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SCHEDULES

SCHEDULE 19

Section 145.

MINOR AMENDMENTS OF THE COMPANIES ACT 1985

Correction of cross-reference

- 1 In section 131(1) of the ^{M1}Companies Act 1985 (merger relief) for “section 132(4)” substitute “section 132(8)”.

This amendment shall be deemed always to have had effect.

Marginal Citations

M1 1985 c. 6.

Particulars to be given of directors and secretaries

- 2 (1) Section 289 of the Companies Act 1985 (particulars of directors required to be entered in register) is amended as follows.
- (2) In subsection (1)(a) (particulars of individual directors)—
- (a) in sub-paragraph (i) for “Christian name and surname” and in sub-paragraph (ii) for “Christian name or surname” substitute “name”, and
 - (b) for sub-paragraph (vii) substitute—
“(vii) the date of his birth;”.
- (3) In subsection (1)(b) (particulars of other directors) after “corporation” insert “or Scottish firm” and after “corporate” insert “or firm”.
- (4) For subsection (2) substitute—
- “(2) In subsection (1)(a)—
- (a) “name” means a person’s Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname, or in addition to either or both of them; and
 - (b) the reference to a former name does not include—
 - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
 - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or

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- (iii) in the case of a married woman, the name by which she was known previous to the marriage.”.
- 3 (1) Section 290 of the Companies Act 1985 (particulars of secretaries to be entered in register) is amended as follows.
- (2) In subsection (1)(a) (particulars of individuals) for “Christian name and surname” and “Christian name or surname” substitute “name”.
- (3) For subsection (3) substitute—
- “(3) Section 289(2)(a) and (b) apply for the purposes of the obligation under subsection (1)(a) of this section to state the name or former name of an individual.”.
- 4 (1) Section 305 of the Companies Act 1985 (directors’ names on company correspondence, &c.) is amended as follows.
- (2) In subsection (1) for the words from “the Christian name” onwards substitute “the name of every director of the company”.
- (3) For subsection (4) substitute—
- “(4) For the purposes of the obligation under subsection (1) to state the name of every director of the company, a person’s “name” means—
- (a) in the case of an individual, his Christian name (or other forename) and surname; and
- (b) in the case of a corporation or Scottish firm, its corporate or firm name.
- (5) The initial or a recognised abbreviation of a person’s Christian name or other forename may be stated instead of the full Christian name or other forename.
- (6) In the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.
- (7) In this section “director” includes a shadow director and the reference in subsection (3) to an “officer” shall be construed accordingly.”.
- 5 (1) Section 686 of the ^{M2}Companies Act 1985 (documents to be delivered to registrar on registration of company not formed under companies legislation) is amended as follows.
- (2) In subsection (1) (particulars to be delivered to registrar), for paragraph (b) (particulars of directors and managers) substitute—
- “(b) a list showing with respect to each director or manager of the company—
- (i) in the case of an individual, his name, address, occupation and date of birth,
- (ii) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.”.
- (3) After that subsection insert—
- “(1A) For the purposes of subsection (1)(b)(i) a person’s “name” means his Christian name (or other forename) and surname, except that in the case

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of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.”.

Marginal Citations

M2 1985 c. 6.

6 In section 691 of the Companies Act 1985 (documents to be delivered to registrar on registration of oversea company), for subsection (2) (particulars of directors and secretary) substitute—

“(2) The list referred to in subsection (1)(b)(i) shall contain the following particulars with respect to each director—

- (a) in the case of an individual—
 - (i) his name,
 - (ii) any former name,
 - (iii) his usual residential address,
 - (iv) his nationality,
 - (v) his business occupation (if any),
 - (vi) if he has no business occupation but holds other directorships, particulars of them, and
 - (vii) his date of birth;
- (b) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.

(3) The list referred to in subsection (1)(b)(i) shall contain the following particulars with respect to the secretary (or, where there are joint secretaries, with respect to each of them)—

- (a) in the case of an individual, his name, any former name and his usual residential address;
- (b) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.

Where all the partners in a firm are joint secretaries of the company, the name and principal office of the firm may be stated instead of the particulars required by paragraph (a).

(4) In subsections (2)(a) and (3)(a) above—

- (a) “name” means a person’s Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname, or in addition to either or both of them; and
- (b) the reference to a former name does not include—
 - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
 - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or

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(iii) in the case of a married woman, the name by which she was known previous to the marriage.”.

7 (1) Schedule 1 to the Companies Act 1985 (particulars of directors and secretaries to be sent to registrar) is amended as follows.

