Draft Order laid before Parliament under paragraph 2(2) of Schedule 2 to the European Communities Act 1972 and sections 1290, 1292(4) and 1294(6) of the Companies Act 2006, for approval by resolution of each House of Parliament.
This draft Order amends S.I. 2008/2860 (C. 126) and is being issued free of charge to all known recipients of that Statutory Instrument.

DRAFT STATUTORY INSTRUMENTS

2009 No. 0000

COMPANIES

The Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009

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

The Secretary of State is a Minister designated(**1**) for the purposes of section 2(2) of the European Communities Act 1972(**2**) in relation to the creation, operation, regulation or dissolution of companies and other forms of business organisation.

The Secretary of State makes the following Order in exercise of the powers conferred by that section and by sections 1292, 1294 and 1296 of the Companies Act 2006(**3**).

In accordance with paragraph 2(2) of Schedule 2 to the European Communities Act 1972 and sections 1290, 1292(4) and 1294(6) of the Companies Act 2006, a draft of this instrument was laid before Parliament and approved by a resolution of each House of Parliament.

Citation and commencement

1. This Order may be cited as the Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009 and comes into force on 1st October 2009.

Amendments of the Companies Act 2006

2. Part 35 of the Companies Act 2006 (the registrar of companies) is amended as follows.

3. Before section 1060 insert—

(**1**) S.I. 2007/193.
(**2**) 1972 c. 68; section 2(2) was amended by section 27(1)(a) of the Legislative and Regulatory Reform Act 2006 (c. 51) and by section 3(3) of, and the Schedule to, the European Union (Amendment) Act 2008 (c. 7).
(**3**) 2006 c. 46; sections 1292, 1294 and 1296 were applied to unregistered companies by regulation 3 of, and the Schedule to, S.I. 2007/318 and section 1292 was applied to limited liability partnerships by regulation 57 of S.I. 2008/1911 and by regulation 81 of S.I. 2009/[XXXX].

"Scheme of this Part

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1059A.—(1) The scheme of this Part is as follows.

(2) The following provisions apply generally (to the registrar, to any functions of the registrar, or to documents delivered to or issued by the registrar under any enactment, as the case may be)—

sections 1060(1) and (2) and 1061(**4**) to 1063(**5**) (the registrar),

sections 1068 to 1071 (delivery of documents to the registrar),

sections 1072 to 1076 (requirements for proper delivery),

sections 1080(1), (4) and (5) and 1092 (keeping and production of records),

section 1083 (preservation of original documents),

sections 1108 to 1110 (language requirements: transliteration),

sections 1111 and 1114 to 1119 (supplementary provisions).

(3) The following provisions apply in relation to companies (to companies or for the purposes of the Companies Acts, as the case may be)—

section 1060(3) and (4) (references to the registrar in the Companies Acts),

sections 1064(**6**) and 1065(**7**) (certificates of incorporation),

section 1066(**8**) (companies' registered numbers),

sections 1077 to 1079(**9**) (public notice of receipt of certain documents),

sections 1080(2) and (3), 1081(**10**), 1082(**11**) and 1084(**12**) (the register),

sections 1085 to 1091(**13**) (inspection of the register),

sections 1093 to 1098(**14**) (correction or removal of material on the register),

section 1106(**15**) (voluntary filing of translations),

sections 1112(**16**) and 1113(**17**) (supplementary provisions).

(4) The following provisions apply as indicated in the provisions concerned—

section 1067 (registered numbers of UK establishments of overseas companies),

sections 1099 to 1101 (the registrar's index of company names),

(**4**) By virtue of article 6 of S.I. 2009/317, the references in section 1061 to the Insolvency Act 1986 and the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)) are to be read as including a reference to Parts 2 and 3 of the Banking Act 2009 (c. 1).
(**5**) Section 1063 was applied for the purposes of S.I. 2007/2974 by regulation 4 of those Regulations.
(**6**) Section 1064 was applied to limited liability partnerships by regulation 61 of S.I. 2009/[XXXX].
(**7**) Section 1065 was applied to limited liability partnerships by regulation 61 of S.I. 2009/[XXXX].
(**8**) Section 1066 was applied to limited liability partnerships by regulation 62 of S.I. 2009/[XXXX].
(**9**) Sections 1077 to 1079 were applied to limited liability partnerships by regulation 63 of S.I. 2009/[XXXX].
(**10**) Section 1081 was applied for the purposes of S.I. 2007/2974 by regulation 4 of those Regulations, and was applied to limited liability partnerships by regulation 64 of S.I. 2009/[XXXX].
(**11**) Section 1082 was applied to limited liability partnerships by regulation 64 of S.I. 2009/[XXXX].
(**12**) Section 1084 was applied to limited liability partnerships by regulation 65 of S.I. 2009/[XXXX].
(**13**) Sections 1085 to 1091 were applied to limited liability partnerships by regulation 66 of S.I. 2009/[XXXX].
(**14**) Sections 1093 to 1098 were applied to limited liability partnerships by regulation 67 of S.I. 2009/[XXXX].
(**15**) Section 1106 was applied for the purposes of S.I. 2007/2974 by regulation 4 of those Regulations, and was applied to limited liability partnerships by regulation 68 of S.I. 2009/[XXXX].
(**16**) Section 1112 was applied for the purposes of S.I. 2007/2974 by regulation 4 of those Regulations, and was applied to limited liability partnerships by regulation 69 of S.I. 2009/[XXXX].
(**17**) Section 1113 was applied for the purposes of S.I. 2007/2974 by regulation 4 of those Regulations, and was applied to limited liability partnerships by regulation 69 of S.I. 2009/[XXXX].

sections 1102 to 1105 and 1107(**18**) (language requirements: translation).

