3) In Article 3(2) (formation of companies for purposes of transfer of port undertakings), for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006".

(4) In Article 5(4)(b) (initial shares issued by successor company treated as if fully paid up in cash), for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Acts (as defined in section 2(1) of the Companies Act 2006)".

**Requirements of Writing (Scotland) Act 1995 (c. 7)**

**151.** In section 12(1) of the Requirements of Writing (Scotland) Act 1995 (interpretation)—

(a) for the definition of "company" substitute—

""company" has the meaning given by section 1(1) of the Companies Act 2006;";

(b) in the definition of "office-holder", in paragraph (c) (the registrar of companies) omit "within the meaning of the Companies Act 1985".

**Merchant Shipping Act 1995 (c. 21)**

**152.**—(1) The Merchant Shipping Act 1995 is amended as follows.

(2) In section 143(6) (prosecutions and enforcement of fines: service of documents on foreign companies), for the second sentence substitute "In this subsection "foreign company" means a company or body which is not one to which section 1139 of the Companies Act 2006 applies so as to authorise service of the document in question.".

(3) In section 163A(8) (compulsory insurance against liability for pollution from bunker oil: service of documents on foreign companies), for the second sentence substitute "In this subsection "foreign company" means a company or body which is not one to which section 1139 of the Companies Act 2006 applies so as to authorise service of the document in question.".

(4) In section 173(10) (contributions to Fund: interpretation), in the definition of "group" for "section 736 of the Companies Act 1985 (or for companies in Northern Ireland Article 4 of the Companies (Northern Ireland) Order 1986)" substitute "section 1159 of the Companies Act 2006".

(5) In Schedule 3A (safety directions), for paragraph 11 substitute—

"**11.** Where the Secretary of State—

(a) proposes to give a direction under this Schedule to a company or other body, and

(b) thinks that section 1139 of the Companies Act 2006 (service of documents on company) does not apply,

the direction may be served in such manner as the Secretary of State thinks most suitable.".

**Goods Vehicles (Licensing of Operators) Act 1995 (c. 23)**

**153.**—(1) The Goods Vehicles (Licensing of Operators) Act 1995 is amended as follows.

(2) In section 22(5) (conditions as to matter to be notified: meaning of change of control), for "section 744 of the Companies Act 1985" substitute "section 548 of the Companies Act 2006".

(3) In section 28(8) (disqualification: meaning of controlling interest), for "section 744 of the Companies Act 1985" substitute "section 548 of the Companies Act 2006".

(4) In section 58(1) (general interpretation), in the definition of "holding company" and "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Crown Agents Act 1995 (c. 24)**

**154.**—(1) The Crown Agents Act 1995 is amended as follows.

(2) In section 6 (use of "Crown Agents" as part of company name)—

(a) for "section 26(2)(a) of the Companies Act 1985" substitute "section 54(1)(a) of the Companies Act 2006";

(b) for "section 32 of that Act" substitute "section 76 of the Companies Act 2006".

(3) In section 14 (interpretation), for the definition of "subsidiary" and "wholly-owned subsidiary" substitute—

""subsidiary" and "wholly-owned subsidiary" have the meaning given by section 1159 of the Companies Act 2006;".

**Pensions Act 1995 (c. 26)**

**155.**—(1) Part 1 of the Pensions Act 1995 (occupational pension schemes) is amended as follows.

(2) In section 4(1) (circumstances in which trustee may be suspended), in paragraph (e) for "Part II of the Companies (Northern Ireland) Order 1989" substitute "the Company Directors Disqualification (Northern Ireland) Order 2002".

(3) In section 22(3) (circumstances in which independent trustees may be appointed: interpretation), in the definition of "company" for "within the meaning given by section 735(1) of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

(4) In section 29(1) (persons disqualified for being trustees: grounds for disqualification), in paragraph (f) for the words from "subject to" to "2002" substitute "subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002".

**Criminal Law (Consolidation) (Scotland) Act 1995 (c. 39)**

**156.** In section 30(5) of the Criminal Law (Consolidation) (Scotland) Act 1995 (disclosure of information), in paragraph (a) (disclosure to inspector appointed under companies legislation), omit "or Part XV of the Companies (Northern Ireland) Order 1986".

**London Local Authorities Act 1995 (c. x)**

**157.** In section 13(8) of the London Local Authorities Act 1995 (provisions for protection of certain parties: interpretation), in the definition of "protected party", for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Pensions (Northern Ireland) Order 1995 (S.I. 1995/3213 (N.I. 22))**

**158.** In Article 22(3) of the Pensions (Northern Ireland) Order 1995 (circumstances in which independent trustees may be appointed: interpretation)(**a**), in the definition of "company" for "within the meaning given by Article 3 of the Companies (Northern Ireland) Order 1986" substitute "as defined in section 1(1) of the Companies Act 2006".

**Defamation Act 1996 (c. 31)**

**159.** In Schedule 1 to the Defamation Act 1996 (qualified privilege), in paragraph 13(4) (meaning of "UK public company"), in paragraph (a) for "section 1(3) of the Companies Act 1985 or Article 12(3) of the Companies (Northern Ireland) Order 1986" substitute "section 4(2) of the Companies Act 2006".

**Education (Scotland) Act 1996 (c. 43)**

**160.** In section 6(2)(l) of the Education (Scotland) Act 1996 (powers of Scottish Qualifications Authority: formation and promotion of companies), for "(within the meaning of the Companies Act 1985)" substitute "under the Companies Act 2006".

**Housing Act 1996 (c. 52)**

**161.**—(1) Part 1 of the Housing Act 1996 (registered social landlords) is amended as follows.

(2) In the following provisions for "a company registered under the Companies Act 1985" substitute "a company"—

(a) section 2(1)(c) (eligibility for registration);

(b) sections 40(3) and (4) and 41(3) and (4) (notices to be given of steps to enforce security, winding up etc);

(c) section 58(2) (definitions relating to charities: references to company not to include registered charity);

(d) section 59(1)(a) (meaning of "officer": registered charity that is not a company).

(3) In the following provisions for "a company registered under the Companies Act 1985 (including such a company which is also a registered charity)" substitute " a company (including a company that is a registered charity)"—

(a) section 3(3)(c) (registration);

(b) section 4(6)(c) (removal from register);

(c) section 6(3)(c) (appeal against decision on removal).

(4) In section 45(3)(b) (duty of directors to co-operate in implementation of proposals), for "a company registered under the Companies Act 1985 (including a company which is a registered charity)" substitute " a company (including a company that is a registered charity)".

(5) In section 56(2)(c) (meaning of "the Relevant Authority"), for "the Companies Act 1985" substitute "the Companies Act 2006".

(6) In section 59(1)(c) (meaning of "officer": company)—

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(**a**) Article 22(3) was added by paragraph 34 of Schedule 10 to the Pensions (Northern Ireland) Order 2005.

(a) for "a company registered under the Companies Act 1985 (including such a company which is also a registered charity)" substitute " a company (including a company that is a registered charity)", and

(b) for "that Act" substitute "the Companies Acts (see sections 250 and 1173(1) of the Companies Act 2006)".

(7) In sections 60(1)(c) and 61(2) (meaning of "subsidiary"), for "the Companies Act 1985" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)".

(8) In section 63(1) (minor definitions)—

(a) at the appropriate place insert—

""company" means a company registered under the Companies Act 2006;";

(b) in the definition of "registrar of companies" for "the Companies Act 1985" substitute "the Companies Acts (see section 1060 of the Companies Act 2006)".

(9) In section 64 (index of defined expressions)—

(a) at the appropriate place insert—

| | |
|---|---|
| "company | section 63 (and see section 58(2))"; |

(b) omit the entry for "company registered under the Companies Act 1985".

(10) In Schedule 1 (regulation of registered social landlords)—

(a) in paragraphs 1(3), 2(1), 3(1), 4(1)(c), 7(1), 12(2)(c) and 13(1), for "a company registered under the Companies Act 1985" substitute "a company";

(b) in paragraph 4(2), for paragraph (b) substitute—

"(b) he is subject to a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002;";

(c) in paragraph 10(1)(a) for "a company incorporated under the Companies Act 1985" substitute "a company";

(d) in paragraph 11—

(i) in the heading, for "memorandum or articles of association" substitute "articles",

(ii) in sub-paragraph (1) for "a company registered under the Companies Act 1985 (including such a company which is also a registered charity)" substitute " a company (including a company that is a registered charity)", and

(iii) in sub-paragraph (3), for "memorandum or articles" substitute "articles";

(e) in paragraph 12(4)(b) (amalgamation or dissolution), for the words from "section 30" to "1965)" substitute "section 55(3) of the Industrial and Provident Societies Act 1965";

(f) in paragraph 14(1) (winding up)—

(i) for paragraph (a) substitute—

"(a) a company (including a company that is a registered charity), or", and

(ii) in paragraph (b) for "section 55(a)" substitute "section 55(1)(a)";

(g) in paragraph 15 (transfer of assets on dissolution or winding up)—

(i) in sub-paragraph (1)(a), for "section 55(a) or (b)" substitute "section 55(1)(a) or (b)";

(ii) in sub-paragraph (1)(b), for "a company registered under the Companies Act 1985 (including such a company which is also a registered charity)" substitute " a company (including a company that is a registered charity)", and

(iii) in sub-paragraph (2), in the second sentence for "the Companies Act 1985" substitute "the Companies Act 2006" and for "memorandum or articles of association" substitute "articles".

**Broadcasting Act 1996 (c. 55)**

**162.** In the Broadcasting Act 1996—

(a) in section 132(6) (powers of Secretary of State in relation to transfer schemes: meaning of "wholly-owned subsidiary"),

(b) in paragraph 8(8)(a) of Schedule 5 (transfer schemes: compensation),

(c) in paragraph 1(1) of Schedule 6 (transfer schemes: successor companies), in the definition of "wholly-owned subsidiary", and

(d) in paragraph 1(1) of Schedule 7 (transfer schemes: taxation provisions), in the definition of "wholly-owned subsidiary",

for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Education Act 1996 (c. 56)**

**163.** In section 557(9) of the Education Act 1996 (adoption of statutory trusts)—

(a) for the definition of "company" substitute—

""company" means a company as defined in section 1(1) of the Companies Act 2006;";

(b) omit the definition of "the Companies Acts".

**Business Tenancies (Northern Ireland) Order 1996 (S.I. 1996/725 (N.I. 5))**

**164.** In Article 31(2) of the Business Tenancies (Northern Ireland) Order 1996 (groups of companies: meaning of "subsidiary"), for "Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**Proceeds of Crime (Northern Ireland) Order 1996 (S.I. 1996/1299 (N.I. 9))**

**165.** In paragraph 7(2) of Schedule 2 to the Proceeds of Crime (Northern Ireland) Order 1996 (financial investigations: disclosure of information), in paragraph (a) omit "Part XV of the Companies (Northern Ireland) Order 1986 or".

**Deregulation and Contracting Out (Northern Ireland) Order 1996 (S.I. 1996/1632 (N.I. 11))**

**166.**—(1) The Deregulation and Contracting Out (Northern Ireland) Order 1996 is amended as follows.

(2) In Article 2(2) (interpretation), in the appropriate place insert—

""registrar of companies" means registrar of companies for Northern Ireland;".

(3) In Article 11 (registrar of companies etc), omit paragraph (2).

(4) In Article 12(6) (official receiver), in the definition of "the insolvency legislation" omit "the Companies (Northern Ireland) Order 1986,".

(5) In Schedule 2 (functions relating to companies which may be contracted out)—

(a) for paragraphs 2 and 3 (and the heading before paragraph 2) substitute—

"*The Companies Act 2006*

**2.** Functions of the registrar of companies in relation to—

(a) the incorporation of companies under Part 2 of the Companies Act 2006;

(b) the change of name of companies under Chapter 5 of Part 5 of that Act;

(c) the re-registration and change of status of companies under Part 7 and sections 649 (registration of order and statement of capital), 650, 651 and 665 (re-registration of public company as private company on reduction of capital) of that Act.

**3.** Functions conferred on the registrar of companies by or under any of the following provisions of the Companies Act 2006—

(a) section 1065 (certificate of incorporation);

(b) sections 1066(1) and (3) and 1067(1) and (3) (registered numbers: companies and establishments of overseas companies), except so far as they relate to the determination of the form of the registered numbers;

(c) sections 1085 and 1086 (inspection etc. of records kept by registrar), except so far as they relate to the form in which copies of the information contained in those records may be made available.";

(b) for paragraphs 7 and 8 (and the heading before paragraph 7) substitute—

"*The European Economic Interest Grouping Regulations 1989 (S.I. 1989/638)*

**7.** Functions conferred on the registrar of companies by or under regulation 14 of the European Economic Interest Grouping Regulations 1989 (inspection of documents).

**8.** Functions conferred on the registrar of companies by or under an enactment listed in paragraph 2 or 3 as (and so far as) it applies by virtue of regulation 18 of those Regulations (application of provisions of Companies Acts).";

(c) omit Parts 2 and 3.

**Planning (Hazardous Substances) (Scotland) Act 1997 (c. 10)**

**167.** In section 38(3) of the Planning (Hazardous Substances) (Scotland) Act 1997 (interpretation: bodies corporate to be treated as one person)—

(a) in paragraph (a), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006", and

(b) in paragraph (b) for "that Act" substitute "that section".

**Merchant Shipping and Maritime Security Act 1997 (c. 28)**

**168.** In section 24 of the Merchant Shipping and Maritime Security Act 1997 (implementation of international agreements relating to protection of wrecks), in subsection (3)(b) (persons who may be guilty of an offence) for sub-paragraph (v) substitute—

"(v) a company registered under the Companies Act 2006.".

**Police Act 1997 (c. 50)**

**169.** In section 91(7)(b) of the Police Act 1997 (circumstances in which Commissioner may be removed from office), for "Part II of the Companies (Northern Ireland) Order 1989" substitute "the Company Directors Disqualification (Northern Ireland) Order 2002".

**Further Education (Northern Ireland) Order 1997 (S.I. 1997/1772 (N.I. 15))**

**170.** In Article 14(1)(j) of the Further Education (Northern Ireland) Order 1997 (powers of governing bodies: forming and promoting companies), for "(within the meaning of the Companies (Northern Ireland) Order 1986)" substitute "under the Companies Act 2006".

**Waste and Contaminated Land (Northern Ireland) Order 1997 (S.I. 1997/2778 (N.I. 19))**

**171.** In Article 2(2) of the Waste and Contaminated Land (Northern Ireland) Order 1997 (general interpretation), in the definition of "waste disposal contractor", omit the words from ", being either" to the end.

**Bank of England Act 1998 (c. 11)**

**172.** In the table in paragraph 3(1) of Schedule 7 to the Bank of England Act 1998 (disclosure of information)—

(a) in the entry relating to inspectors appointed under Part 14 of the Companies Act 1985, omit "or Part 15 of the Companies (Northern Ireland) Order 1986";

(b) in the entry relating to persons authorised to exercise powers under section 447 of that Act, omit—

(i) in the first column, ", Article 440 of the Companies (Northern Ireland) Order 1986", and

(ii) in the second column, "or Article".

