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STATUTORY INSTRUMENTS

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**1995 No. 1352 (C.27)**

**COMPANIES**

**The Companies Act 1989 (Commencement No. 15  
and Transitional and Savings Provisions) Order 1995**

*Made* - - - - *20th May 1995*

The Secretary of State, in exercise of his powers under section 215(2) and (3) of the Companies Act 1989(1), hereby makes the following Order:

**Citation**

1. This Order may be cited as the Companies Act 1989 (Commencement No. 15 and Transitional and Savings Provisions) Order 1995.

**Interpretation**

2.—(1) In this Order:—

“the 1985 Act” means the Companies Act 1985(2);

“the 1986 Act” means the Insolvency Act 1986(3);

“the 1989 Act” means the Companies Act 1989,

and, unless the context otherwise requires, any expression used in this Order which is also used in Part XVIII of the 1985 Act shall have the same meaning as in that Part.

(2) Any reference in this Order to an instrument to which article 5, 6 or 7 of this Order applies is a reference to:—

- (a) an instrument creating a floating charge which is executed by a company before 3rd July 1995, and
- (b) an instrument of alteration under section 466 of the 1985 Act which is executed by all the parties thereto before that date.

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(1) 1989 c. 40.  
(2) 1985 c. 6.  
(3) 1986 c. 45.

### **Provisions of the 1989 Act commenced by this Order**

3. Subject to articles 4 to 8 of this Order, the following provisions of the 1989 Act shall come into force on 3rd July 1995, namely:—

- (a) section 140(1) to (6);
- (b) paragraph 20 of Schedule 19, together with section 145 so far as it extends to that paragraph; and
- (c) section 212 and Schedule 24 insofar as is necessary to effect the repeal of—
  - (i) the word “and” at the end of section 464(5)(c) of the 1985 Act; and
  - (ii) the definition of “annual return” in section 744 of the 1985 Act.

### **Transitional and Savings Provisions**

4. The amendment made to section 463(1) of the 1985 Act by section 140(1) of the 1989 Act shall not apply to any floating charge created by a company where the commencement of the winding up of the company takes place before 3rd July 1995.

5. The amendment made to section 464(1)(b) of the 1985 Act by section 140(3) of the 1989 Act shall not have effect with respect to any provision such as is mentioned in section 464(1)(b) of the 1985 Act which is contained in an instrument to which this article applies by virtue of article 2(2) of this Order.

6. Section 464(1A) of the 1985 Act, which is inserted into that Act by section 140(4) of the 1989 Act, shall not have effect with respect to any provision such as is mentioned in section 464(1)(a) of the 1985 Act which is contained in an instrument to which this article applies by virtue of article 2(2) of this Order.

7. Section 464(3) of the 1985 Act, as substituted by section 140(5) of the 1989 Act, shall not have effect with respect to an instrument to which this article applies by virtue of article 2(2) of this Order.

8. The amendment made to section 464(5) of the 1985 Act by section 140(6) of the 1989 Act shall only have effect in any case where, on or after 3rd July 1995, a holder of a floating charge has received intimation in writing of the registration (whether that registration was before, on or after that date) of another floating charge as mentioned in section 464(5) of the 1985 Act.

20th May 1995

*Jonathan Evans,*  
Parliamentary Under-Secretary of State,  
Department of Trade and Industry

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## EXPLANATORY NOTE

*(This note is not part of the Order)*

This Order brings into force on 3rd July 1995 section 140(1) to (6) of the Companies Act 1989 (“the 1989 Act”) which amends sections 463 and 464 of the Companies Act 1985 (“the 1985 Act”) relating to floating charges in Scotland. The Order also brings into force on the same date: (a) a consequential repeal made by Schedule 24 to the 1989 Act to section 464 of the 1985 Act; (b) the repeal made by Schedule 24 to the 1989 Act to the definition of “annual return” in section 744 of the 1985 Act; and (c) paragraph 20 of Schedule 19 to the 1989 Act, which inserts a new section 744A (index of defined expressions) into the 1985 Act.