(5) Unless the context otherwise requires, the provisions of this Part apply to an overseas company as they apply to a company as defined in section 1.".

4. In section 1061 (the registrar's functions)—

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

"(a) to perform the functions conferred on the registrar by or under the Companies Acts or any other enactment, and";

(b) omit subsection (2).

5. In section 1067 (registered numbers of branches of overseas company)—

(a) in the heading for "branches" substitute "UK establishments";

(b) in subsection (1)—

(i) for "branch" substitute "UK establishment";

(ii) for "the branch's registered number" substitute "the UK establishment's registered number";

(c) in subsection (2) for "Branches' registered numbers" substitute "The registered numbers of UK establishments of overseas companies";

(d) in subsection (4) for "a branch's registered number" substitute "the registered number of a UK establishment";

(e) in subsection (5) for "the branch's registered number" substitute "the UK establishment's registered number";

(f) after that subsection add—

"(6) In this Part "establishment", in relation to an overseas company, means—

(a) a branch within the meaning of the Eleventh Company Law Directive (89/666/EEC)(**19**), or

(b) a place of business that is not such a branch,

and "UK establishment" means an establishment in the United Kingdom.".

6. In section 1068(3) (registrar's requirements as to authentication), for paragraph (c) substitute —

"(c) require the document to contain or be accompanied by the name or registered number (or both) of the company (or other body) to which it relates.".

7. In section 1070(1) (agreement for delivery of documents by electronic means), after "a company" and "the company" insert "(or other body)".

8. In section 1075 (informal correction of document)—

(a) in subsection (2)(b) for "the company" substitute "the company (or other body) to which the document relates";

(b) in subsection (3)(b)(ii) after "the company" insert "(or other body)";

(c) in subsection (4) for "The company's consent" substitute "The consent of the company (or other body)";

(**18**) Sections 1102 to 1105 and 1107 were applied for the purposes of S.I. 2007/2974 by regulation 4 of those Regulations, and sections 1103 to 1107 were applied to limited liability partnerships by regulation 68 of S.I. 2009/[XXXX]. By virtue of article 6 of S.I. 2009/317, the references in section 1102 to the Insolvency Act 1986 and the Insolvency (Northern Ireland) Order 1989 are to be read as including a reference to Parts 2 and 3 of the Banking Act 2009.

(**19**) OJ L 395, 30.12.1989, p. 36.

(d) in subsection (5) after "the company", in each place where it occurs, insert "(or other body)".

9. In section 1076 (replacement of document not meeting requirements for proper delivery), in subsection (2)(b) after "company" insert "(or other body)".

10.—(1) Section 1080 (records to be kept by registrar) is amended as follows.

(2) In subsection (1) (duty to keep records), for paragraphs (b) and (c) substitute—

", and

(b) certificates issued by the registrar under any enactment.".

(3) In subsection (5) (records to be kept so that associated information may be retrieved)—

(a) after "a company" insert "or other registered body",

(b) for "that company" substitute "that body", and

(c) for "the company" substitute "the body".

11. In section 1083(1) and (2) (preservation of original documents) for "recorded in the register" substitute "recorded".

12.—(1) Section 1087(1) (material not available for public inspection) is amended as follows.

(2) After paragraph (b) insert—

"(ba) representations received by the registrar in response to a notice under—

(i) section 245(2)(**20**) (notice of proposal to put director's usual residential address on the public record), or

(ii) any corresponding provision of regulations under section 1046 (overseas companies);".

(3) For paragraph (h) (details of company charges) substitute—

"(h) the contents of—

(i) any instrument creating or evidencing a charge, or

(ii) any certified or verified copy of an instrument creating or evidencing a charge,

delivered to the registrar under Part 25(**21**) (company charges) or regulations under section 1052 (overseas companies);".

13. In section 1109(1) (voluntary transliteration of name or address into Roman characters), for "the company" substitute "the company (or other body) to which the document relates".

14. In section 1115(1) (electronic communications: consent to use of electronic means), after "company", in both places where it occurs, insert "(or other body)".

15. In section 1116 (alternative to publication in the Gazette), in subsection (3)(b)(ii) for "the company" substitute "the company (or other body) to which the notice relates".

16. Omit section 1120 (application of Part to overseas companies).

17. In Schedule 8 to the Companies Act 2006 (index of defined expressions)—

(a) omit the entries relating to—

(i) the registered number of a branch of an overseas company, and

(ii) the registered number of a company; and

(**20**) Section 245(2) was applied to limited liability partnerships by regulation 19 of S.I. 2009/[XXXX].
(**21**) Sections 860 to 892 in Part 25 of the Companies Act 2006 were applied to limited liability partnerships by regulations 32 to 44 of S.I. 2009/[XXXX].