**Audit Commission Act 1998 (c. 18)**

**173.**—(1) The Audit Commission Act 1998 is amended as follows.

(2) In section 3 (appointment of auditors)—

(a) in subsection (1) (persons who may be appointed), for paragraph (c) substitute—

"(c) a firm.";

(b) for subsection (5) (qualifications for appointment) substitute—

"(5) A person appointed by the Commission as an auditor must—

(a) be eligible for appointment as a statutory auditor (see Part 42 of the Companies Act 2006),

(b) be a member of one or more of the bodies listed in subsection (7) below, or

(c) have such other qualifications as may be approved for the purposes of this section by the Secretary of State.";

(c) omit subsection (6);

(d) in subsection (7) (bodies referred to in subsection (5)(b))—

(i) in the opening words, for "subsections (5) and (6)" substitute "subsection (5)(b)";

(ii) in paragraph (c), after "Association of" insert "Chartered";

(iii) in paragraph (f), omit "established in the United Kingdom and".

(3) In section 29 (agreed audit of accounts), in subsection (1A) (persons who may be appointed) for paragraph (c) substitute—

"(c) a firm.".

(4) In section 31(3) (companies related to Passenger Transport Executives: meaning of "subsidiary"), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(5) In section 53(1) (interpretation), at the appropriate place insert—

""firm" means any entity, whether or not a legal person, which is not an individual and includes a body corporate, a corporation sole and a partnership or other unincorporated association;".

**Regional Development Agencies Act 1998 (c. 45)**

**174.** In section 19(10) of the Regional Development Agencies Act 1998 (vesting of land: interpretation), in the definition of "wholly-owned subsidiary", for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Fair Employment and Treatment (Northern Ireland) Order 1998 (S.I. 1998/3162 (N.I. 21))**

**175.** In Article 69(3)(a) of the Fair Employment and Treatment (Northern Ireland) Order 1998 (interpretation of Part 7)—

(a) for "Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006";

(b) for "that Article" substitute "that section".

**Company and Business Names (Chamber of Commerce, Etc) Act 1999 (c. 19)**

**176.**—(1) The Company and Business Names (Chamber of Commerce, Etc) Act 1999 is amended as follows.

(2) In section 1 (approval to be required for company or business names including expression "chamber of commerce")—

(a) in paragraph (a), for "section 29(1)(a) of the Companies Act 1985" substitute "section 55 of the Companies Act 2006 (company names requiring approval of Secretary of State)", and

(b) in paragraph (b), for "section 3(1)(a) of the Business Names Act 1985" substitute "section 1194 of that Act (business names requiring approval of Secretary of State)".

(3) In section 2(1) (duty of Secretary of State to consult before approving certain company names)—

(a) for "section 26(2) of the Companies Act 1985" substitute "section 55 of the Companies Act 2006";

(b) in paragraph (b), for "section 29(1)(a) of the Companies Act 1985" substitute "that section".

(4) In section 3(1) (duty of Secretary of State to consult before approving certain business names)—

(a) for "section 2(1) of the Business Names Act 1985" substitute "section 1194 of the Companies Act 2006";

(b) in paragraph (b), for "section 3(1)(a) of the Business Names Act 1985" substitute "that section".

**Commonwealth Development Corporation Act 1999 (c. 20)**

**177.**—(1) The Commonwealth Development Corporation Act 1999 is amended as follows.

(2) In section 16(4)(b) (requirement to issue securities: securities to be treated as paid up in cash) for "the Companies Act 1985" substitute "the Companies Act 2006".

(3) In section 26(2) (interpretation), in the table—

(a) in the entry relating to the expression "Paid up" for "Section 738 of the Companies Act 1985" substitute "Section 583 of the Companies Act 2006";

(b) in the entry relating to the expression "Registrar of companies" for "Section 744 of the Companies Act 1985" substitute "Section 1060 of the Companies Act 2006".

(4) In Part 2 of Schedule 2 (modifications of Companies Acts as they apply to the Corporation on and after registration)—

(a) in paragraph 3(1) for "section 10 of the Companies Act 1985" substitute "section 12 of the Companies Act 2006";

(b) in paragraph 5, for "section 735 of the Companies Act 1985" substitute "section 1(1) of the Companies Act 2006";

(c) in paragraph 6, for "Section 13 of the Companies Act 1985" substitute "Section 16 of the Companies Act 2006";

(d) in paragraph 7, for "section 22(1) of the Companies Act 1985" substitute "section 112(1) of the Companies Act 2006";

(e) omit paragraph 8;

(f) in paragraph 9(b), for "section 117 of 1985 Act" substitute "section 761 of 2006 Act";

(g) in paragraph 14—

(i) omit sub-paragraph (1), and

(ii) in sub-paragraph (2) omit "that section or";

(h) in paragraph 15—

(i) in sub-paragraph (1), after "provisions" insert "of the Companies Act 2006";

(ii) for sub-paragraph (2) substitute—

"(2) The provisions are—

(a) section 162 (register of directors);

(b) Chapter 3 of Part 10 (declaration of interest in existing transaction or arrangement);

(c) sections 190 to 196 (transactions requiring members' approval: substantial property transactions);

(d) sections 197 to 214 (transactions requiring members' approval: loans etc.).".

**Greater London Authority Act 1999 (c. 29)**

**178.**—(1) The Greater London Authority Act 1999 is amended as follows.

(2) In section 157(1) (Transport for London: restriction on exercise of certain powers except through a company), for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006".

(3) In section 211 (public sector operators: interpretation), for subsection (2) substitute—

"(2) Expressions used in sub-paragraphs (i) to (iv) of subsection (1)(e) above that are defined for the purposes of the Companies Acts (see section 1174 of, and Schedule 8 to, the Companies Act 2006) have the same meaning in those sub-paragraphs.".

(4) In section 220(7) (meaning and effect of PPP administration orders), for the definition of "the court" substitute—

""the court", in relation to a PPP company, means the court—

(a) having jurisdiction to wind up the company, or

(b) that would have such jurisdiction apart from section 221(2) or 441(2) of the Insolvency Act 1986 (exclusion of winding up jurisdiction in case of companies having principal place of business in, or incorporated in, Northern Ireland);".

(5) In section 224 (meaning of "company" and application of provisions to unregistered, foreign and other companies), for subsection (1) substitute—

"(1) In the PPP administration order provisions of this Act—

"company" means—

(a) a company registered under the Companies Act 2006, or

(b) an unregistered company; and

"unregistered company" means a company that is not registered under that Act.".

(6) In section 424(1) (general interpretation), in the definition of "subsidiary" for "to it by section 736 of the Companies Act 1985" substitute "by section 1159 of the Companies Act 2006".

(7) In Schedule 10 (Transport for London), in paragraph 7(1)(c) (delegation of functions to wholly owned subsidiary), for "within the meaning of section 736(2) of the Companies Act 1985" substitute "as defined in section 1159 of the Companies Act 2006".

(8) In Part 1 of Schedule 14 (railway administration orders: modifications of Insolvency Act 1986)—

(a) in paragraph 1(b) for "is an unregistered company" substitute "is not a company registered under the Companies Act 2006 in England and Wales or Scotland";

(b) in paragraph 4(b) for "memorandum or articles of association" substitute "articles of association";

(c) in paragraphs 7(4) and 8, for paragraphs (a) and (b) substitute—

"(a) where the company—

(i) is registered under the Companies Act 2006, or

(ii) is subject to a requirement imposed by regulations under section 1043 or 1046 of the Companies Act 2006 (unregistered UK companies or overseas companies) to deliver any documents to the registrar of companies,

the words "to the Mayor of London and the registrar of companies"; and

(b) where paragraph (a) above does not apply, the words "to the Mayor of London".";

(d) in paragraph 9, in the substituted subsection (2A), for paragraph (c) substitute—

"(c) where the company—

(i) is registered under the Companies Act 2006, or

(ii) is subject to a requirement imposed by regulations under section 1043 or 1046 of the Companies Act 2006 (unregistered UK companies or overseas companies) to deliver any documents to the registrar of companies,

the registrar of companies.";

(e) in paragraph 10(5), in the substituted subsection (6)—

(i) for "an office copy" substitute "a copy";

(ii) for paragraph (b) substitute—

"(b) where the company—

(i) is registered under the Companies Act 2006, or

(ii) is subject to a requirement imposed by regulations under section 1043 or 1046 of the Companies Act 2006 (unregistered UK companies or overseas companies) to deliver any documents to the registrar of companies,

to the registrar of companies.".

(9) In Schedule 32 (London Regional Transport Pension etc Schemes), in paragraph 5(3) (welfare schemes: power to amend memorandum and articles of company trustee)—

(a) in the first sentence, for "memorandum and articles" substitute "articles";

(b) for the second sentence substitute "In this sub-paragraph "company" means a company as defined in section 1(1) of the Companies Act 2006.".

**Contracts (Rights of Third Parties) Act 1999 (c. 31)**

**179.**—(1) The Contracts (Rights of Third Parties) Act 1999 is amended as follows.

(2) In section 6 (exceptions)—

(a) in subsection (2) (memorandum and articles of company), for "section 14 of the Companies Act 1985" substitute "section 33 of the Companies Act 2006 (effect of company's constitution)";

(b) in subsection (2A) (constitution of limited liability partnership) for the words from "or any limited liability partnership agreement" to the end substitute "or any agreement (express or implied) between the members of a limited liability partnership, or between a limited liability partnership and its members, that determines the mutual rights and duties of the members and their rights and duties in relation to the limited liability partnership.".

(3) In section 9 (application to Northern Ireland), omit subsection (2).

**Water (Northern Ireland) Order 1999 (S.I. 1999/662 (N.I. 6))**

**180.** In Article 46(2)(a) of the Water (Northern Ireland) Order 1999 (power of Department to enter into arrangements for improvement or restoration of waterways: forming or promoting companies), for "(within the meaning of the Companies (Northern Ireland) Order 1986)" substitute "under the Companies Act 2006".

**Financial Services and Markets Act 2000 (c. 8)**

**181.**—(1) The Financial Services and Markets Act 2000 is amended as follows.

(2) In section 96B (disclosure rules: persons responsible for compliance), in subsection (2)(a) (meaning of "connected person") for "section 346 of the Companies Act 1985" substitute "section 252 of the Companies Act 2006".

(3) In section 236(4) (open-ended investment companies), for paragraphs (a) and (b) substitute—

"(a) Chapters 3 to 7 of Part 18 of the Companies Act 2006;".

(4) In section 417(1) (definitions), in the definition of "private company" for "the meaning given in section 1(3) of the Companies Act 1985 or in Article 12(3) of the Companies (Northern Ireland) Order 1986" substitute "the same meaning as in the Companies Acts (see section 4 of the Companies Act 2006)".

(5) In Schedule 1 (the Financial Services Authority)—

(a) in paragraph 1(1) omit the definition of "the 1985 Act";

(b) in paragraph 14, for "the 1985 Act" substitute "the Companies Act 2006".

**Learning and Skills Act 2000 (c. 21)**

**182.** In section 141(1) of the Learning and Skills Act 2000 (training programmes: cessation of funding: companies to which the section applies)—

(a) in paragraph (c) for "memorandum and articles of association" substitute "articles of association";

(b) in paragraph (d) for "memorandum of association" substitute "articles of association".

**Postal Services Act 2000 (c. 26)**

**183.**—(1) The Postal Services Act 2000 is amended as follows.

(2) In section 40(10) (disclosure of directors' performance-related remuneration: interpretation), in the definition of "company", for "a company within the meaning of the Companies Act 1985, or the Companies (Northern Ireland) Order 1986," substitute "a company as defined in section 1(1) of the Companies Act 2006".

(3) In section 63(7)(b) (Government holding in the Post Office company and subsidiaries), for "the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006".

(4) In section 80 (shadow directors), for subsection (2) substitute—

"(2) The provisions are—

(a) section 162(6) of the Companies Act 2006 (register of directors: liability for offence);

(b) Chapter 3 of Part 10 of that Act (declaration of interest in existing transaction or arrangement);

(c) sections 190 to 196 of that Act (transactions requiring members' approval: substantial property transactions);

(d) sections 197 to 214 of that Act (transactions requiring members' approval: loans etc.);

(e) regulation 10(3) of the Companies (Trading Disclosures) Regulations 2008 (liability for offence), as it applies in relation to an offence under regulation 8 (disclosure of names of directors).".

(5) In section 125 (general interpretation), in subsection (4) (meaning of "subsidiary" and "wholly owned subsidiary"), for "section 736 of the Companies Act 1985 or Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**Transport Act 2000 (c. 38)**

**184.**—(1) The Transport Act 2000 is amended as follows.

(2) In section 5 (licences for air traffic services), in subsection (4), for the words from "a company which is" to the end substitute "a company (as defined in section 1(1) of the Companies Act 2006) that is limited by shares.".

(3) In section 49 (issue of securities), in subsection (6)(b) (securities to be treated as fully paid), for "the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006".

(4) In section 56 (shadow directors), for subsection (5) substitute—

"(5) The provisions are—

(a) section 162(6) of the Companies Act 2006 (register of directors: liability for offence);

(b) Chapter 3 of Part 10 of that Act (declaration of interest in existing transaction or arrangement);

(c) sections 190 to 196 of that Act (transactions requiring members' approval: substantial property transactions);

(d) sections 197 to 214 of that Act (transactions requiring members' approval: loans etc.);

(e) regulation 10(3) of the Companies (Trading Disclosures) Regulations 2008 (liability for offence), as it applies in relation to an offence under regulation 8 (disclosure of names of directors).".

(5) In section 58 (securities to be issued), in subsection (9)(b) (securities to be treated as fully paid), for "the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006".

(6) In section 65 (interpretation of Chapter 2 of Part 1)—

(a) in subsection (2) (meaning of "company"), for "has the meaning given by section 735(1) of the Companies Act 1985 or Article 3 of the Companies (Northern Ireland) Order 1986" substitute "means a company as defined in section 1(1) of the Companies Act 2006";

(b) in subsection (8) (meaning of "subsidiary" etc), for "section 736 of the Companies Act 1985 or Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

(7) In Part 1 of Schedule 1 (air traffic administration orders: modifications of Insolvency Act 1986)—

(a) in paragraph 6(3) for "memorandum or articles of association" substitute "articles of association";

(b) in paragraph 12(6), in the substituted subsection (6) for "an office copy" substitute "a copy".

(8) In Schedule 3 (air traffic administration orders: Northern Ireland)—

(a) in paragraph 1 for "under the Companies (Northern Ireland) Order 1986" substitute "under the Companies Act 2006 in Northern Ireland";

(b) in paragraph 6, in the substituted Schedule 1, in paragraph 6(3) for "memorandum or articles of association" substitute "articles of association";

(c) in paragraph 12(6), in the substituted paragraph (6) for "an office copy" substitute "a copy".

**Political Parties, Elections and Referendums Act 2000 (c. 41)**

**185.** In section 54(2) of the Political Parties, Elections and Referendums Act 2000 (permissible donors)—

(a) in paragraph (b)(i) (companies), for "registered under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "registered under the Companies Act 2006";

(b) in paragraph (f) (limited liability partnerships), omit ", or any corresponding enactment in force in Northern Ireland,".