Articles 4 to 8 of the Order contain certain transitional and savings provisions.

## NOTE AS TO EARLIER COMMENCEMENT ORDERS

*(This note is not part of the Order)*

The following provisions of the Companies Act 1989 have been brought into force by commencement order made before the date of this Order:

<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
Ss.1 and 15 but only for the purpose of inserting a new section 215 into the Companies Act 1985 (subject to certain transitional and saving provisions)	1.3.1990	<a href="#">S.I. 1990/142</a>
The remaining provisions of Part I (subject to important transitional and saving provisions) other than section 7 (insofar as it inserts a new section 233(5) into the Companies Act 1985), 11 (inso far as it inserts a new section 242A into the Companies Act 1985), 12 and 23 (in part)	1.4.1990 (save paragraph 19 of Schedule 10 which was commenced on 1.8.1990)	<a href="#">S.I. 1990/355</a>
The remaining provisions of Part I (subject to transitional and savings provisions) except sections 1 and 11 inso far as they insert a new section 242A into the Companies Act 1985	7.1.1991	<a href="#">S.I. 1900/2569</a>
Ss.1 and 11 insofar as they insert a new section 242A into the companies Act	1.7.1992	<a href="#">S.I. 1991/2945</a>

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<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
1985 (subject to transitional provision)		
S.24 but only for the purpose of any provision brought into force by article 3 of <a href="#">S.I. 1990/142</a>	1.3.1990	<a href="#">S.I. 1990/142</a>
S.30	1.3.1990	<a href="#">S.I. 1990/142</a>
S.31 but only for purposes relating to the recognition of supervisory bodies under Schedule 11 to the Companies Act 1989 (“the 1989 Act”) and for the purpose of enabling the Secretary of State to approve a qualification under section 31(4) and (5) of the 1989 Act	1.3.1990	<a href="#">S.I. 1990/142</a>
Ss.32 and 33	1.3.1990	<a href="#">S.I. 1990/142</a>
Ss.35 and 36	26.6.1991	<a href="#">S.I. 1991/1452</a>
Ss.37 and 40	1.3.1990	<a href="#">S.I. 1990/142</a>
S.41(1) and (4) but only for the purposes of an application under any provision brought into force by article 3 of <a href="#">S.I. 1990/142</a> or of any requirement imposed under any such provision	1.3.1990	<a href="#">S.I. 1990/142</a>
S.41(3)	1.3.1990	<a href="#">S.I. 1990/142</a>
S.41(5) and (6) but only for the purposes of s.41(3) of the 1989 Act	1.3.1990	<a href="#">S.I. 1990/142</a>
Ss.42 to 44 but only for the purposes of any provisions brought into force by article 3 of <a href="#">S.I. 1990/142</a>	1.3.1990	<a href="#">S.I. 1990/142</a>
S.45	1.3.1990	<a href="#">S.I. 1990/142</a>
S.47(1)	1.3.1990	<a href="#">S.I. 1990/142</a>
S.48(1) and (2)	1.3.1990	<a href="#">S.I. 1990/142</a>
S.49 but only for the purposes of any provisions brought into force by article 3 of <a href="#">S.I. 1990/142</a>	1.3.1990	<a href="#">S.I. 1990/142</a>
Ss.50 and 51	1.3.1990	<a href="#">S.I. 1990/142</a>

