

Companies Act 2006 Commencement Dates



Companies House
— for the record —

The information below is intended to provide guidance on the commencement timetable for the Companies Act 2006, it does not however provide a definitive guide, and you may wish to refer to the commencement order published on the OPSI website: www.opsi.gov.uk.

KEY CHANGES

1st October 2007

Security of members addresses

- Steps introduced to control access to the company register of members

Accounts

- Directors Report within the annual accounts must contain a Business Review. This applies to all companies except those that file small company accounts.

Directors Duties

- Directors general duties to their companies are comprehensively set out in the 2006 Act - excludes 'Conflicts of Interest Duties'.

Table A

- Table A & C have been amended where the existing tables were in conflict with the new provisions e.g. directors duties, and resolutions & meetings

Annual General Meetings

- Private companies do not need to hold an AGM if there is no obligation to do so in their Articles. They may also remove that obligation if the members are in agreement.

Resolutions

- Written resolutions require a simple majority of eligible shares for ordinary resolutions, and 75% for special resolutions.



6th April 2008

Company Secretaries

- No longer a requirement for private companies to appoint a company secretary; however they must inform Companies House if they do.

Accounts

With effect for accounts and reports beginning on or after 6th April 2008

- Private companies to have 9 months to file (previously 10 months)
- Public companies to have 6 months to file (previously 7 months)
- The balance sheet and directors report must refer to the new 2006 Act statements

1st October 2008

Directors

- Minimum age for directors of 16 years
- At least one director must be a 'natural person' i.e. an individual, not a corporate body. (refer to www.companieshouse.gov.uk for further details)

Company Names

- Appointment of an independent names adjudicator

Acquisition of shares in private companies

Repeal of the restrictions on financial assistance for acquisition of shares in private companies, withdrawal of forms:

- 155(6)A - Declaration in relation to assistance for acquisition of shares
- 155(6)B - Declaration by the directors of a holding company in relation to assistance for the acquisition of shares.

Shareholders Addresses on the Annual Return

- For private companies all shareholders will be required to provide their names but not their addresses.
- For public companies shareholders names will be required for those that hold 5% or more of any share class, and shareholder addresses for public companies trading on a regulated market.

1st October 2009

Company Formation

- Restructuring of the Memorandum & Articles
- Statement of compliance rather than a statutory declaration
- Authorised / nominal share capital abolished

Directors Service Addresses

- Directors to have service addresses on the public register, based on privacy rather than risk of harm
- Directors may have different service addresses for different companies.

Company Names

- Additional methods of changing company names
- Appropriate notices to accompany resolutions
- Changes to rules on 'same as' names

Forms

- New forms
- Form identifiers instead of numbers

Northern Ireland

- Single company legislative structure applying UK wide
- Northern Ireland companies to retain their NI company number prefix
- An office to remain in Belfast

Share capital

No longer a requirement for public or private companies to have an authorised / nominal share capital