**National Parks (Scotland) Act 2000 (asp 10)**

**186.** In paragraph 15(c) of Schedule 2 to the National Parks (Scotland) Act 2000 (powers of National Park Authorities: formation and promotion of companies), for "(within the meaning of the Companies Act 1985)" substitute "under the Companies Act 2006".

**Regulation of Investigatory Powers (Scotland) Act 2000 (asp 11)**

**187.** In section 2(7) of the Regulation of Investigatory Powers (Scotland) Act 2000 (Surveillance Commissioners: grounds for removal from office), in paragraph (b) for "Part II of the Companies (Northern Ireland) Order 1989" substitute "the Company Directors Disqualification (Northern Ireland) Order 2002".

**Private Security Industry Act 2001 (c. 12)**

**188.**—(1) The Private Security Industry Act 2001 is amended as follows.

(2) In section 4(12) (exemptions from licensing requirement: interpretation), in the definition of "company", "holding company" and "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(3) In section 25(1) (general interpretation)—

(a) in the definition of "director", in paragraph (a) for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006";

(b) in the definition of "subsidiary", for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Criminal Justice and Police Act 2001 (c. 16)**

**189.**—(1) Part 2 of the Criminal Justice and Police Act 2001 (powers of seizure) is amended as follows.

(2) In section 56(5) (property seized by constables etc: persons acting under warrant granted under companies legislation), omit paragraph (b).

(3) In section 57(1) (retention of seized items), omit paragraph (i).

(4) In section 64(3)(a) (meaning of "appropriate judicial authority"), omit sub-paragraph (ii).

(5) In section 65 (meaning of "legal privilege"), omit subsection (5).

(6) In section 66(5) (general interpretation: references to powers of seizure), omit paragraph (d).

(7) In Part 1 of Schedule 1 (powers to which section 50 applies), omit paragraph 42.

**Anti-terrorism, Crime and Security Act 2001 (c. 24)**

**190.** In Schedule 4 to the Anti-terrorism, Crime and Security Act 2001 (disclosure provisions to which section 17 of that Act applies), in Part 2 (Northern Ireland legislation), omit paragraph 59.

**Housing (Scotland) Act 2001 (asp 10)**

**191.**—(1) The Housing (Scotland) Act 2001 is amended as follows.

(2) In section 58(1)(b) (eligibility for registration as social landlord) for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006".

(3) In section 82(1)(c) and (6) (meaning of "subsidiary" in relation to a company) for "the Companies Act 1985" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)".

(4) In section 83(1)(b) (meaning of "officer" of company)—

(a) for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006", and

(b) for "within the meaning of that Act" substitute "within the meaning of the Companies Acts (see sections 250 and 1173(1) of that Act)".

(5) In Part 2 of Schedule 7 (constitution, change of rules, amalgamation and dissolution of registered social landlords)—

(a) in paragraphs 4(1)(b) and 6(1), for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006";

(b) in paragraph 8 (change of memorandum or articles of company that is registered social landlord)—

(i) in the heading, for "memorandum or articles of association" substitute "articles of association";

(ii) in sub-paragraph (1), for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006";

(iii) in sub-paragraph (3), for "memorandum or articles" substitute "articles of association";

(c) in paragraph 9 (amalgamation or dissolution)—

(i) in sub-paragraph (2)(c), for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006";

(ii) in sub-paragraph (4)(b), for the words from "section 30" to "1965)" substitute "section 55(3) of the Industrial and Provident Societies Act 1965";

(d) in paragraph 10(1), for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006";

(e) in paragraph 12 (transfer of assets on dissolution or winding up)—

(i) in sub-paragraph (1)(a), for "section 55(a) or (b)" substitute "section 55(1)(a) or (b)";

(ii) in sub-paragraph (1)(b), for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006";

(iii) in sub-paragraph (3), for "the Companies Act 1985" substitute "the Companies Act 2006" and for "memorandum or articles of association" substitute "articles of association".

(6) In Schedule 8 (insolvency etc of registered social landlords), in paragraphs 2(1)(b), 3(1)(b) and 7(3)(b), for "registered under the Companies Act 1985" substitute "registered under the Companies Act 2006".

**Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090)**

**192.**—(1) The Limited Liability Partnerships Regulations 2001 are amended as follows.

(2) In regulation 4(2) (application of directors disqualification legislation to LLPs), omit sub-paragraph (e).

(3) In regulation 5(2) (application of insolvency legislation to LLPs)—

(a) in sub-paragraph (d) for "the 1985 Act" substitute "the Companies Acts";

(b) in sub-paragraph (e) omit "to the memorandum of association of a company and".

**Land Registration Act 2002 (c. 9)**

**193.**—(1) The Land Registration Act 2002 is amended as follows.

(2) In section 106(2) (power of registrar to form companies etc: interpretation), in the definition of "company" for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

(3) For section 121 (forwarding of applications to registrar of companies) substitute—

"**Forwarding of applications to registrar of companies**

**121.**—(1) The Lord Chancellor may by rules make provision about the transmission by the registrar to the registrar of companies of applications under—

(a) Part 25 of the Companies Act 2006 (registration of charges over property of companies registered in the United Kingdom), or

(b) regulations under section 1052 of that Act (registration of charges over property in the United Kingdom of overseas companies).

(2) In subsection (1) "the registrar of companies" has the same meaning as in the Companies Acts (see section 1060 of the Companies Act 2006).".

**Commonhold and Leasehold Reform Act 2002 (c. 15)**

**194.**—(1) The Commonhold and Leasehold Reform Act 2002 is amended as follows.

(2) In section 1(1)(b) (commonhold land), for "memorandum of association" substitute "articles of association".

(3) In section 5(1)(d) (registered details), for "memorandum and articles of association" substitute "articles of association".

(4) In section 8(3)(c) (transitional period: relevant provisions), for "memorandum or articles" substitute "articles".

(5) In section 13(6)(c) (references to joint unit-holders), for "memorandum or articles of association" substitute "articles of association".

(6) In section 31 (commonhold community statement: form and content)—

(a) in subsection (4)(b) for "memorandum or articles" substitute "articles", and

(b) in subsection (9)(d) for "memorandum or articles of association" substitute "articles of association".

(7) In section 34 (constitution of a commonhold association), for subsection (1) substitute—

"(1) A commonhold association is a private company limited by guarantee—

(a) the articles of which state that an object of the company is to exercise the functions of a commonhold association in relation to specified commonhold land, and

(b) the statement of guarantee of which specifies £1 as the amount of the contribution required from each member in the event of the company being wound up.".

(8) In section 36(2) and (3)(b) (voting) for "memorandum or articles of association" substitute "articles of association".

(9) In section 37(1)(b) (enforcement of commonhold rights), for "memorandum or articles" substitute "articles".

(10) In section 40(1)(a) (rectification of documents), for "memorandum or articles of association" substitute "articles of association".

(11) In section 51(3)(b) (succession order), for "memorandum and articles of association" substitute "articles of association".

(12) In section 57(2) (multiple site commonholds), for "memorandum of association" substitute "articles of association".

(13) In section 58(4)(b) (development rights), for "memorandum and articles of association" substitute "articles of association".

(14) In section 69 (interpretation)—

(a) in subsection (1), for the definition of "object" substitute—

""object", in relation to a commonhold association, means an object stated in the association's articles of association (see section 31 of the Companies Act 2006);";

(b) in subsection (3), for "the Companies Act 1985" substitute "the Companies Act 2006".

(15) In section 73(2)(b) (RTM companies), for "memorandum of association states" substitute "articles of association state".

(16) In section 74 (RTM companies: membership and regulations)—

(a) in subsection (2) for "memorandum of association and articles of association" substitute "articles of association";

(b) in subsections (3) and (5) for "memorandum or articles" substitute "articles";

(c) in subsection (6)—

(i) in the opening words, for "a memorandum or articles" substitute "articles", and

(ii) in paragraph (a), for "memorandum or articles" substitute "articles";

(d) for subsection (7) substitute—

"(7) Section 20 of the Companies Act 2006 (default application of model articles) does not apply to a RTM company.".

(17) In section 78(4)(a) and (b) and (5)(a) and (c) (notice inviting participation) for "memorandum of association and articles of association" substitute "articles of association".

(18) In section 87(4)(d) (deemed withdrawal of claim notice if RTM company struck off), for "section 652 or 652A of the Companies Act 1985" substitute "section 1000, 1001 or 1003 of the Companies Act 2006".

(19) In section 105(3)(d) (cessation of right to manage if RTM company struck off), for "section 652 or 652A of the Companies Act 1985" substitute "section 1000, 1001 or 1003 of the Companies Act 2006".

(20) In Schedule 1 (application for registration of a freehold estate in commonhold land)—

(a) in paragraph 2, for "certificate of incorporation under section 13 of the Companies Act 1985" substitute "certificate of incorporation under section 15 of the Companies Act 2006";

(b) in paragraph 3, for "section 28 of that Act" substitute "section 80 of that Act (change of name)";

(c) in paragraphs 4 and 7(a), for "memorandum and articles of association" substitute "articles of association".

**195.**—(1) Schedule 3 (constitution of commonhold association) to the Commonhold and Leasehold Reform Act 2002 is amended as follows.

(2) In the heading to Part 1 for "Memorandum and Articles of Association" substitute "Articles of Association".

(3) For paragraph 1 (introduction) substitute—

"**1.** In this Schedule "articles" means the articles of association of a commonhold association.".

(4) In paragraph 2 (form and content)—

(a) in sub-paragraph (1) for "the memorandum and articles" substitute "the articles";

(b) in sub-paragraphs (2) and (4) for "memorandum or articles" substitute "articles";

(c) in sub-paragraph (5)—

(i) in the opening words, for "a memorandum or articles" substitute "articles", and

(ii) in paragraph (a) for "memorandum or articles" substitute "articles";

(d) after sub-paragraph (5) insert—

"(6) Section 20 of the Companies Act 2006 (default application of model articles) does not apply to a commonhold association.".

(5) In paragraph 3 (alteration)—

(a) in sub-paragraph (1)—

(i) for "memorandum or articles" substitute "articles";

(ii) for "specified in its memorandum" substitute "specified in its articles";

(b) in sub-paragraph (2) for "an altered memorandum or altered articles" substitute "altered articles";

(c) in sub-paragraph (3) for "memorandum or articles" substitute "articles".

(6) Omit paragraph 4 (disapplication of Companies Act 1985).

(7) In paragraph 5 (pre-commonhold period)—

(a) for "land specified in its memorandum" substitute "land specified in its articles";

(b) for "the memorandum" substitute "the association's memorandum of association".

(8) In paragraph 6(2) (membership during transitional period) for "the memorandum" substitute "the association's memorandum of association".

(9) In paragraph 11 (effect of registration as member), for "section 352 of the Companies Act 1985" substitute "section 113 of the Companies Act 2006".

(10) In paragraph 14 (register of members)—

(a) in sub-paragraph (1), for "section 352 of the Companies Act 1985" substitute "section 113 of the Companies Act 2006";

(b) in sub-paragraph (4), for "a requirement of section 352 for the purposes of section 352(5) (fines)" substitute "a requirement of section 113 for the purposes of section 113(7) and (8) (offences)".

(11) For paragraph 15 substitute—

"*Supplementary provisions*

**15.**—(1) Section 112(1) of the Companies Act 2006 (initial members of company) applies to a commonhold association subject to the provisions of this Schedule.

(2) The following provisions of that Act do not apply to a commonhold association—

section 112(2) (new members);

section 136 (membership of holding company).".

(12) In paragraph 16 (name of association), in paragraph (a), for "Companies Act 1985" substitute "Companies Act 2006".

(13) In paragraph 17—

(a) for the heading substitute "Statement of compliance";

(b) for "section 12 of the Companies Act 1985 (registration: compliance with Act)" substitute "section 13 of the Companies Act 2006 (registration: statement of compliance)".

**Proceeds of Crime Act 2002 (c. 29)**

**196.**—(1) Part 8 of the Proceeds of Crime Act 2002 (investigations) is amended as follows.

(2) In section 364(3) (meaning of "customer information")—

(a) in paragraph (d) (registered number), for "the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006", and

(b) in paragraph (f) (present and previous registered offices), for "the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006 (or corresponding earlier legislation)".

(3) In section 398(3) (meaning of "customer information")—

(a) in paragraph (d) (registered number), for "the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006", and

(b) in paragraph (f) (present and previous registered offices), for "the Companies Act 1985 or the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006 (or corresponding earlier legislation)".

**Police Reform Act 2002 (c. 30)**

**197.** In Schedule 2 to the Police Reform Act 2002 (the Independent Police Complaints Commission)—

(a) in paragraph 1(5)(e)(i) (chairman: grounds for removal from office), for "Part 2 of the Companies (Northern Ireland) Order 1989" substitute "the Company Directors Disqualification (Northern Ireland) Order 2002";

(b) in paragraph 2(6)(e)(i) (ordinary member: grounds for removal from office), for "Part 2 of the Companies (Northern Ireland) Order 1989" substitute "the Company Directors Disqualification (Northern Ireland) Order 2002".

**Education Act 2002 (c. 32)**

**198.**—(1) The Education Act 2002 is amended as follows.

(2) In section 11(9) (powers of governing bodies to form or invest in companies to provide services etc: interpretation), in the definition of "company" for "the Companies Act 1985" substitute "the Companies Act 2006".

(3) In section 13(3) (general powers of Secretary of State in connection with education functions: meaning of "company"), for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

**Enterprise Act 2002 (c. 40)**

**199.**—(1) The Enterprise Act 2002 is amended as follows.

(2) In section 79(9) (restrictions on dealings in the context of mergers: interpretation)—

(a) for "Sections 736 and 736A of the Companies Act 1985" substitute "Section 1159 of, and Schedule 6 to, the Companies Act 2006";

(b) for "subsections (8) and (9) of section 736A" substitute "paragraph 8 of Schedule 6".

(3) In section 129(1) (further interpretation), in the definition of "subsidiary" for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(4) In section 223 (enforcement orders: groups of companies), for subsection (5) substitute—

"(5) In this section "subsidiary" has the meaning given by section 1159 of the Companies Act 2006.".

(5) In Schedule 8 (provision that may be contained in certain enforcement orders), in paragraph 13(3)(g) for "memorandum and articles" substitute "articles".

(6) In Schedule 15 (disclosure of information: enactments conferring functions), omit the entries relating to the Companies (Northern Ireland) Order 1989 and the Companies (Northern Ireland) Order 1990.

**Water Industry (Scotland) Act 2002 (asp 3)**

**200.**—(1) The Water Industry (Scotland) Act 2002 is amended as follows.

(2) In section 25(3)(a) (powers of Scottish Water: formation and promotion of companies), for "(within the meaning of the Companies Act 1985)" substitute "under the Companies Act 2006".

(3) In section 43(4) (guarantees: meaning of "subsidiary" of Scottish Water), for "is to be construed in accordance with section 736 of the Companies Act 1985" substitute "has the meaning given by section 1159 of the Companies Act 2006".