<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
Ss.52 to 54 but only for the purposes of any provisions brought into force by article 3 of <a href="#">S.I. 1990/142</a>	1.3.1990	<a href="#">S.I. 1990/142</a>
The remaining provisions of Part II (subject to transitional and saving provisions) with the exception of those conferring powers on the Secretary of State to transfer functions of his under this Part to a body corporate established under s.46 of the Act	1.10.1991	<a href="#">S.I. 1991/1996</a>
Ss.55 to 64	21.2.1990	<a href="#">S.I. 1990/142</a>
S.65(1)	21.2.1990	<a href="#">S.I. 1990/142</a>
s.65(2) except to the extent that it refers to Part VII of the 1989 Act and except, in the case of s.65(2)(g), to the extent that the said paragraph refers to a body established under s.46 of the 1989 Act	21.2.1990	<a href="#">S.I. 1990/142</a>
S.65(2) insofar as not yet in force but only to the extent that it refers to Part VIII of the 1989 Act	25.4.1991	<a href="#">S.I. 1991/878</a>
S.65(3) to (7)	21.2.1990	<a href="#">S.I. 1990/142</a>
S.66 to 74	21.2.1990	<a href="#">S.I. 1990/142</a>
S.75(1)	21.2.1990	<a href="#">S.I. 1990/142</a>
S.75(2)	25.1.1990	<a href="#">S.I. 1990/98</a>
S.75(3), insofar as it provides for the insertion in s.180(1) of the Financial Services Act 1986 of a new paragraph (oo)	25.1.1990	<a href="#">S.I. 1990/98</a>
S.75(3) except insofar as brought into force as referred to above, except to the extent that it refers to Part VII of the 1989 Act and except, in the case of s.75(3)(c), to the extent that it refers to a body established by order under s.46 of the 1989 Act	21.2.1990	<a href="#">S.I. 1990/142</a>
S.75(3) insofar as not yet in force but only to the extent that	24.4.1991	<a href="#">S.I. 1991/878</a>

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<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
it refers to Part VII of the 1989 Act		
S.75(4) insofar as it provides a definition of "public servant" for the purposes of the new s.180(1)(oo) of the Financial Services Act 1986	25.1.1990	S.I. 1990/98
S.75(4) except insofar as brought into force as referred to above	21.2.1990	S.I. 1990/142
S.75(5)	21.2.1990	S.I. 1990/142
S.75(6)	21.2.1990	S.I. 1990/142
S.75(7)	25.1.1900	S.I. 1990/98
Ss.76 to 79	21.2.1990	S.I. 1990/142
S.80 except to the extent that it refers to Part VII of the 1989 Act	21.2.1990	S.I. 1990/142
S.80 insofar as not in force	25.4.1991	S.I. 1991/878
S.81(1)	21.2.1990	S.I. 1990/142
S.81(2) except to the extent that it refers to Part VII of the 1989 Act	21.2.1990	S.I. 190/142
S.81(2) insofar as not in force	25.4.1991	S.I. 1991/878
S.81(3) and (4)	21.2.1990	S.I. 1990/142
S.81(5) except to the extent that it refers to Part VII of the 1989 Act	21.2.1990	S.I. 1990/142
S.81(5) insofar as not in force	25.4.1991	S.I. 1991/878
Ss.82 to 86	21.2.1990	S.I. 1990/142
S.87(1) to (3)	21.2.1990	S.I. 1990/142
S.87(4) except to the extent that it refers to Part VII of the 1989 Act	21.2.1990	S.I. 1990/142
S.87(4) insofar as not in force	25.4.1991	S.I. 1991/878
S.87(5) and (6)	21.2.1990	S.I. 1990/142
Ss.88 to 91	21.2.1990	S.I. 1990/142
Ss.108 to 112 (subject to transitional and savings provisions)	4.2.1990	S.I. 1990/2569

