Draft Legislation: *This is a draft item of legislation and has not yet been made as a UK Statutory Instrument. This draft has been replaced by a new draft, The Companies Act 2006 (Commencement No. 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007 ISBN 978-0-11-077791-7*

Draft Order laid before Parliament under section 1290 of the Companies Act 2006 for approval by resolution of each House of Parliament.

DRAFT STATUTORY INSTRUMENTS

2007 No. 0000 (C. 00)

COMPANIES

The Companies Act 2006 (Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings) Order 2007

Made - - - -	**** 2007*
Coming into force - -	*6th April 2007*

The Secretary of State makes the following Order in exercise of the powers conferred by sections 1292(1), 1294(1), 1296(1) and (2) and 1300(2) of the Companies Act 2006(**1**).

In accordance with section 1290 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, interpretation and coming into force

1.—(1) This Order may be cited as the Companies Act 2006 (Commencement No. 2, Consequential Amendments, Transitional Provisions and Savings) Order 2007.

(2) In this Order—

"the 1985 Act" means the Companies Act 1985(**2**);

"the 1986 Order" means the Companies (Northern Ireland) Order 1986(**3**);

"the 2004 Act" means the Companies (Audit, Investigations and Community Enterprise) Act 2004(**4**);

"the 2005 Order" means the Companies (Audit, Investigations and Community Enterprise) (Northern Ireland) Order 2005(**5**);

"the 2005 Regulations" means the Community Interest Company Regulations 2005(**6**); and

(**1**) 2006 c.46.
(**2**) 1985 c.6.
(**3**) S.I. 1986/1032 (N.I. 6).
(**4**) 2004 c.27.
(**5**) S.I. 2005/1967 (N.I. 17). Part 3 has not been brought into force.
(**6**) S.I. 2005/1788.

"the Interim Regulations" means the Takeovers Directive (Interim Implementation) Regulations 2006(**7**).

(3) This Order comes into force on 6th April 2007.

Provisions coming into force on 6th April 2007

2.—(1) The following provisions of the Companies Act 2006 come into force on 6th April 2007—

(a) section 2 (the Companies Acts);

(b) sections 942 to 992 and Schedule 2 (takeovers etc);

(c) section 1043 (unregistered companies);

(d) section 1170 (meaning of "EEA State" and related expressions); and

(e) section 1284(1) (extension of Companies Acts to Northern Ireland) so far as it relates to—

(i) the provisions mentioned in sub-paragraphs (a), (b) and (c) above, and

(ii) Part 2 of the 2004 Act (community interest companies).

(2) The following provisions of the Companies Act 2006 come into force on 6th April 2007 so far as necessary for the purposes of the provisions mentioned in paragraph (1)—

(a) section 546 (issued and allotted share capital);

(b) section 558 (when shares are allotted);

(c) sections 1121 to 1123 and 1125 to 1133 (provisions relating to offences);

(d) sections 1134, 1135 and 1138 (company records);

(e) section 1139 (service of documents on a company);

(f) section 1140 (service of documents on directors, secretaries and others);

(g) section 1168 (hard copy and electronic form and related expressions); and

(h) in section 1173 (minor definitions: general), the definitions of "body corporate", "the Gazette" and "regulated market".

Transitional adaptations of provisions brought into force

3. The provisions brought into force by article 2 have effect subject to any transitional adaptations specified in Schedule 1.

Interpretation of provisions brought into force

4. Where an expression in a provision brought into force by this Order (or in an adaptation made by this Order of such a provision)—

(a) is defined in the 1985 Act or the 1986 Order ("the old definition"); and

(b) is defined in the Companies Act 2006 by another provision that is not yet in force for the purposes of the provision brought into force ("the new definition"),

the expression has, for the purposes of the provision brought into force (or the adaptation), the meaning given by the old definition until the new definition is brought into force for the purposes of that provision.

(**7**) S.I. 2006/1183.

Repeals

5. Sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006 (repeals) come into force on 6th April 2007 so far as relating to the repeals specified in Schedule 2 to this Order.

Consequential amendments

6.—(1) The amendments in Schedule 3 have effect in consequence of provision made by Part 28 of the Companies Act 2006 (takeovers etc).

(2) The amendments in Schedule 4 have effect in consequence of the extension to Northern Ireland of Part 2 of the 2004 Act (community interest companies) and the revocation of Part 3 of the 2005 Order (which made corresponding provision for Northern Ireland).

(3) In Schedule 4—

(a) Part 1 amends the 2004 Act,

(b) Part 2 amends the 2005 Regulations, and

(c) Part 3 makes amendments of other enactments.