**Scottish Public Services Ombudsman Act 2002 (asp 11)**

**201.** In paragraph 27 of Schedule 2 to the Scottish Public Services Ombudsman Act 2002 (listed authorities: local enterprise companies)—

(a) in the opening words, for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006", and

(b) in paragraph (a), for "within the meaning of that Act" substitute "as defined in section 1159 of that Act".

**Industrial Development Act (Northern Ireland) 2002 (c. 1 (N.I.))**

**202.** In section 4(1) of the Industrial Development Act (Northern Ireland) 2002 (interpretation), in the definition of "LEDU", omit "within the meaning of the Companies (Northern Ireland) Order 1986".

**Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/3150 (N.I. 4))**

**203.** The Companies Directors Disqualification (Northern Ireland) Order 2002 is amended as follows.

**204.**—(1) Article 2 (interpretation) is amended as follows.

(2) In paragraph (2)—

(a) in the definition of "administrative receiver", for "the Insolvency Order" substitute "the Insolvency (Northern Ireland) Order 1989";

(b) for the definition of "company" substitute—

""company" means—

(a) a company registered under the Companies Act 2006 in Northern Ireland, or

(b) a company that may be wound up under Part 6 of the Insolvency (Northern Ireland) Order 1989 (unregistered companies);";

(c) after that definition insert—

""the Companies Acts" has the meaning given by section 2(1) of the Companies Act 2006;";

(d) omit the definitions of "the companies legislation" and "the Companies Order";

(e) for the definition of "director" substitute—

""director" includes any person occupying the position of director by whatever name called;";

(f) omit the definition of "the Insolvency Order";

(g) for the definition of "officer" substitute—

""officer" has the same meaning as in the Companies Acts (see section 1173(1) of the Companies Act 2006);";

(h) in the definition of "the official receiver", for "the Insolvency Order" substitute "the Insolvency (Northern Ireland) Order 1989";

(i) for the definition of "the registrar" substitute—

""the registrar" means the registrar of companies for Northern Ireland;".

(3) In paragraph (3), for "the Insolvency Order" substitute "the Insolvency (Northern Ireland) Order 1989".

(4) For paragraph (4) substitute—

"(4) Any reference to provisions, or a particular provision, of the Companies Acts or the Insolvency (Northern Ireland) Order 1989 includes the corresponding provisions or provision of corresponding earlier legislation.".

(5) In paragraph (5), after "Acts" insert "(see section 1174 of, and Schedule 8 to, the Companies Act 2006)".

**205.**—(1) Article 6 (disqualification for persistent default under companies legislation) is amended as follows.

(2) In paragraph (3)(b)—

(a) for paragraph (iii) substitute—

"(iii) section 1113 of the Companies Act 2006 (enforcement of company's filing obligations),";

(b) in paragraph (iv), for "the Insolvency Order" substitute "the Insolvency (Northern Ireland) Order 1989";

(c) in paragraph (v), for "the Insolvency Order" substitute "that Order".

(3) After paragraph (3) insert—

"(3A) In this Article "the companies legislation" means the Companies Acts and Parts 2 to 7 of the Insolvency (Northern Ireland) Order 1989 (company insolvency and winding up).".

**206.** In Article 8 (disqualification on summary conviction of offence), after paragraph (4) insert—

"(4A) In this Article "the companies legislation" means the Companies Acts and Parts 2 to 7 of the Insolvency (Northern Ireland) Order 1989 (company insolvency and winding up).".

**207.**—(1) Article 11(2) (disqualification after investigation of company: meaning of "investigative material") is amended as follows.

(2) For sub-paragraph (a) substitute—

"(a) a report made by inspectors under—

(i) section 437 of the Companies Act 1985, or

(ii) section 167, 168, 169 or 284 of the Financial Services and Markets Act 2000; and";

(but see Article 24E(2)).

(3) In sub-paragraph (b), for paragraph (i) substitute—

"(i) section 437, 446E, 447, 448, 451A or 453A of the Companies Act 1985;".

**208.** In Article 13 (matters for determining unfitness of directors), omit paragraph (4).

**209.** In Articles 14(1), 23(1) and (3)(a)(i) and 24(1) (and the Article heading), for "the Insolvency Order" substitute "the Insolvency (Northern Ireland) Order 1989".

**210.** In Article 15 (undischarged bankrupts), after paragraph (2) add—

"(3) In this Article "company" includes a company incorporated outside Northern Ireland that has an established place of business in Northern Ireland.".

**211.** In Article 22(2) (register of disqualification orders and undertakings), omit ", which was set up by it under Article 309 of the Companies Order".

**212.** After Article 24C insert—

"**Application of Order to building societies**

**24D.**—(1) This Order applies to building societies as it applies to companies.

(2) References in this Order to a company, or to a director or an officer of a company, include, respectively, references to a building society within the meaning of the Building Societies Act 1986 or to a director or officer, within the meaning of that Act, of a building society.

(3) In relation to a building society the definition of "shadow director" in Article 2(2) applies with the substitution of "building society" for "company".

(4) In the application of Schedule 1 to the directors of a building society references to provisions of the Companies Act 2006 or the Insolvency (Northern Ireland) Order 1989 include references to the corresponding provisions of the Building Societies Act 1986.

**Application of Order to open-ended investment companies**

**24E.**—(1) This Order applies to open-ended investment companies with the following modifications.

(2) In Article 11(1) (disqualification after investigation), the reference to investigative material shall be read as including a report made by inspectors under regulations made by virtue of section 262(2)(k) of the Financial Services and Markets Act 2000.

(3) In the application of Part 1 of Schedule 1 (matters for determining unfitness of directors: matters applicable in all cases) in relation to a director of an open-ended investment company, a reference to a provision of the Companies Act 2006 is to be taken to be a reference to the corresponding provision of the Open-Ended Investment Companies Regulations 2001 or of rules made under regulation 6 of those Regulations.

(4) In this Article "open-ended investment company" has the meaning given by section 236 of the Financial Services and Markets Act 2000.".

**213.** In Article 25(4) (application of Order to incorporated friendly societies), for "the Insolvency Order, the Companies Order or the Companies Act 2006" substitute "the Companies Act 2006 or the Insolvency (Northern Ireland) Order 1989".

**214.** In Article 25A(3) (application of Order to registered societies), for "the Insolvency Order or the Companies Order" substitute "the Companies Act 2006 or the Insolvency (Northern Ireland) Order 1989".

**215.**—(1) Schedule 1 (matters for determining unfitness of directors) is amended as follows.

(2) In paragraph 1 (breach of duty), at the end insert ", including in particular any breach by the director of a duty under Chapter 2 of Part 10 of the Companies Act 2006 (general duties of directors) owed to the company".

(3) In paragraph 3, for "the Insolvency Order" substitute "the Insolvency (Northern Ireland) Order 1989".

(4) For paragraph 4 substitute—

"**4.** The extent of the director's responsibility for any failure by the company to comply with any of the following provisions of the Companies Act 2006—

section 113 (register of members);

section 114 (register to be kept available for inspection);

section 162 (register of directors);

section 165 (register of directors' residential addresses);

section 167 (duty to notify registrar of changes: directors);

section 275 (register of secretaries);

section 276 (duty to notify registrar of changes: secretaries);

section 386 (duty to keep accounting records);

section 388 (where and for how long accounting records to be kept);

section 854 (duty to make annual returns);

section 860 (duty to register charges).".

(5) Omit paragraph 6 (application of Part 1 of Schedule to directors of open-ended investment companies) (but see Article 24E(3)).

(6) Omit paragraph 7 (application of Part 1 of Schedule to directors of building societies) (but see Article 24D(4)).

(7) In paragraphs 10 to 12, for "the Insolvency Order" substitute "the Insolvency (Northern Ireland) Order 1989".

**Electricity (Miscellaneous Provisions) Act 2003 (c. 9)**

**216.** In section 1(2) of the Electricity (Miscellaneous Provisions) Act 2003 (expenditure relating to British Energy plc), in the definition of "British Energy company" for "the Companies Act 1985" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)".

**Railways and Transport Safety Act 2003 (c. 20)**

**217.** In Schedule 4 to the Railways and Transport Safety Act 2003 (British Transport Police Authority), in paragraph 7(3)(b) (eligibility for appointment) for "Part II of the Companies (Northern Ireland) Order 1989" substitute "the Company Directors Disqualification (Northern Ireland) Order 2002".

**Land Reform (Scotland) Act 2003 (asp 2)**

**218.**—(1) The Land Reform (Scotland) Act 2003 is amended as follows.

(2) In section 34 (community bodies)—

(a) in subsection (1) for "memorandum and articles of association" substitute "articles of association";

(b) in subsection (3) for "the same meaning as in section 1(2)(b) of the Companies Act 1985" substitute "the meaning given by section 3(3) of the Companies Act 2006";

(c) in subsection (7) for "memorandum and articles" substitute "articles".

(3) In section 71 (crofting community bodies)—

(a) in subsection (1) for "memorandum and articles of association" substitute "articles of association";

(b) in subsection (3) for "the same meaning as in section 1(2)(b) of the Companies Act 1985" substitute "the meaning given by section 3(3) of the Companies Act 2006";

(c) in subsection (7) for "memorandum and articles" substitute "articles".

**Strategic Investment and Regeneration of Sites (Northern Ireland) Order 2003 (S.I. 2003/410 (N.I. 1))**

**219.** In Article 5 of the Strategic Investment and Regeneration of Sites (Northern Ireland) Order 2003 (designation of company to exercise strategic investment functions)—

(a) in paragraph (2)(b), for "formed and registered under the Companies (Northern Ireland) Order 1986" substitute "formed and registered under the Companies Act 2006 in Northern Ireland";

(b) in paragraph (3), for "Article 4(2) and (3) of the Companies (Northern Ireland) Order 1986" substitute "Section 1159(2) and (4) of the Companies Act 2006".

**Energy Act 2004 (c. 20)**

**220.**—(1) The Energy Act 2004 is amended as follows.

(2) In section 37 (general interpretation of Part 1, Chapter 1)—

(a) in subsection (5) for "Section 736A of the Companies Act 1985" substitute "Schedule 6 to the Companies Act 2006" and for "section 736(1)(a)" substitute "section 1159";

(b) in subsection (7), in the definition of "company" for "has the same meaning as in the Companies Act 1985" substitute "means a company as defined in section 1(1) of the Companies Act 2006".

(3) In section 50(5) (interpretation of Part 1, Chapter 2), for "has the same meaning as in the Companies Act 1985" substitute "means a company as defined in section 1(1) of the Companies Act 2006".

(4) In section 171 (interpretation), in subsection (1)—

(a) for the definition of "company" substitute—

""company" means—

(a) a company registered under the Companies Act 2006, or

(b) an unregistered company;";

(b) for the definition of "court" substitute—

""court", in relation to a company, means the court—

(a) having jurisdiction to wind up the company, or

(b) that would have such jurisdiction apart from section 221(2) or 441(2) of the Insolvency Act 1986 (exclusion of winding up jurisdiction in case of companies having principal place of business in, or incorporated in, Northern Ireland);";

(c) for the definition of "non-GB company" substitute—

""non-GB company" means a company incorporated outside Great Britain;";

(d) for the definition of "unregistered company" substitute—

""unregistered company" means a company that is not registered under the Companies Act 2006.".

(5) In subsection (3) of that section (persons qualified to act as insolvency practitioner), for "Northern Irish joint stock company" substitute "Northern Ireland company".

(6) For subsection (8) of that section substitute—

"(8) In this section "Northern Ireland company" means a company registered under the Companies Act 2006 in Northern Ireland.".

(7) In section 196(1) (general interpretation of the Act), in the definition of "subsidiary and wholly-owned subsidiary", for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

(8) In Schedule 6 (nuclear transfer schemes: structure etc of transferee companies)—

(a) in paragraph 1(3) (interpretation of Schedule: meaning of "company") for "has the same meaning as in the Companies Act 1985" substitute "means a company as defined in section 1(1) of the Companies Act 2006";

(b) in paragraph 2(4)(c) (treatment of securities as fully paid up) for "the Companies Act 1985" substitute "the Companies Act 2006";

(c) in paragraph 6(8) (distributable reserves of transferee companies: interpretation)—

(i) in the definition of "called-up share capital" for "section 737 of the Companies Act 1985" substitute "section 547 of that Act";

(ii) in the definition of "net assets" for "the Companies Act 2006" substitute "that Act";

(d) in paragraph 7 (dividends)—

(i) in sub-paragraph (2) after "Sections 836 to 840" insert "of the Companies Act 2006";

(ii) in sub-paragraph (5) in the definition of "distribution" for "Part 8 of the 1985 Act" substitute "Part 23 of the Companies Act 2006 (see section 829 of that Act)".

(9) In Schedule 7 (finances and accounts of transferee companies), in paragraph 1(7), for "has the same meaning as in the Companies Act 1985" substitute "means a company as defined in section 1(1) of the Companies Act 2006".

(10) In Schedule 8 (pensions), in paragraph 1(7), for "has the same meaning as in the Companies Act 1985" substitute "means a company as defined in section 1(1) of the Companies Act 2006".

(11) In Schedule 20 (conduct of energy administration)—

(a) in paragraph 1(2) for "an unregistered company" substitute "a non-GB company";

(b) in the heading to Part 3 for "unregistered companies" substitute "non-GB companies";

(c) in paragraph 33(1) for "an unregistered company" substitute "a non-GB company";

(d) in paragraph 35—

(i) in the opening words, for "an unregistered company" substitute "a non-GB company";

(ii) in sub-paragraph (b), for "by virtue of section 691(1) or 718 of the Companies Act 1985" substitute "by regulations under section 1043 or 1046 of the Companies Act 2006 (unregistered UK companies or overseas companies)";

(iii) in sub-paragraph (c), omit "if the company is a non-GB company";

(e) in paragraphs 36(1), 37(1), 38, 39 and 40 omit "in the case of a non-GB company".

**Horserace Betting and Olympic Lottery Act 2004 (c. 25)**

**221.**—(1) Part 1 of the Horserace Betting and Olympic Lottery Act 2004 (sale of the Tote) is amended as follows.

(2) In section 2(2)(b)(i) of (transfer of assets: successor company), for "the Companies Act 1985" substitute "the Companies Act 2006".

(3) In section 5(3)(b) (issue of shares etc to government) for "the Companies Act 1985" substitute "the Companies Act 2006".

**Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27)**

**222.**—(1) In section 16 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (grants to bodies concerned with accounting standards), subsection (5) (definitions) is amended as follows.

(2) In the definition of "company", for "within the meaning of the Companies Act 1985 or the 1986 Order" substitute "as defined in section 1(1) of the Companies Act 2006".

(3) In the definition of "subsidiary", for "section 736 of the Companies Act 1985 or Article 4 of the 1986 Order" substitute "section 1159 of the Companies Act 2006".

(4) Omit the definition of "the 1986 Order".

**223.**—(1) Section 32 of that Act (memorandum and articles of community interest companies) is amended as follows.

(2) In the section heading, for "Memorandum and articles" substitute "Articles of association".