<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
Ss.113 to 124 (subject to transitional and saving provisions)	1.4.1990	S.I. 1990/355
Ss.125 and 127(1), (2) and(4), and section 127(7) to the extent necessary to insert into Schedule 22 of the Companies Act 1985 a reference to the new sections 706, 707 and 715A of that Act	7.1.1991	S.I. 1990/2569
S.126 and, insofar as not yet in force, section 127 (subject, in the case of the former, to a transitional provision)	1.7.1991	S.I. 1991/488
S.129	1.11.1990	S.I. 1990/1392
S.130 (and Schedule 17)	31.7.1990	S.I. 1990/1392
Ss.131 and 132 (subject, in the case of the former, to a saving provision)	1.4.1990	S.I. 1990/355
S.134(1) to (3), (5) and (6) (subject to transitional and saving provisions)	31.5.1990	S.I. 1990/713
S.134(4)	1.11.1991	S.I. 1991/1996
S.135	7.1.1991	S.I. 1990/2569
S.136 (subject to a transitional provision)	1.4.1990	S.I. 1990/355
S.137(1); section 137(2) in part (subject to a transitional provision)	1.4.1990	S.I. 1990/355
S.138 (subject to saving provision)	31.7.1990	S.I. 1990/1392
S.139 (subject to transitional and saving provisions)	1.10.1990	S.I. 1990/1707
S.143	1.11.1991	S.I. 1991/1996
S.144 (and Schedule 18) (subject to transitional provisions)	1.11.1990	S.I. 1990/1392
S.145 but only insofar as it relates to paragraphs 1, 8, 9, 12, 19, and 21 of Schedule 19 to the 1989 Act	1.3.1990	S.I. 1990/142

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<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
S.145 but only insofar as it extends to paragraph 10 of Schedule 19 to the 1989 Act	7.1.1991	S.I. 1990/2569
S.145 but only insofar as it extends to paragraph 11 of Schedule 19 to the 1989 Act	4.2.1991	S.I. 1990/2569
S.145 but only insofar as it relates to paragraphs 15 to 18 of Schedule 19 to the 1989 Act	1.4.1990	S.I. 1990/355
S.145 but only insofar as it relates to paragraphs 2 to 7 and 14 of Schedule 19 to the 1989 Act (subject, in the case of paragraphs 2 and 6, to transitional and saving provisions)	1.10.1990	S.I. 1990/1707
S.146	1.4.1990	S.I. 1990/142
S.151	1.4.1990	S.I. 1990/142
S.152	1.3.1990	S.I. 1990/142
S.153 but only insofar as it relates to paragraphs 1, 13, 17, 21 and 26 of Schedule 20 to the 1989 Act	1.4.1990	S.I. 1990/142
Part VII insofar as necessary to enable regulations to be made under sections 155(4) and (5), 158(4) and (5), 160(5), 173(4) and (5), 174(2) to (4), 185, 186 and 187(3) and paragraph 2(3) of Schedule 21	25.4.1991	S.I. 1991/488
S.154	25.4.1991	S.I. 1991/878
S.155, 156 and Schedule 21 insofar as not in force	25.4.1991	S.I. 1991/878
S.157 subject to certain provisions	25.4.1991	S.I. 1991/878
S.158 insofar as not in force	25.4.1991	S.I. 1991/878
S.159	25.4.1991	S.I. 1991/878
S.160 insofar as not yet in force but subject to certain provisions concerning insolvency proceedings begun before the coming into force of the section and to provisions	25.4.1991	S.I. 1991/878



<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
concerning its application in Northern Ireland		
S.160 insofar as not yet in force	1.10.1991	S.I. 1991/2173
S.161	25.4.1991	S.I. 1991/878
S.162 subject to certain provisions concerning its application in Northern Ireland	25.4.1991	S.I. 1991/878
S.162 insofar as not yet in force	1.10.1991	S.I. 1991/2173
S.163 to 165	25.4.1991	S.I. 1991/878
S.166 subject to certain provisions concerning insolvency proceedings begun before the section comes into force and to provisions concerning its application in Northern Ireland	25.4.1991	S.I. 1991/878
S.166 insofar as not yet in force	1.10.1991	S.I. 1991/2173
S.167 subject to provisions concerning its application in Northern Ireland	25.4.1991	S.I. 1991/878
S.167 insofar as not yet in force	1.10.1991	S.I. 1991/2173
S.168 and 169 except section 169(4)	25.4.1991	S.I. 1991/878
S.173 insofar as not in force	25.4.1991	S.I. 1991/878
S.174 insofar as not in force but subject to certain provisions concerning insolvency proceedings begun before the section comes into force	25.4.1991	S.I. 1991/878
S.175 subject to certain provisions concerning insolvency proceedings begun before the section comes into force	25.4.1991	S.I. 1991/878
S.177 except insofar as it would have effect where the property is held as margin at the time the section comes into force	25.4.1991	S.I. 1991/878

