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## EXPLANATORY NOTE

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

This is the third Commencement Order made under the Companies Act 2006 (c.46) (“the Act”). Part 47, and certain provisions in Parts 43, 44 and 46 of the Act came into force on the passing of the Act.

Article 2(1) brings into force on 1st October 2007 provisions about—

- resolutions and agreements affecting a company’s constitution;
- inspection of register of members;
- exercise of members’ rights;
- company directors (in part);
- derivative claims and proceedings by members;
- resolutions and meetings;
- the business review in the directors’ report;
- appointment of auditors of private companies;
- fraudulent trading;
- protection of members against unfair prejudice;
- company investigations;
- offences under the Parts of the Act about the control of political donations and expenditure and about accounts and reports.

Article 2(2) brings into force in Great Britain on 1st October 2007 provisions about the control of political donations and expenditure, with the exception of provisions about independent election candidates.

Article 3(1) brings into force in Northern Ireland on 1st November 2007 provisions about the control of political donations and expenditure, with the exception of provisions about independent election candidates.

Article 4(1) brings into force on 15th December 2007 provisions about the company registrar’s requirements as to form, authentication and manner of delivery so far as necessary for implementation of the Cross-Border Mergers Directive.

Article 5(1) brings into force on 1st October 2008 provisions about the control of political donations and expenditure for independent election candidates.

Articles 2(3), 3(2)(a) to (c) and 4(2)(a) bring into force other provisions, but only so far as necessary for the purposes of the provisions mentioned above.

Articles 2(4), 3(2)(d), 4(2)(b) and 5(2) bring the extension of the Act to Northern Ireland into force so far as necessary for the purposes of the provisions mentioned above.

Article 6 and Schedule 1 make transitional adaptations of the provisions being brought into force as explained above. These adaptations are needed because not all of the Act is yet in force: their principal effect is to replace references to other provisions of the Act not yet in force with references to corresponding provisions of the Companies Act 1985 and the Companies (Northern Ireland) Order 1986 (“the old law”) not yet repealed.

**Draft Legislation:** This is a draft item of legislation. This draft has since been made as a UK Statutory Instrument:  
*The Companies Act 2006 (Commencement No. 4 and Commencement No. 3 (Amendment)) Order 2007 No. 2607*

Article 7 provides that if a provision being brought into force as explained above uses an expression defined in the old law, that definition applies until it is repealed and replaced by the corresponding definition in the Act.

Article 8 and Schedule 2 bring some of the repeals in the Act into force.

Article 9 and Schedule 3 make transitional provisions and savings, largely to deal with things which straddle a commencement date.

Article 10 and Schedules 4 and 5 make consequential amendments and repeals, largely to reflect the replacement of provisions in the old law with the provisions being brought into force as explained above.

Article 11 revokes transitional adaptations in earlier commencement orders which have been overtaken by commencement of the provisions being brought into force as explained above.

Article 12(1) ensures that the operation of the continuity of law provision in section 1297 of the Act is not affected by the earlier provisions of this Order.

Article 12(2) keeps the old law alive for limited liability partnerships.