(3) In subsection (1), for "memorandum" substitute "articles".

(4) Omit subsection (2).

(5) In subsection (3), for "memorandum and articles" in both places where it occurs substitute "articles".

(6) In subsection (4), for "memorandum or articles" substitute "articles".

(7) In subsection (5)—

(a) in the opening words, for "memorandum and articles" substitute "articles";

(b) in paragraph (a), for "memorandum or articles" substitute "articles".

(8) In subsection (6), for "under section 4 of the 1985 Act or Article 15 of the 1986 Order to alter its memorandum with respect to the statement of its objects" substitute "to amend its articles so as to add, remove or alter a statement of the company's objects".

**224.**—(1) Section 33 of that Act (names) is amended as follows.

(2) In subsections (2) and (4)—

(a) for "But the name of such a company may (instead)" substitute "In the case of a Welsh company, its name may instead";

(b) omit the words from "if the memorandum of the company" to the end.

(3) Omit subsection (5).

**225.** In section 35(3) of that Act (community interest test), for "memorandum" substitute "articles".

**226.** For section 36 of that Act (new companies) substitute—

"**Formation of company as a community interest company**

**36.**—(1) If a company is to be formed as a community interest company, the documents delivered to the registrar of companies under section 9 of the Companies Act 2006 (registration documents) must be accompanied by the prescribed formation documents.

(2) The "prescribed formation documents" means such declarations or statements as are required by regulations to accompany the application, in such form as may be approved in accordance with the regulations.

(3) On receiving the documents delivered under that section and the prescribed formation documents, the registrar must (instead of registering the documents)—

(a) forward a copy of each of the documents to the Regulator, and

(b) retain the documents pending the Regulator's decision.

**Formation as community interest company: decision on eligibility**

**36A.**—(1) The Regulator must decide whether the company is eligible to be formed as a community interest company.

(2) A company is eligible to be formed as a community interest company if—

(a) its articles comply with the requirements imposed by and by virtue of section 32,

(b) its proposed name complies with section 33, and

(c) the Regulator, having regard to the application and accompanying documents and any other relevant considerations, considers that the company—

(i) will satisfy the community interest test, and

(ii) is not an excluded company.

(3) The Regulator must give notice of the decision to the registrar of companies (but the registrar is not required to record it).

**Formation as community interest company: implementation of decision on eligibility**

**36B.**—(1) If the Regulator decides that the company is eligible to be formed as a community interest company, the registrar of companies must—

(a) proceed in accordance with sections 14 and 15 of the Companies Act 2006 (registration and issue of certificate of incorporation), and

(b) if the company is entered on the register, retain and record the prescribed formation documents.

(2) The certificate of incorporation must state that the company is a community interest company and is conclusive evidence that the company is a community interest company.

(3) If the Regulator decides that the company is not eligible to be formed as a community interest company, any subscriber to the memorandum of association may appeal to the Appeal Officer against the decision.".

**227.**—(1) For section 37 of that Act (existing companies: requirements) substitute—

"**Company becoming a community interest company**

**37.**—(1) If a company is to become a community interest company—

(a) the company must by special resolution—

(i) state that it is to be a community interest company,

(ii) make such alterations of its articles as it considers necessary to comply with requirements imposed by and by virtue of section 32 or otherwise appropriate in connection with becoming a community interest company, and

(iii) change its name to comply with section 33;

(b) the conditions specified below must be met; and

(c) an application must be delivered to the registrar of companies in accordance with section 37C together with the other documents required by that section.

(2) The conditions referred to in subsection (1)(b) are that—

(a) where no application under section 37A for cancellation of the special resolutions has been made—

(i) having regard to the number of members who consented to or voted in favour of the resolutions, no such application may be made, or

(ii) the period within which such an application could be made has expired, or

(b) where such an application has been made—

(i) the application has been withdrawn, or

(ii) an order has been made confirming the resolutions and a copy of that order has been delivered to the registrar.

(3) Section 30 of the Companies Act 2006 (copies of resolutions to be forwarded to the registrar) applies to the special resolutions as follows—

(a) that section is complied with by forwarding copies of the resolutions together with the application in accordance with section 37C,

(b) copies of the resolutions must not be so forwarded before the relevant date, and

(c) subsection (1) of that section has effect in relation to the resolutions as if it referred to 15 days after the relevant date.

(4) The relevant date is—

(a) if an application is made under section 37A for cancellation of the special resolutions—

(i) the date on which the court determines the application (or if there is more than one application, the date on which the last to be determined by the court is determined), or

(ii) such later date as the court may order;

(b) if there is no such application—

(i) if having regard to the number of members who consented to or voted in favour of the resolutions, no such application may be made, the date on which the resolutions were passed or made (or, if the resolutions were passed or made on different days, the date on which the last of them was passed or made);

(ii) in any other case, the end of the period for making such an application.

**Becoming a community interest company: application to court to cancel resolutions**

**37A.**—(1) Where special resolutions have been passed with a view to the company becoming a community interest company, an application to the court for the cancellation of the resolutions may be made—

(a) by the holders of not less in the aggregate than 15% in nominal value of the company's issued share capital or any class of the company's issued share capital (disregarding any shares held by the company as treasury shares);

(b) if the company is not limited by shares, by not less than 15% of its members; or

(c) by the holders of not less than 15% of the company's debentures entitling the holders to object to an alteration of its objects;

but not by a person who has consented to or voted in favour of the resolutions.

(2) The application—

(a) must be made within 28 days after the date on which the resolutions are passed or made (or, if the resolutions are passed or made on different days, the date on which the last of them is passed or made), and

(b) may be made on behalf of the persons entitled to make it by such one or more of their number as they may appoint for the purpose.

(3) On the hearing of the application the court shall make an order either cancelling or confirming the resolutions.

(4) The court may—

(a) make that order on such terms and conditions as it thinks fit,

(b) if it thinks fit adjourn the proceedings in order that an arrangement may be made to the satisfaction of the court for the purchase of the interests of dissentient members, and

(c) give such directions, and make such orders, as it thinks expedient for facilitating or carrying into effect any such arrangement.

(5) The court's order may, if the court thinks fit—

(a) provide for the purchase by the company of the shares of any of its members and for the reduction accordingly of the company's capital; and

(b) make such alteration in the company's articles as may be required in consequence of that provision.

(6) The court's order may, if the court thinks fit, require the company not to make any, or any specified, amendments to its articles without the leave of the court.

**Becoming a community interest company: notice to registrar of court application or order**

**37B.**—(1) On making an application under section 37A (application to court to cancel resolutions) the applicants, or the person making the application on their behalf, must immediately give notice to the registrar of companies.

This is without prejudice to any provision of rules of court as to service of notice of the application.

(2) On being served with notice of any such application, the company must immediately give notice to the registrar.

(3) Within 15 days of the making of the court's order on the application, or such longer period as the court may at any time direct, the company must deliver to the registrar a copy of the order.

(4) If a company fails to comply with subsection (2) or (3) an offence is committed by—

(a) the company, and

(b) every officer of the company who is in default.

(5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

**Becoming a community interest company: application and accompanying documents**

**37C.**—(1) An application to become a community interest company must be accompanied by—

(a) a copy of the special resolutions,

(b) a copy of the company's articles as proposed to be amended, and

(c) the prescribed conversion documents.

(2) The "prescribed conversion documents" means such declarations or statements as are required by regulations to accompany the application, in such form as may be approved in accordance with the regulations.

(3) On receiving an application to become a community interest company together with the other documents required to accompany it, the registrar of companies must (instead of recording the documents and entering a new name on the register)—

(a) forward a copy of each of the documents to the Regulator, and

(b) retain the documents pending the Regulator's decision.".

(2) For section 38 of that Act (existing companies: decisions etc) substitute—

"**Becoming a community interest company: decision by Regulator**

**38.**—(1) The Regulator must decide whether the company is eligible to become a community interest company.

(2) A company is eligible to become a community interest company if—

(a) its articles as proposed to be amended comply with the requirements imposed by and by virtue of section 32,

(b) its proposed name complies with section 33, and

(c) the Regulator, having regard to the application and accompanying documents and any other relevant considerations, considers that the company—

(i) will satisfy the community interest test, and

(ii) is not an excluded company.

(3) The Regulator must give notice of the decision to the registrar of companies (but the registrar is not required to record it).

**Becoming a community interest company: implementation of decision on eligibility**

**38A.**—(1) If the Regulator gives notice of a decision that the company is eligible to become a community interest company, the registrar of companies must—

(a) proceed in accordance with section 80 of the Companies Act 2006 (change of name: registration and issue of new certificate of incorporation), and

(b) if the registrar enters the new name of the company on the register, retain and record the documents mentioned in section 37C(3).

(2) The new certificate of incorporation must state—

(a) that it is issued on the company's conversion to a community interest company,

(b) the date on which it is issued, and

(c) that the company is a community interest company.

(3) On the issue of the certificate—

(a) the company by virtue of the issue of the certificate becomes a community interest company, and

(b) the changes in the company's name and articles take effect.

(4) The certificate is conclusive evidence that the company is a community interest company.

(5) If the Regulator decides that the company is not eligible to become a community interest company, the company may appeal to the Appeal Officer against the decision.".

**228.**—(1) Section 39 of that Act (existing companies: English charities) is amended as follows.

(2) For the heading substitute "Becoming a community interest company: English charities".

(3) In subsection (1) for "by special resolution change its name to comply with section 33" substitute "become a community interest company".

(4) In subsection (2) for "section 28(6) of the 1985 Act" substitute "section 38A".

**229.**—(1) Section 40 of that Act (existing companies: Scottish charities) is amended as follows.

(2) For the heading substitute "Becoming a community interest company: Scottish charities".

(3) In subsection (4) for "by special resolution change its name to comply with section 33" substitute "become a community interest company".

(4) In subsection (5) for "section 28(6) of the 1985 Act" substitute "section 38A".

**230.**—(1) Section 40A of that Act (existing companies: Northern Ireland charities) is amended as follows.

(2) For the heading substitute "Becoming a community interest company: Northern Ireland charities".

(3) In subsection (2)—

(a) for "by special resolution to change its name to comply with section 33" substitute "to become a community interest company";

(b) for "Article 38(6) of the 1986 Order" substitute "section 38A".

**231.**—(1) Section 45 of that Act (appointment of director by Regulator) is amended as follows.

(2) In subsection (3)(b), for "memorandum or articles" substitute "articles".

(3) In subsection (8), for "section 288(2) of the 1985 Act or Article 296(2) of the 1986 Order" substitute "section 167(1)(a) of the Companies Act 2006".

(4) In subsection (9), for "section 288(2) or Article 296(2)" substitute "section 167(1)(a)".

(5) For subsections (11) and (12) substitute—

"(11) If default is made in complying with subsection (10) an offence is committed by—

(a) the company, and

(b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

(12) A person guilty of an offence under subsection (11) is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.".

**232.** In section 46(12) of that Act (removal of director by Regulator: exclusion of company's obligation to notify changes), for "section 288(2) of the 1985 Act or Article 296(2) of the 1986 Order" substitute "section 167(1)(a) of the Companies Act 2006".

**233.** In section 49(4)(b) of that Act (transfer of shares), for "memorandum or articles" substitute "articles".

**234.**—(1) Section 51 of that Act (dissolution and striking off of community interest companies) is amended as follows.

(2) For subsections (1) and (2) substitute—

"(1) If a community interest company has been—

(a) dissolved, or

(b) struck off the register under section 1000 or 1001 of the Companies Act 2006,

the Regulator may apply to the court under section 1029 of that Act for an order restoring the company's name to the register.".

(3) In subsection (3)—

(a) for "section 652A of the 1985 Act or Article 603A of the 1986 Order (application to strike name of private company off register)" substitute "section 1003 of the Companies Act 2006 (striking off on application by company)";

(b) for "section 652B(6) of the 1985 Act or Article 603B(6) of the 1986 Order" substitute "section 1006 of the Companies Act 2006".

**235.**—(1) Section 52 of that Act (re-registration) is amended as follows.

(2) In subsection (1) (re-registration of limited company as unlimited), for "section 49 of the 1985 Act or section 59 of the 1986 Order" substitute "section 102 of the Companies Act 2006".

(3) In subsection (2) (re-registration of private company as public or vice versa)—

(a) for "section 43 of the 1985 Act or Article 53 of the 1986 Order" substitute "section 90 of the Companies Act 2006";

(b) for "section 53 of the 1985 Act or Article 63 of the 1986 Order" substitute "section 97 of the Companies Act 2006";

(c) for "section 47(1)(b) or 55(1)(b) of the 1985 Act or Article 57(1)(b) or 65(1)(b) of the 1986 Order" substitute "section 96(2) or 101(2) of the Companies Act 2006".

**236.** In section 53 (ceasing to be a community interest company), in paragraph (a) for "sections 54 and 55" substitute "sections 54 to 55A".

**237.**—(1) For section 54 of that Act (community interest company becoming a charity) substitute—

"**Ceasing to be a community interest company and becoming a charity**

**54.**—(1) If a company is to cease to be a community interest company and become a charity—

(a) the company must by special resolution—

(i) state that it is to cease to be a community interest company,

(ii) make such alterations of its articles as it considers appropriate, and

(iii) change its name so that it does not comply with section 33;

(b) the conditions specified below must be met; and

(c) an application must be delivered to the registrar of companies in accordance with section 54C together with the other documents required by that section.

(2) The conditions referred to in subsection (1)(b) are that—

(a) where no application under section 54A for cancellation of the special resolutions has been made—

(i) having regard to the number of members who consented to or voted in favour of the resolutions, no such application may be made, or

(ii) the period within which such an application could be made has expired, or

(b) where such an application has been made—

(i) the application has been withdrawn, or

(ii) an order has been made confirming the resolutions and a copy of that order has been delivered to the registrar.

(3) Section 30 of the Companies Act 2006 (copies of resolutions to be forwarded to the registrar) applies to the special resolutions as follows—

(a) that section is complied with by forwarding copies of the resolutions together with the application in accordance with section 54C,

(b) copies of the resolutions must not be so forwarded before the relevant date, and

(c) subsection (1) of that section has effect in relation to the resolutions as if it referred to 15 days after the relevant date.

(4) The relevant date is—

(a) if an application is made under section 54A for cancellation of the resolutions—

(i) the date on which the court determines the application (or if there is more than one application, the date on which the last to be determined by the court is determined), or

(ii) such later date as the court may order;

(b) if there is no such application—

(i) if having regard to the number of members who consented to or voted in favour of the resolutions, no such application may be made, the date on which the resolutions were passed or made (or, if the resolutions were passed or made on different days, the date on which the last of them was passed or made);

(ii) in any other case, the end of the period for making such an application.

**Ceasing to be a community interest company and becoming a charity: application to court to cancel resolutions**

**54A.**—(1) Where special resolutions have been passed with a view to a company ceasing to be a community interest company and becoming a charity, an application to the court for the cancellation of the resolutions may be made—

(a) by the holders of not less in the aggregate than 15% in nominal value of the company's issued share capital or any class of the company's issued share capital (disregarding any shares held by the company as treasury shares);

(b) if the company is not limited by shares, by not less than 15% of its members; or

(c) by the holders of not less than 15% of the company's debentures entitling the holders to object to an alteration of its objects;

but not by a person who has consented to or voted in favour of the resolutions.