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<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
S.179 except insofar as it would have effect where the property is subject to the relevant market charge at the time the section comes into force	25.4.1991	<a href="#">S.I. 1991/878</a>
S.180 except insofar as it would affect certain procedures commenced or begun before the section comes into force	25.4.1991	<a href="#">S.I. 1991/878</a>
S.182 and Schedule 22 and s.183	25.4.1991	<a href="#">S.I. 1991/878</a>
S.184 subject to provisions concerning its application in Northern Ireland	25.4.1991	<a href="#">S.I. 1991/878</a>
S.184 insofar as not yet in force	1.10.1991	<a href="#">S.I. 1991/2173</a>
S.187 insofar as not in force	25.4.1991	<a href="#">S.I. 1991/878</a>
Ss.188 to 191	25.4.1991	<a href="#">S.I. 1991/878</a>
S.192 insofar as it inserts section 47A into the Financial Services Act 1986 (subject to transitional and saving provisions)	15.3.1990	<a href="#">S.I. 1990/354</a>
S.193 insofar as is necessary in order to enable regulations to be made under section 62A of, and paragraph 22A of Schedule 11 to, the Financial Services Act 1986 (subject to transitional and saving provisions)	15.3.1990	<a href="#">S.I. 1990/354</a>
S.193 insofar as not in force (subject to a saving provision)	1.4.1991	<a href="#">S.I. 1991/488</a>
Ss.194 to 200 (subject to transitional and saving provisions)	15.3.1990	<a href="#">S.I. 1990/354</a>
S.201	25.4.1991	<a href="#">S.I. 1991/878</a>
Ss.203 to 205 (subject to transitional and saving provisions)	15.3.1990	<a href="#">S.I. 1990/354</a>
S.206(1) except insofar as it relates to the insertion by paragraph 32 of Schedule 23 to the 1989 Act of paragraph	15.3.1990	<a href="#">S.I. 1990/354</a>

<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
13B into Schedule 11 of the Financial Services Act 1986 (subject to transitional and saving provisions)		
S.206(2) to (4) (subject to transitional and saving provisions)	15.3.1990	S.I. 1990/354
S.207	1.11.1990	S.I. 1990/1392
S.208	1.3.1990	S.I. 1990/142
S.209	21.2.1990	S.I. 1990/142
S.210	1.4.1990	S.I. 1990/142
S.211(1)	1.10.1991	S.I. 1991/1996
S.211(2) (subject to a saving provision) and (3)	31.7.1990	S.I. 1990/1392
S.212 insofar as it relates to the repeals effected by Schedule 24 to the 1989 Act referred to below	On the dates referred to below in connection with Schedule 24	In the S.I.s listed below in connection with Schedule 24
Schedule 24 insofar as it relates to repeals in, or of, ss.435, 440, 443, 446, 447, 449, 452 and 735A of the Companies Act 1985, ss.94, 105, 179, 180, 198(1) and 199(9) of the Financial Services Act 1986 and s.84(1) of the Banking Act 1987	21.2.1990	S.I. 1990/142
Schedule 24 insofar as it relates to the repeal in s.21(2) of the Company Directors Disqualification Act 1986	1.3.1990	S.I. 1990/142
Schedule 24 insofar as it relates to the repeals in, or of, sections 48, 55, 159 and 160 of, and paragraphs 4, 10 and 14 of Schedule 11, to the Financial Services Act 1986	15.3.1990	S.I. 1990/354
Schedule 24 insofar as it relates to repeals in, or of, ss.46(3) and 85 of the Fair Trading Act 1973	1.4.1990	S.I. 1990/142
Schedule 24 insofar as it relates to repeals in, or of, section 42(6) of the Harbours Act 1964; sections 716, 717,	15.3.1990	S.I. 1990/354