Consequential repeals and revocations

7. The repeals and revocations in Schedule 5 have effect in consequence of provision made by Part 28 of the Companies Act 2006 (takeovers etc).

Transitional provisions and savings

8. Schedule 6 contains savings relating to the provisions (and repeals) brought into force by this Order.

9.—(1) Section 992 of the Companies Act 2006 (matters to be dealt with in directors' report) applies to the 1986 Order with the following modifications.

(2) In subsection (1) for "Part 7 of the Companies Act 1985 (c.6)" substitute "Part 8 of the Companies (Northern Ireland) Order 1986".

(3) In subsection (3)—

(a) for "section 234ZZA" substitute "Article 242ZZA";

(b) for "subsection (4)" substitute "paragraph (4)".

(4) In subsection (4) for "subsection" substitute "paragraph".

(5) In subsection (5)—

(a) for "section 251" substitute "Article 259",

(b) for "subsection" substitute "paragraph",

(c) for "section 234ZZA(5)" substitute "Article 242ZZA(5)",

(d) for "paragraph" substitute "subparagraph",

(e) for "subsections (2A) to (2E)" substitute "paragraphs (2A) to (2E)".

10. Section 1297 of the Companies Act 2006 (continuity of the law) has effect as if, for the purpose of section 1297(1), the Interim Regulations were an enactment repealed and re-enacted by that Act.

11.—(1) Nothing in this Order affects the application of any provision of the 1985 Act or the 1986 Order as applied by the Limited Liability Partnerships Regulations 2001(**8**) or the Limited Liability Partnerships Regulations (Northern Ireland) 2004(**9**) to limited liability partnerships.

(2) The repeal of section 723C(1)(a) of the 1985 Act(**10**) by section 1295 of and Schedule 16 to the Companies Act 2006, brought into force by article 7(a) of the Companies Act 2006 (Commencement No. 1, Transitional Provisions and Savings) Order 2006(**11**), does not apply to the application of the said section 723C(1)(a) to limited liability partnerships by the Limited Liability Partnerships (No. 2) Regulations 2002(**12**).

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(**8**) S.I. 2001/1090.
(**9**) S.R. (NI) 2004 No. 307.
(**10**) Section 723C was inserted by section 45 of the Criminal Justice and Police Act 2001 (c.16).
(**11**) S.I. 2006/3428 (C. 132).
(**12**) S.I. 2002/913.

SCHEDULE 1 Article 3

TRANSITIONAL ADAPTATIONS OF PROVISIONS BROUGHT INTO FORCE

The Companies Acts

1.—(1) Section 2 (the Companies Acts) has effect with the following adaptation.

(2) For subsection (1)(c) substitute—

"(c) the provisions of the Companies Acts as defined in section 744 of the Companies Act 1985, and the Companies Orders as defined in Article 2(3) of the Companies (Northern Ireland) Order 1986, that remain in force.".

Takeovers etc

2.—(1) Section 943 (power of Takeover Panel to make rules) has effect with the following adaptation.

(2) For subsection (6) substitute—

"(6) Section 735(1) of the Companies Act 1985 and Article 2(3) of the Companies (Northern Ireland) Order 1986 (meaning of "company") do not apply for the purposes of this section.".

3.—(1) Section 953 (failure to comply with rules about bid documentation) has effect with the following adaptation.

(2) For subsection (8) substitute—

"(8) Section 735(1) of the Companies Act 1985 and Article 2(3) of the Companies (Northern Ireland) Order 1986 (meaning of "company") do not apply for the purposes of this section.".

4.—(1) Section 968 (consequences of opting-in in relation to contractual restrictions on voting rights) has effect with the following adaptation.

(2) In subsection (4), at the end add "A "written resolution" means a resolution in writing agreed to in accordance with sections 381A to 381C of the Companies Act 1985(**13**), or Articles 389A to 389C of the Companies (Northern Ireland) Order 1986(**14**), or in accordance with the company's articles.".

Service of documents on a company

5.—(1) Section 1139 has effect with the following adaptation.

(2) In subsection (1) for "under this Act" substitute "under the Companies Act 1985 or the Companies (Northern Ireland) Order 1986".

(**13**) 1985 c.6; section 381A to 381C were inserted by section 113 of the Companies Act 1989 (c.40).
(**14**) S.I. 1986/1032 (N.I. 6); Articles 389A to 389C were inserted by Article 48 of S.I. 1990/1504 (N.10).