(2) The application—

(a) must be made within 28 days after the date on which the resolutions were passed or made (or, if the resolutions were passed or made on different days, the date on which the last of them was passed or made), and

(b) may be made on behalf of the persons entitled to make it by such one or more of their number as they may appoint for the purpose.

(3) On the hearing of the application the court shall make an order either cancelling or confirming the resolutions.

(4) The court may—

(a) make that order on such terms and conditions as it thinks fit,

(b) if it thinks fit adjourn the proceedings in order that an arrangement may be made to the satisfaction of the court for the purchase of the interests of dissentient members, and

(c) give such directions, and make such orders, as it thinks expedient for facilitating or carrying into effect any such arrangement.

(5) The court's order may, if the court thinks fit—

(a) provide for the purchase by the company of the shares of any of its members and for the reduction accordingly of the company's capital; and

(b) make such alteration in the company's articles as may be required in consequence of that provision.

(6) The court's order may, if the court thinks fit, require the company not to make any, or any specified, amendments to its articles without the leave of the court.

**Ceasing to be a community interest company and becoming a charity: notice to registrar of court application or order**

**54B.**—(1) On making an application under section 54A (application to court to cancel resolutions) the applicants, or the person making the application on their behalf, must immediately give notice to the registrar of companies.

This is without prejudice to any provision of rules of court as to service of notice of the application.

(2) On being served with notice of any such application, the company must immediately give notice to the registrar.

(3) Within 15 days of the making of the court's order on the application, or such longer period as the court may at any time direct, the company must deliver to the registrar a copy of the order.

(4) If a company fails to comply with subsection (2) or (3) an offence is committed by—

(a) the company, and

(b) every officer of the company who is in default.

(5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

**Ceasing to be a community interest company and becoming a charity: application and accompanying documents**

**54C.**—(1) An application to cease to be a community interest company and become a charity must be accompanied by—

(a) a copy of the special resolutions,

(b) a copy of the company's articles as proposed to be amended, and

(c) the statement required by subsection (2).

(2) The statement required is—

(a) where the company is to become an English charity, a statement by the Charity Commission that, in its opinion, if the proposed changes take effect the company will be an English charity and will not be an exempt charity;

(b) where the company is to become a Scottish charity, a statement by the Scottish Charity Regulator that if the proposed changes take effect the company will be entered in the Scottish Charity Register;

(c) where the company is to become a Northern Ireland charity, a statement by the Commissioners of Her Majesty's Revenue and Customs that the company has claimed exemption under section 505(1) of the Income and Corporation Taxes Act 1988.

(3) In subsection (2)(a) "exempt charity" has the same meaning as in the Charities Act 1993 (see section 96 of that Act).

(4) On receiving an application to cease to be a community interest company and become a charity, together with the other documents required to accompany it, the registrar of companies must (instead of recording the documents and entering a new name on the register)—

(a) forward a copy of each of the documents to the Regulator, and

(b) retain the documents pending the Regulator's decision.".

(2) For section 55 of that Act (becoming a charity: decisions etc) substitute—

"**Ceasing to be a community interest company and becoming a charity: decision by Regulator**

**55.**—(1) The Regulator must decide whether the company is eligible to cease being a community interest company.

(2) A company is eligible to cease being a community interest company if it has complied with sections 54 and 54C and none of the following applies—

(a) the Regulator has under section 43 appointed an auditor to audit the company's annual accounts and the audit has not been completed,

(b) civil proceedings instituted by the Regulator in the name of the company under section 44 have not been determined or discontinued,

(c) a director of the company holds office by virtue of an order under section 45,

(d) a director of the company is suspended under section 46(3),

(e) there is a manager in respect of the property and affairs of the company appointed under section 47,

(f) the Official Property Holder holds property as trustee for the company,

(g) an order under section 48(2) or (3) is in force in relation to the company,

(h) a petition has been presented for the company to be wound up.

(3) The Regulator must give notice of the decision to the registrar of companies (but the registrar is not required to record it).

**Ceasing to be a community interest company and becoming a charity : consequences of Regulator's decision**

**55A.**—(1) If the Regulator gives notice of a decision that the company is eligible to cease being a community interest company, the registrar of companies must—

(a) proceed in accordance with section 80 of the Companies Act 2006 (change of name: registration and issue of new certificate of incorporation), and

(b) if the registrar enters the new name of the company on the register, retain and record the documents mentioned in section 54C(4).

(2) The new certificate of incorporation must state—

(a) that it is issued on the company's ceasing to be a community interest company, and

(b) the date on which it is issued.

(3) On the issue of the certificate—

(a) the changes in the company's name and articles take effect, and

(b) the company ceases to be a community interest company.

(4) If the Regulator decides that the company is not eligible to cease being a community interest company, the company may appeal to the Appeal Officer against the decision.".

**238.** Omit section 58 of that Act (extension of provisions about the registrar etc.).

**239.** In section 60 of that Act (offences), in subsection (1) for "this Part" substitute "section 48 or 59 or paragraph 5 of Schedule 7".

**240.** In section 62 of that Act (regulations), in subsection (5) (regulations subject to affirmative resolution procedure) for "section 37" substitute "section 37C".

**241.**—(1) Section 63 of that Act (interpretation) is amended as follows.

(2) In subsection (1), omit the definitions of "the 1985 Act", "the 1986 Order" and "the Gazette".

(3) Omit subsections (2) and (3).

**Civil Partnership Act 2004 (c. 33)**

**242.** In Schedule 22 to the Civil Partnership Act 2004 (references to stepchildren in Northern Ireland legislation), omit paragraphs 11 to 16 and 18.

**Pensions Act 2004 (c. 35)**

**243.**—(1) The Pensions Act 2004 is amended as follows.

(2) In section 44(2) (meaning of "service company")—

(a) in paragraph (a) for "within the meaning given by section 735(1) of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006";

(b) in paragraph (c)—

(i) for "accounts" substitute "individual accounts", and

(ii) for "section 226 of that Act" substitute "Part 15 of that Act".

(3) In section 45(2)(b) (meaning of financial support: group of companies), for "within the meaning given in section 736 of the Companies Act 1985" substitute "within the meaning of section 1159 of the Companies Act 2006".

(4) In section 51 (interpretation of sections 43 to 50), for subsection (1) substitute—

"(1) In sections 43 to 50—

"group of companies" means a holding company and its subsidiaries (and references to a member of a group of companies are to be read accordingly); and

"holding company" and "subsidiary" have the meaning given by section 1159 of the Companies Act 2006.".

(5) In section 57 (application of provisions to partnerships and LLPs)—

(a) in subsection (2)(d), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006";

(b) in subsection (6), for paragraph (a) substitute—

"(a) a limited liability partnership registered under the Limited Liability Partnerships Act 2000, or".

(6) In section 87(2) (Pensions Regulator: persons to whom disclosure permitted), in paragraph (c)(ii) omit "of the Companies (Northern Ireland) Order 1989 or".

(7) In section 121(10) (meaning of "insolvency event" etc: interpretation), in the definition of "company", for "within the meaning given by section 735(1) of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

(8) In section 201(2) (Board of Pension Protection Fund: persons to whom disclosure permitted), in paragraph (c)(ii) omit "of the Companies (Northern Ireland) Order 1989 or".

(9) In section 243(3) (supplementary provisions relating to member-nominated trustees and directors: interpretation), in the definition of "company", for "within the meaning given by section 735(1) of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

(10) In section 248(8) (requirement for knowledge and understanding: corporate trustees), for "within the meaning given by section 735(1) of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

(11) In section 306(4) (provisions overriding company's memorandum and articles), for "memorandum or articles", in each place where it occurs, substitute "articles".

(12) In Schedule 3 (Pensions Regulator: permitted disclosure to facilitate exercise of functions)—

(a) in the entry relating to persons authorised to exercise powers under companies legislation omit—

(i) in the first column, paragraph (b), and

(ii) in the second column, "or that Article";

(b) in the entry relating to the Department of Enterprise, Trade and Investment in Northern Ireland, omit paragraphs (a) and (c) and the word "or" at the end of paragraph (b);

(c) omit the entry relating to inspectors appointed by that Department and functions under Part 15 of the Companies (Northern Ireland) Order 1986;

(d) in the entry relating to any body carrying on activities concerned with any of the matters set out in section 16(2) of the Companies (Audit, Investigations and Community Enterprise) Act 2004, in the first column—

(i) omit "or Article 16(2) of the Companies (Audit, Investigations and Community Enterprise) (Northern Ireland) Order 2005", and

(ii) for "(within the meaning given by section 736 of the Companies Act 1985 or Article 4 of the Companies (Northern Ireland) Order 1986)" substitute "(as defined in section 1159 of the Companies Act 2006)".

(13) In Schedule 8 (Board of Pensions Protection Fund: permitted disclosure to facilitate exercise of functions)—

(a) in the entry relating to persons authorised to exercise powers under (amongst other powers) section 447 of the Companies Act 1985 omit—

(i) in the first column, paragraph (b), and

(ii) in the second column, "or that Article";

(b) in the entry relating to the Department of Enterprise, Trade and Investment in Northern Ireland, omit paragraphs (a) and (c) and the word "or" at the end of paragraph (b);

(c) omit the entry relating to inspectors appointed by that Department and functions under Part 15 of the Companies (Northern Ireland) Order 1986.

**London Local Authorities Act 2004 (c. i)**

**244.** In section 9(13) of the London Local Authorities Act 2004 (bird nuisance: meaning of "protected party"), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307)**

**245.**—(1) The Limited Liability Partnerships Regulations (Northern Ireland) 2004 are amended as follows.

(2) In regulation 4(2) (application of directors disqualification legislation to LLPs)—

(a) for sub-paragraph (b) substitute—

"(b) references to the Companies Acts shall include references to the Limited Liability Partnerships Act 2000 and regulations made thereunder and references to the companies legislation shall include references to that Act, regulations made thereunder and any enactment applied by regulations to limited liability partnerships;";

(b) omit sub-paragraph (d).

(3) In regulation 5(2) (application of insolvency legislation to LLPs)—

(a) for sub-paragraph (d) substitute—

"(d) references—

(i) to the Companies Acts, the Companies (No. 2) (Northern Ireland) Order 1990 or the Company Directors Disqualification (Northern Ireland) Order 2002, or to any provision of those Acts or Orders, or

(ii) to any provision of the 1989 Order,

shall include references to those Acts, Orders or provisions as they apply to limited liability partnerships by virtue of the Limited Liability Partnerships Act 2000;";

(b) in sub-paragraph (e), omit "to the memorandum of association of a company and".

**Railways Act 2005 (c. 14)**

**246.** In the Railways Act 2005—

(a) in section 16(6) (relaxation of contractual restrictions on Transport for London: meaning of "subsidiary"), and

(b) in paragraph 12(1) of Schedule 2 (transfer schemes: interpretation), in the definition of "subsidiary",

for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Gambling Act 2005 (c. 19)**

**247.** In section 102(3)(c) of the Gambling Act 2005 (change of corporate control), for "section 736 of the Companies Act 1985" substitute "section 1159 of the Companies Act 2006".

**Water Services etc. (Scotland) Act 2005 (asp 3)**

**248.** In section 13(3)(a) of the Water Services etc. (Scotland) Act 2005 (establishment of water and sewerage services undertaking by Scottish Water)—

(a) in sub-paragraph (i), for "to be construed in accordance with section 736 of the Companies Act 1985" substitute "as defined in section 1159 of the Companies Act 2006";

(b) in sub-paragraph (ii), for "within the meaning of that Act" substitute "as defined in section 1(1) of that Act".

**Gaelic Language (Scotland) Act 2005 (asp 7)**

**249.** In paragraph 11(1)(b) of Schedule 1 to the Gaelic Language (Scotland) Act 2005 (powers of Bòrd Na Gàidhlig: formation, promotion and acquisition of companies), for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

**Charities and Trustee Investment (Scotland) Act 2005 (asp 10)**

**250.**—(1) The Charities and Trustee Investment (Scotland) Act 2005 is amended as follows.

(2) In section 56 (conversion of charity into Scottish charitable incorporated organisation), in subsection (6A)—

(a) for "registered as a company in Scotland" substitute "registered under the Companies Act 2006 in Scotland", and

(b) for "of the Companies Act 2006" substitute "of that Act".

(3) In section 58 (conversion of charity into Scottish charitable incorporated organisation: supplementary provisions)—

(a) in subsection (3)(b) for "the Companies Act 1985" substitute "the Companies Act 2006";

(b) in subsection (7)(a) (meaning of "registrar of companies"), omit "(within the meaning of the Companies Act 1985)".

(4) In section 106 (general interpretation)—

(a) for the definition of "company" substitute—

""company" means a company registered under the Companies Act 2006 in England and Wales or Scotland,";

(b) in the definition of "constitution", for paragraph (a) substitute—

"(a) in relation to a charity or other body which is a company, means its articles of association,".

**Transport (Scotland) Act 2005 (asp 12)**

**251.** In paragraph 12 of Schedule 1 to the Transport (Scotland) Act 2005 (powers of regional Transport Partnerships: formation and promotion of companies), for "within the meaning of the Companies Act 1985" substitute "under the Companies Act 2006".

**Pensions (Northern Ireland) Order 2005 (S.I. 2005/255 (N.I. 1))**

**252.**—(1) The Pensions (Northern Ireland) Order 2005 is amended as follows.

(2) In Article 2(2) (general interpretation), omit the definition of "the Companies Order".

(3) In Article 40(2) (meaning of "service company")—

(a) in sub-paragraph (a), for "within the meaning given by Article 3(1) of the Companies Order" substitute "as defined in section 1(1) of the Companies Act 2006";

(b) in sub-paragraph (c)—

(i) for "accounts" substitute "individual accounts", and

(ii) for "Article 234 of that Order" substitute "Part 15 of that Act".

(4) In Article 41(2)(b) (meaning of "financial support"), for "within the meaning given in Article 4 of the Companies Order" substitute "within the meaning of section 1159 of the Companies Act 2006".

(5) In Article 47 (Articles 39 to 46: interpretation), for paragraph (1) substitute—

"(1) In Articles 39 to 46—

"group of companies" means a holding company and its subsidiaries (and references to a member of a group of companies are to be read accordingly); and

"holding company" and "subsidiary" have the meaning given by section 1159 of the Companies Act 2006.".

(6) In Article 53 (Articles 34 to 52: application to partnerships and LLPs)—

(a) in paragraph (2)(c), for "Article 4 of the Companies Order" substitute "section 1159 of the Companies Act 2006";

(b) in paragraph (6), for sub-paragraph (a) substitute—

"(a) a limited liability partnership registered under the Limited Liability Partnerships Act 2000, or".

(7) In Article 105(10) (meaning of "insolvency event" etc: interpretation), in the definition of "company", for "within the meaning given by Article 3(1) of the Companies Order" substitute "as defined in section 1(1) of the Companies Act 2006".