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<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
744 (in part) and 746 of, and Schedule 2, 4, 9, 11, 22 (in part) and 24 (in part) to, the Companies Act 1985; paragraphs 23 and 45 of Schedule 6 to the Insolvency Act 1985; and the entries in Part I of Schedule 13 to the Insolvency Act 1986 relating to sections 222(4) and 225.		
Schedule 24 insofar as it relates to repeals in, or of, section 119(9) of, and paragraph 22 of Schedule 16 to, the Financial Services Act 1986	1.4.1990	<a href="#">S.I. 1990/355</a>
Schedule 24 insofar as it relates to repeals, in, or of, sections 201, 202(1) and 209(1)(j) of the Companies Act 1985	31.5.1990	<a href="#">S.I. 1990/713</a>
Schedule 24 insofar as it relates to repeals in, or of, section 651(1) and Schedule 22 (in part) of the Companies Act 1985	31.7.1990	<a href="#">S.I. 1990/1392</a>
Schedule 24 insofar as it relates to repeals in, or of, Schedules 15 and 18 to the Building Societies Act 1986	31.7.1990	<a href="#">S.I. 1990/1392</a>
Schedule 24 insofar as it relates to repeals in, or of, sections 466(2) and 733(3) of and Schedules 22 (in part) and 24 (in part) to the Companies Act 1985 (subject, in the case of Schedules 22 and 24, to transitional and saving provisions)	1.10.1990	<a href="#">S.I. 1990/1707</a>
Schedule 24 insofar as it relates to Part I of Schedule 13 to the Insolvency Act 1986 (in part)	1.10.1990	<a href="#">S.I. 1990/1707</a>
Schedule 24 insofar as it relates to section 708(1)(b) of the 1985 Act	7.1.1991	<a href="#">S.I. 1990/2569</a>
Schedule 24 insofar as it repeals Schedule 15 to the	7.1.1991	<a href="#">S.I. 1990/2569</a>

<i>Provision</i>	<i>Date of Commencement</i>	<i>S.I. No.</i>
1985 Act (subject to the transitional and savings provisions made by article 4 and 5 of the Companies Act 1989 (Commencement No. 7 and Transitional and Savings Provisions) Order 1990)		
Schedule 24 insofar as it repeals the entries relating to section 245(1) and (2) in Schedule 24 to the 1985 Act (subject to the transitional and savings provisions made by article 6 of the Companies Act 1989 (Commencement No. 8 and Transitional and Savings Provisions) Order 1990)	7.1.1991	<a href="#">S.I. 1990/2569</a>
Schedule 24 insofar as is necessary to effect the repeal of, or words in, sections 389 and 460(1) of the Companies Act 1985, section 196(3) of the Financial Services Act 1986 and section 565(6)(b) of the Income and Corporation Taxes Act 1988	1.10.1991	<a href="#">S.I. 1991/1996</a>
Schedule 24 insofar as it relates to the repeals in, or of, Ss.169(5), 175(6)(b), 191(1), (3)(a) and (3)(b), 219(1), 288(3), 318(7), 356(1), (2) and (4), 383(1), (2) and (3) of the Companies Act 1985 and paragraph 25 of Schedule 13 to that Act	1.11.1991	<a href="#">S.I. 1991/1996</a>
Ss.213 to 215 insofar as they were not already in force at the time of the making of <a href="#">S.I. 1990/142</a>	2.2.1990	<a href="#">S.I. 1990/142</a>
S.216	25.1.1990	<a href="#">S.I. 1990/98</a>