(8) In Article 220(3) (member-nominated trustees and directors: supplementary), in the definition of "company", for "within the meaning given by Article 3(1) of the Companies Order" substitute "as defined in section 1(1) of the Companies Act 2006".

(9) In Article 225(8) (requirement for knowledge and understanding: corporate trustees), for "within the meaning given by Article 3(1) of the Companies Order" substitute "as defined in section 1(1) of the Companies Act 2006".

(10) In Schedule 3 (Pensions Regulator: permitted disclosure to facilitate exercise of functions)—

(a) in the second column of the entry relating to the Department of Enterprise, Trade and Investment, omit paragraphs (a) and (c) and the word "or" at the end of paragraph (b);

(b) omit the entry relating to an inspector appointed by the Department of Enterprise, Trade and Investment and functions under Part 15 of the Companies (Northern Ireland) Order 1986;

(c) in the entry relating to a person authorised to exercise powers under (amongst other powers) Article 440 of the Companies (Northern Ireland) Order 1986, omit—

(i) in the first column, paragraph (b), and

(ii) in the second column, "or that Article";

(d) in the entry relating to any body carrying on activities concerned with any of the matters set out in section 16(2) of the Companies (Audit, Investigations and Community Enterprise) Act 2004, in the first column—

(i) omit "or Article 16(2) of the Companies (Audit, Investigations and Community Enterprise) (Northern Ireland) Order 2005", and

(ii) for "(within the meaning given by section 736 of the Companies Act 1985 or Article 4 of the Companies (Northern Ireland) Order 1986)" substitute "(as defined in section 1159 of the Companies Act 2006)".

(11) In Schedule 7 (Board of Pensions Protection Fund: permitted disclosure to facilitate exercise of functions)—

(a) in the entry relating to the Department of Enterprise, Trade and Investment, in the second column omit paragraphs (a) and (c) and the word "or" at the end of paragraph (b);

(b) omit the entry relating to inspectors appointed by that Department and functions under Part 15 of the Companies (Northern Ireland) Order 1986;

(c) in the entry relating to persons authorised to exercise powers under (amongst other powers) section 447 of the Companies Act 1985 omit—

(i) in the first column, paragraph (b), and

(ii) in the second column, "or that Article".

**Insolvency (Northern Ireland) Order 2005 (S.I. 2005/1455 (N.I. 10))**

**253.** In Article 10(3)(c) of the Insolvency (Northern Ireland) Order 2005 (application of company arrangement provisions to non-companies), for "Article 418 of the Companies (Northern Ireland) Order 1986" substitute "Part 26 of the Companies Act 2006".

**Colleges of Education (Northern Ireland) Order 2005 (S.I. 2005/1963 (N.I. 13))**

**254.** In Article 7(1)(j) of the Colleges of Education (Northern Ireland) Order 2005 (powers of governing bodies: forming or promoting companies), for "(within the meaning of the Companies (Northern Ireland) Order 1986)" substitute "under the Companies Act 2006".

**Natural Environment and Rural Communities Act 2006 (c. 16)**

**255.** In paragraph 1 of Schedule 10 to the Natural Environment and Rural Communities Act 2006 (ancillary provisions relating to Boards: acting through subsidiaries), in sub-paragraph (2) for "section 736 of the Companies Act 1985 or Article 4 of the Companies (Northern Ireland) Order 1986" substitute "section 1159 of the Companies Act 2006".

**Government of Wales Act 2006 (c. 32)**

**256.** In section 141(6)(a) of the Government of Wales Act 2006 (accounting standards), for "section 262 of that Act" substitute "section 474 of that Act".

**Fraud Act 2006 (c. 35)**

**257.** In section 9(3)(a) of the Fraud Act 2006 (offence of participating in fraudulent business: exclusion of business carried on by company), for "(within the meaning of the Companies Act 1985 or the Companies (Northern Ireland) Order 1986)" substitute "(as defined in section 1(1) of the Companies Act 2006)".

**National Health Service Act 2006 (c. 41)**

**258.**—(1) The National Health Service Act 2006 is amended as follows.

(2) In section 223(4) (powers of Secretary of State in connection with public-private partnerships: meaning of "company"), for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

(3) In paragraph 23 of Schedule 7 (public benefit corporations: appointment of auditor)—

(a) for sub-paragraphs (3) and (4) substitute—

"(3) An auditor may be—

(a) an officer of the Audit Commission (if appointed by the board with the agreement of the Commission),

(b) an individual who is not an officer of the Audit Commission, or

(c) a firm.

(4) A person appointed as auditor must be—

(a) eligible for appointment as a statutory auditor (see Part 42 of the Companies Act 2006),

(b) a member of one or more of the bodies listed in section 3(7)(a) to (e) of the Audit Commission Act 1998, or

(c) a member of any other body of accountants approved by the regulator for the purposes of this paragraph.",

(b) for sub-paragraph (7) substitute—

"(7) In this paragraph—

"the Audit Commission" means the Audit Commission for Local Authorities and the National Health Service in England; and

"firm" has the same meaning as in the Audit Commission Act 1998 (see section 53(1) of that Act).".

**National Health Service (Wales) Act 2006 (c. 42)**

**259.** In section 170(4) of the National Health Service (Wales) Act 2006 (powers of Welsh Ministers in connection with public-private partnerships: meaning of "company"), for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

**Companies Act 2006 (c. 46)**

**260.**—(1) The Companies Act 2006 is amended as follows.

(2) In section 367(5) (terms of resolution), for "subsection (2)" substitute "subsection (3)".

(3) In section 601 (public company's share capital: approval by members of agreement for transfer of non-cash asset)—

(a) in subsection (1), for paragraph (b) substitute—

"(b) copies of the valuer's report must have been circulated to the members entitled to notice of the meeting at which the resolution is proposed, not later than the date on which notice of the meeting is given, and";

(b) omit subsection (3).

(4) In section 839(6) (distributions justified by reference to initial accounts: requirements applicable to public companies), for paragraph (b) substitute—

"(b) a copy of that statement must have been laid before the company in general meeting.".

(5) In section 938(2) (mergers and divisions of public companies: power of court to summon meeting), for paragraph (c) substitute—

"(c) if the company is being wound up, the liquidator, or

(d) if the company is in administration, the administrator.".

(6) In section 1087(1) (material not to be made available for public inspection), for paragraph (j) substitute—

"(j) the contents of any documents held by the registrar pending a decision of the Regulator of Community Interest Companies under—

(i) section 36A of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (eligibility for registration as community interest company),

(ii) section 38 of that Act (eligibility for conversion to community interest company), or

(iii) section 55 of that Act (eligibility for conversion from community interest company to charity),

and that the registrar is not later required to record;".

(7) In the following provisions for "a receiver and manager" substitute "an interim manager"—

(a) section 1140(2)(c)(ii) (service of documents: persons to whom the section applies);

(b) section 1154(1)(b) and (2)(b) (duty to notify registrar of certain appointments).

(8) After section 1170 insert—

"**Receiver or manager and certain related references**

**1170A.**—(1) Any reference in the Companies Acts to a receiver or manager of the property of a company, or to a receiver of it, includes a receiver or manager or (as the case may be) a receiver of part only of that property and a receiver only of the income arising from the property or from part of it.

(2) Any reference in the Companies Acts to the appointment of a receiver or manager under powers contained in an instrument includes an appointment made under powers that by virtue of an enactment are implied in and have effect as if contained in an instrument.

**Meaning of "contributory"**

**1170B.**—(1) In the Companies Acts "contributory" means every person liable to contribute to the assets of a company in the event of its being wound up.

(2) For the purposes of all proceedings for determining, and all proceedings prior to the final determination of, the persons who are to be deemed contributories, the expression includes any person alleged to be a contributory.

(3) The reference in subsection (1) to persons liable to contribute to the assets does not include a person so liable by virtue of a declaration by the court under—

(a) section 213 of the Insolvency Act 1986 or Article 177 of the Insolvency (Northern Ireland) Order 1989 (fraudulent trading), or

(b) section 214 of that Act or Article 178 of that Order (wrongful trading).".

(9) In Schedule 8 (index of defined expressions) at the appropriate places insert—

| | |
|---|---|
| "contributory | section 1170B" |
| "receiver or manager (and certain related references) | section 1170A". |

**Police, Public Order and Criminal Justice (Scotland) Act 2006 (asp 10)**

**261.**—(1) The Police, Public Order and Criminal Justice (Scotland) Act 2006 is amended as follows.

(2) In paragraph 15(1)(d) of Schedule 1 (powers of Scottish Police Services Authority: formation and promotion of companies), for "(within the meaning of the Companies Act 1985)" substitute "under the Companies Act 2006".

(3) In Schedule 4 (Police Complaints Commissioner for Scotland), in paragraph 3(5)(e) (grounds for removal from office) for "Part 2 of the Companies (Northern Ireland) Order 1989" substitute "the Company Directors Disqualification (Northern Ireland) Order 2002".

**Interests of Members of the Scottish Parliament Act 2006 (asp 12)**

**262.**—(1) Section 19(1) of the Interests of Members of the Scottish Parliament Act 2006 (interpretation) is amended as follows.

(2) Omit the definition of "the 1985 Act".

(3) In the definition of "company", for "within the meaning of the 1985 Act" substitute "as defined in section 1(1) of the Companies Act 2006".

(4) In the definitions of "parent undertaking" and "subsidiary undertaking" for "section 258 of the 1985 Act" substitute "the Companies Acts (see section 1162 of the Companies Act 2006)".

(5) In the definition of "undertaking", for "section 259 of the 1985 Act" substitute "the Companies Acts (see section 1161(1) of the Companies Act 2006)".

**Water and Sewerage Services (Northern Ireland) Order 2006 (S.I. 2006/3336 (N.I. 21))**

**263.**—(1) The Water and Sewerage Services (Northern Ireland) Order 2006 is amended as follows.

(2) In Article 2(2) (general interpretation), for the definition of "limited company" substitute—

> ""limited company" means a company as defined in section 1(1) of the Companies Act 2006 that—
>
> (a) is registered in Northern Ireland, and
>
> (b) is limited by shares;".

(3) In Article 268(1) (interpretation of Part 10)—

(a) for the definition of "the Companies Order" substitute—

> ""the Companies Acts" has the meaning given by section 2(1) of the Companies Act 2006;";

(b) for the definitions of "subsidiary" and "subsidiary undertaking" substitute—

> ""subsidiary" and "subsidiary undertaking" have the same meanings as in the Companies Acts (see sections 1159 and 1162 of the Companies Act 2006);".

(4) In Article 269(1)(a) (the successor company), for ", within the meaning of the Companies Order" substitute "(within the meaning of section 3 of the Companies Act 2006)".

(5) In Article 271 (initial departmental holding in successor company: shares to be issued as if fully paid up in cash)—

(a) in paragraph (4)(b), for "the Companies Order" substitute "the Companies Acts";

(b) in paragraph (5), omit "(as defined in section 2 of the Companies Act 2006)".

(6) In Article 276(5) (accounts etc of successor company), omit "(as defined in section 2 of the Companies Act 2006)".

**Cross-Border Insolvency Regulations 2006 (S.I. 2006/1030)**

**264.**—(1) The Cross-Border Insolvency Regulations 2006 are amended as follows.

(2) In regulation 1 (citation, commencement and interpretation), after paragraph (2) insert—

> "(3) In these Regulations "overseas company" has the meaning given by section 1044 of the Companies Act 2006 and "establishment", in relation to such a company, has the same meaning as in the Overseas Companies Regulations 2009.".

(3) In Schedule 2 (procedural matters in England and Wales)—

(a) in paragraph 1(1) (interpretation), for the definition of "relevant company" substitute—

> ""relevant company" means a company that is—
>
> (a) registered under the Companies Act 2006,
>
> (b) subject to a requirement imposed by regulations under section 1043 of that Act 2006 (unregistered UK companies) to deliver any documents to the registrar of companies, or
>
> (c) subject to a requirement imposed by regulations under section 1046 of that Act (overseas companies) to deliver any documents to the registrar of companies;";

(b) in paragraph 3(e) (matters to be stated in application for recognition of foreign proceedings: company's registered number), for "the Companies Act 1985" substitute "the Companies Act 2006";

(c) in paragraph 25(1)(b) (persons entitled to appear or be represented at hearing), for sub-paragraph (i) substitute—

> "(i) where applicable, any person specified in particulars registered under section 1046 of the Companies Act 2006 (overseas companies) as authorised to represent the debtor;";

(d) in paragraph 46(1)(g) (persons entitled to inspect court file), for sub-paragraph (iii) substitute—

"(iii) where applicable, any person specified in particulars registered under section 1046 of the Companies Act 2006 (overseas companies) as authorised to represent the debtor;".

(4) In Schedule 3 (procedural matters in Scotland)—

(a) in paragraph 1(1) (interpretation), for the definition of "relevant company" substitute—

""relevant company" means a company that is—

(a) registered under the Companies Act 2006,

(b) subject to a requirement imposed by regulations under section 1043 of that Act (unregistered UK companies) to deliver any documents to the registrar of companies, or

(c) subject to a requirement imposed by regulations under section 1046 of that Act (overseas companies) to deliver any documents to the registrar of companies;";

(b) in paragraph 6(1)(b) (persons entitled to appear or be represented at hearing), for sub-paragraph (i) substitute—

"(i) where applicable, any person specified in particulars registered under section 1046 of the Companies Act 2006 (overseas companies) as authorised to represent the debtor;";

(c) in paragraph 9(1)(g) (persons entitled to inspect court process), for sub-paragraph (iii) substitute—

"(iii) where applicable, any person specified in particulars registered under section 1046 of the Companies Act 2006 (overseas companies) as authorised to represent the debtor;".

(5) In Schedule 4 (notices to be delivered to registrar of companies)—

(a) in paragraph 1(1) (interpretation), omit the definition of "the 1985 Act";

(b) omit paragraph 3 (registrar to whom notices to be delivered).

(6) In Schedule 5 (forms)—

(a) in Form ML1, for item 4 and notes (i) to (k) substitute—

| | |
|---|---|
| (i) Insert date of incorporation | 4 The debtor is registered under the Companies Act 2006 and was incorporated on (i) ..... |
| (j) Insert registered number | The registered number of the debtor is (j) ..... |
| | **OR** |
| (k) If the debtor is an overseas company having one or more establishments in the United Kingdom include applicable statement(s) and insert required details | (k) The debtor is an overseas company that has one or more establishments in the United Kingdom.<br>The registered numbers of the establishment(s) are .....<br>..... |
| | **OR** |
| | The debtor is not registered under the Companies Act 2006 nor is it an overseas company having one or more establishments in the United Kingdom. |

(b) in Form ML7, for the item relating to branches of oversea companies (and note (d)) substitute—

(d) If the debtor is an overseas company with establishments in the United Kingdom, please complete requested details of establishments. If this form is delivered in respect of more than one establishment, the establishment number and name (where different) must be given for each establishment

(d) This return is delivered in respect of all the establishments listed below

| Registration number | Establishment name |
|---|---|
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**Serious Crime Act 2007 (c. 20)**

**265.**—(1) The Serious Crime Act 2007 is amended as follows.

(2) In section 27(12) (power to wind up companies etc: England and Wales and Scotland)—

(a) for the definition of "company" substitute—

""company" means—

(a) a company registered under the Companies Act 2006 in England and Wales or Scotland, or

(b) an unregistered company within the meaning of Part 5 of the Insolvency Act 1986 (see section 220 of that Act),

but does not include a relevant body;";

(b) for the definition of "the court" substitute—

""the court", in relation to a company, means a court in England and Wales or Scotland having jurisdiction to wind up the company;".

(3) In section 28(11) (power to wind up companies etc: Northern Ireland), for the definition of "company" substitute—

""company" means—

(a) a company registered under the Companies Act 2006 in Northern Ireland, or

(b) an unregistered company within the meaning of Part 6 of the Insolvency (Northern Ireland) Order 1989 (see Article 184 of that Order),

but does not include a relevant body;".

**Building Societies (Funding) and Mutual Societies (Transfers) Act 2007 (c. 26)**

**266.** In section 3(14) of the Building Societies (Funding) and Mutual Societies (Transfers) Act 2007 (transfers to subsidiaries)—

(a) for paragraph (a) substitute—

"(a) a company as defined in section 1(1) of the Companies Act 2006;";

(b) omit paragraph (b).

**Bankruptcy and Diligence etc. (Scotland) Act 2007 (asp 3)**

**267.** In section 47 of the Bankruptcy and Diligence etc. (Scotland) Act 2007 (interpretation of Part 2), in the definition of "company" for "within the meaning of the Companies Act 1985" substitute "as defined in section 1(1) of the Companies Act 2006".

**Electricity (Single Wholesale Market) (Northern Ireland) Order 2007 (S.I. 2007/913 (N.I. 7))**

**268.** In Article 3(10) of the Electricity (Single Wholesale Market) (Northern Ireland) Order 2007 (power to modify licence conditions), for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Acts (see section 1159 of the Companies Act 2006)".

**Cross-Border Insolvency Regulations (Northern Ireland) 2007 (S.R. (NI) 2007 No 115)**

**269.**—(1) The Cross-Border Insolvency Regulations (Northern Ireland) 2007 are amended as follows.

(2) In regulation 2 (interpretation), make the existing provision paragraph (1) and after it insert—

"(2) In these Regulations "overseas company" has the meaning given by section 1044 of the Companies Act 2006 and "establishment", in relation to such a company, has the same meaning as in the Overseas Companies Regulations 2009.".

(3) In Schedule 2 (procedural matters)—

(a) in paragraph 1(1) (interpretation)—

(i) for the definition of "relevant company" substitute—

""relevant company" means a company that is—

(a) registered under the Companies Act 2006,

(b) subject to a requirement imposed by regulations under section 1043 of that Act (unregistered UK companies) to deliver any documents to the registrar of companies, or

(c) subject to a requirement imposed by regulations under section 1046 of that Act (overseas companies) to deliver any documents to the registrar of companies;";

(ii) for the definition of "registrar" substitute—

""the registrar" means the registrar of companies;";

(b) in paragraph 3(e) (matters to be stated in application for recognition of foreign proceedings: company's registered number), for "the Companies (Northern Ireland) Order 1986" substitute "the Companies Act 2006";

(c) in paragraph 25(1)(b) (persons entitled to appear or be represented at hearing), for sub-paragraph (i) substitute—

"(i) where applicable, any person specified in particulars registered under section 1046 of the Companies Act 2006 (overseas companies) as authorised to represent the debtor;";

(d) in paragraph 44(1)(g) (persons entitled to inspect court file), for sub-paragraph (iii) substitute—

"(iii) where applicable, any person specified in particulars registered under section 1046 of the Companies Act 2006 (overseas companies) as authorised to represent the debtor;".

(4) In Schedule 3 (notices to be delivered to registrar), in paragraph 1(1) (interpretation), omit the definition of "the 1986 Order".

(5) In Schedule 4 (forms)—

(a) in Form ML1, for item 4 (and notes (h) to (j)) substitute—

(h) Insert date of incorporation

(i) Insert registered number

4 The debtor is registered under the Companies Act 2006 and was incorporated on (h) .....

The registered number of the debtor is (i) .....

**OR**

(j) If the debtor has a registered establishment include applicable statement(s) and insert required details

(j) The debtor is an overseas company that has one or more establishments in the United Kingdom.

The registered numbers of the establishment(s) are .....

.....

**OR**

The debtor is not registered under the Companies Act 2006 nor is it an overseas company that has one or more establishments in the United Kingdom.

(b) in Form ML7, for the item relating to branches of oversea companies (and note (d)) substitute—

(d) If the debtor is an overseas company with establishments in the United Kingdom, please complete requested details of establishments. If this form is delivered in respect of more than one establishment, the establishment number and name (where different) must be given for each establishment

(d) This return is delivered in respect of all the establishments listed below

| Registration number | Establishment name |
|---|---|
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**Companies (Disclosure of Address) Regulations 2009 (S.I. 2009/214)**

**270.**—(1) The Companies (Disclosure of Address) Regulations 2009 are amended as follows.

(2) In regulation 9(1) (application by individual to make an address unavailable for public inspection), in sub-paragraph (c) at the end insert "or under regulations made under section 1046".

(3) In regulation 11(1) (application by person registering charge to make an address unavailable for public inspection), in sub-paragraph (a)(ii) at the end insert "or under regulations made under section 1052".

# SCHEDULE 2

Article 2(2)

## OTHER CONSEQUENTIAL REPEALS AND REVOCATIONS

| *Short title and number* | *Extent of repeal* |
|---|---|
| Post Office Act 1969 (c. 48) | Section 86(2). |
| Building Societies Act 1986 (c. 41) | Section 102C(5) and (6). |
| Copyright, Designs and Patents Act 1988 (c. 48) | In Schedule 7, paragraph 35. |
| Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)) | Article 381(1). |
| Water Consolidation (Consequential Provisions) Act 1991 (c. 60) | In Schedule 1, paragraph 41. |
| Pension Schemes (Northern Ireland) Act 1993 (c. 49) | In Schedule 7, paragraph 20. |
| Trade Marks Act 1994 (c. 26) | In Schedule 4, in paragraph 1(2), the entry relating to the Companies (Northern Ireland) Order 1986. |
| Disability Discrimination Act 1995 (c. 50) | In Schedule 8, in the substituted Schedule 6 in paragraph 53, paragraph 3. |
| Deregulation (Northern Ireland) Order 1997 (S.I. 1997/2984 (N.I. 22)) | Article 5. |
| Bank of England Act 1998 (c. 11) | In Schedule 5, paragraph 63. |
| Youth Justice and Criminal Evidence Act 1999 (c. 23) | In Schedule 3, paragraphs 4, 5 and 13 to 15.<br>In Schedule 4, paragraph 18. |
| Insolvency Act 2000 (c. 39) | In Schedule 4, paragraphs 16(2), 17, 18(a) and 19 to 21. |
| Criminal Justice and Police Act 2001 (c. 16) | Section 138(7). |
| Anti-Terrorism, Crime and Security Act 2001 (c. 24) | In Schedule 4, paragraph 59. |
| Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090) | In Schedule 5, paragraphs 9 to 11. |
| Open-Ended Investment Companies Regulations 2001 (S.I. 2001/1228) | In Schedule 7, paragraphs 3 to 9. |
| Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27) | Section 33(6).<br>In Schedule 6, paragraph 10. |
| Civil Partnership Act 2004 (c. 33) | In Schedule 29, paragraphs 68 to 75. |
| Constitutional Reform Act 2005 (c. 4) | In Schedule 11, in paragraph 6(3), the reference to the Companies (Northern Ireland) Order 1986. |
| Charities and Trustee Investment (Scotland) Act 2005 (asp 10) | In Schedule 4, paragraph 6. |
| Pensions (Northern Ireland) Order 2005 (S.I. 2005/255 (N.I. 1)) | Article 100.<br>In Schedule 10, paragraph 2. |
| Law Reform (Miscellaneous Provisions) (Northern Ireland) Order 2005 (S.I. 2005/1452 (N.I. 7)) | Article 4(2). |
| Insolvency (Northern Ireland) Order 2005 (S.I. 2005/1455 (N.I. 10)) | In Schedule 2, paragraphs 12 to 17. |
| Fraud Act 2006 (c. 35) | Section 10. |
| Charities Act 2006 (c. 50) | In Schedule 8, paragraph 75. |

| *Short title and number* | *Extent of repeal* |
|---|---|
| Companies Act 2006 (Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/1093 (C. 49)) | In Schedule 4, paragraphs 7, 8, 17 to 20, 31 and 32. |
| Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 (S.I. 2007/2194 (C. 84)) | In Schedule 4, paragraph 40. |

# SCHEDULE 3

Article 12(1)

# PROVISIONS RELATING TO OLD PUBLIC COMPANIES

**Meaning of "old public company"**

**1.**—(1) For the purposes of this Schedule an "old public company" is a company limited by shares, or a company limited by guarantee and having a share capital, in respect of which the following conditions are met.

(2) In relation to a company registered in Great Britain, the conditions are that—

(a) the company either existed on 22nd December 1980 or was incorporated after that date pursuant to an application made before that date,

(b) on that date or, if later, on the day of the company's incorporation, the company was not or (as the case may be) would not have been a private company within the meaning of section 28 of the Companies Act 1948(**a**), and

(c) the company has not since that date or the day of the company's incorporation (as the case may be) either been re-registered as a public company or become a private company.

(3) In relation to a company registered in Northern Ireland, the conditions are that—

(a) the company either existed on 1st July 1983 or was incorporated after that date pursuant to an application made before that date,

(b) on that date or, if later, on the date of the company's incorporation, the company was not or (as the case may be) would not have been a private company within the meaning of section 28 of the Companies Act (Northern Ireland) 1960(**b**), and

(c) the company has not since that date or the date of the company's incorporation (as the case may be) either been re-registered as a public company or become a private company.

**Application of Companies Acts to old public companies**

**2.**—(1) References in the Companies Acts to—

(a) a public company, or

(b) a company other than a private company,

are to be read (unless the context otherwise requires) as including an old public company.

(2) References in the Companies Acts to a private company are to be read accordingly.

(3) Sub-paragraphs (1) and (2)—

(a) do not apply in relation to—

(i) Part 7 of the Companies Act 2006 (re-registration as a means of altering a company's status), and

(ii) sections 662 to 669 of that Act (treatment of shares held by or for public company) (see paragraph 7(1) and (2) below), and

(b) do not restrict the power to make provision by regulations under section 65 of that Act (inappropriate use of indications of company type or legal form).

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(**a**) 1948 c.38.
(**b**) 1960 c.22 (N.I.).

**Old public company re-registering as a public company**

**3.**—(1) Sections 90 to 96 of the Companies Act 2006 (re-registration as public company limited by shares) apply to an old public company.

(2) As they so apply—

(a) references to a private company shall be read as references to an old public company, and

(b) references to a special resolution of the company shall be read as references to a resolution of the directors.

(3) Chapter 3 of Part 3 of that Act (resolutions affecting a company's constitution) applies to any such resolution.

(4) References in this Schedule to re-registration as a public company, in relation to an old public company, are to re-registration by virtue of this paragraph.

**Old public company becoming private: special resolution**

**4.**—(1) An old public company may pass a special resolution not to be re-registered as a public company.

(2) Sections 98 and 99 of the Companies Act 2006 (application to court to cancel resolution; notice to registrar of court application or order) apply to such a resolution as they would apply to a special resolution by a public company to be re-registered as private.

(3) If either—

(a) 28 days from the passing of the resolution elapse without an application being made under section 98 of the Companies Act 2006 (as applied), or

(b) such an application is made and proceedings are concluded on the application without the court making an order for the cancellation of the resolution,

the registrar of companies shall issue the company with a certificate stating that it is a private company.

(4) The company then becomes a private company by virtue of the issue of the certificate.

(5) For the purposes of sub-paragraph (3)(b), proceedings on the application are concluded—

(a) except in a case within the following paragraph, when the period mentioned in section 99(3) of the Companies Act 2006 (as applied) for delivering a copy of the court's order on the application to the registrar has expired, or

(b) when the company has been notified that the application has been withdrawn.

(6) A certificate issued to a company under sub-paragraph (3) is conclusive evidence that the requirements of this paragraph have been complied with and that the company is a private company.

**Old public company becoming private: statutory declaration**

**5.**—(1) If an old public company delivers to the registrar a statutory declaration by a director or secretary of the company that the company does not at the time of the declaration satisfy the conditions for the company to be re-registered as public, the registrar shall issue the company with a certificate stating that it is a private company.

(2) The company then becomes a private company by virtue of the issue of the certificate.

(3) A certificate issued to a company under sub-paragraph (1) is conclusive evidence that the requirements of this paragraph have been complied with and that the company is a private company.

**Failure by old public company to obtain new classification**

**6.**—(1) If at any time a company which is an old public company has not delivered to the registrar of companies a declaration under paragraph 5, the company and any officer of it who is in default is guilty of an offence unless at the time the company—

(a) has applied to be re-registered as a public company, and the application has not been refused or withdrawn, or

(b) has passed a special resolution not to be re-registered as a public company, and the resolution has not been revoked, and has not been cancelled under section 98 of the Companies Act 2006 as applied by paragraph 4.

(2) A person guilty of an offence under this paragraph is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

**Old public company holding, or having charge on, own shares**

**7.**—(1) In sections 662 to 669 of the Companies Act 2006 (treatment of shares held by or for public company) references to a public company do not include an old public company.

(2) Section 668 of that Act (application of sections 662 to 667 to private company re-registering as public company) applies to an old public company as to a private company.

(3) In the case of a company that—

(a) after the relevant date remained an old public company, and

(b) did not before that date apply to be re-registered as a public company,

any charge on its own shares which was in existence on or immediately before that date is a permitted charge and not void under section 670 of the Companies Act 2006.

(4) For the purposes of sub-paragraph (3) the relevant date is—

(a) in relation to a company registered in Great Britain, 22nd March 1982;

(b) in relation to a company registered in Northern Ireland, 30th September 1984.

**Old public companies: trading under misleading name**

**8.**—(1) An old public company commits an offence if it carries on a trade, profession or business under a name that includes, as its last part, the words "public limited company" or "cwmni cyfyngedig cyhoeddus".

(2) Where an offence under this paragraph is committed by a company, an offence is also committed by every officer of the company who is in default.

(3) A person guilty of an offence under this paragraph is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

**Old public companies: payment for share capital**

**9.** Sections 584 to 587 of the Companies Act 2006 (payment for shares: additional rules for public companies) apply to an old public company whose directors have passed and not revoked a resolution to be re-registered as a public company, as those sections apply to a public company.

## EXPLANATORY NOTE

*(This note is not part of the Order)*

The Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (S.I. 2008/2860 (C. 126)) brings into force almost all the remaining provisions of the Companies Act 2006 on 1st October 2009. This Order makes consequential amendments, repeals and revocations. It also contains some further transitional provisions and savings.

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