(2) In paragraph 1(a) (particulars of individual directors)—

- (a) for “Christian name and surname” and “Christian name or surname” substitute “name”; and
- (b) for the words from “and, in the case” to the end substitute “and his date of birth”.

(3) In paragraph 1(b) (particulars of other directors) after “corporation” insert “or Scottish firm” and after “corporate” insert “or firm”.

(4) In paragraph 3(1)(a) (particulars of individual secretaries) for “Christian name and surname” (twice) substitute “name”.

(5) For paragraph 4 substitute—

“4 In paragraphs 1(a) and 3(1)(a) above—

- (a) “name” means a person’s Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them; and
- (b) the reference to a former name does not include—
 - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
 - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or
 - (iii) in the case of a married woman, the name by which she was known previous to the marriage.”.

Transactions with directors not requiring authorisation

8 F1

Textual Amendments

F1 Sch. 19 para. 8 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300(2), Sch. 16; S.I. 2007/2194, {art. 8}, Sch. 2 Pt. 1 (with art. 12, Sch. 3 (as amended by S.I. 2007/2607, arts. 1, 4 and S.I. 2007/3495, arts. 2(6), 11, Sch. 5 para. 2(3)-(7)) and subject to Sch. 1)

Time limit for holding extraordinary general meeting convened on members’ requisition

9 F2

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Textual Amendments

- F2** Sch. 19 para. 9 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300(2), Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12, Sch. 3 (as amended by S.I. 2007/2607, arts. 1, 4 and S.I. 2007/3495, arts. 2(6), 11, Sch. 5 para. 2(3)-(7))) and subject to Sch. 1)

Removal of restriction on transfer of shares

- 10 (1) In section 456(3) of the Companies Act 1985 (removal of restrictions by order of court), in paragraph (b) (order where shares to be sold)—
(a) for “sold” substitute “ transferred for valuable consideration ”, and
(b) for “sale” substitute “ transfer ”.
- (2) In section 454(2) and (3) (which refer to section 456(3)(b)) for “sell” and “sale” substitute “ transfer ”.

VALID FROM 01/10/2009

Protection of company’s members against unfair prejudice

PROSPECTIVE

^{F3}11

Textual Amendments

- F3** Sch. 19 paras. 11-16 repealed (1.10.2009) by Companies Act 2006 (c. 46), s. 1300(2), Sch. 16; S.I. 2008/2860, art. 4, Sch. 1 Pt. 1 (with arts. 7, 8, Sch. 2) (which transitional provisions in Sch. 2 are amended (1.10.2009) by S.I. 2009/2476, arts. 1(3), 2(3)(4) and by S.I. 2009/1802, arts. 1, 18, Sch.)

Requirements for registration by joint stock companies

- 12 In section 684(1) of the Companies Act 1985 (requirements for registration by joint stock companies: documents to be delivered to registrar), in paragraph (b) (list of members on specified day) for “(not more than 6 clear days before the day of registration)” substitute “(not more than 28 clear days before the day of registration)”.

VALID FROM 01/10/2009

Delivery of documents by overseas companies

PROSPECTIVE

^{F3}13

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Textual Amendments

- F3** Sch. 19 paras. 11-16 repealed (1.10.2009) by [Companies Act 2006 \(c. 46\)](#), s. 1300(2), [Sch. 16](#); [S.I. 2008/2860](#), art. 4, [Sch. 1 Pt. 1](#) (with arts. 7, 8, [Sch. 2](#)) (which transitional provisions in Sch. 2 are amended (1.10.2009) by [S.I. 2009/2476](#), arts. 1(3), 2(3)(4) and by [S.I. 2009/1802](#), arts. 1, 18, Sch.)

Companies' registered numbers

- 14 For section 705 of the Companies Act 1985 (Companies' registered numbers) substitute—

“705 Companies' registered numbers.

- (1) The registrar shall allocate to every company a number, which shall be known as the company's registered number.
- (2) Companies' registered numbers shall be in such form, consisting of one or more sequences of figures or letters, as the registrar may from time to time determine.
- (3) The registrar may upon adopting a new form of registered number make such changes of existing registered numbers as appear to him necessary.
- (4) A change of a company's registered number has effect from the date on which the company is notified by the registrar of the change; but for a period of three years beginning with the date on which that notification is sent by the registrar the requirement of section 351(1)(a) as to the use of the company's registered number on business letters and order forms is satisfied by the use of either the old number or the new.
- (5) In this section “company” includes—
 - (a) any oversea company which has complied with section 691 (delivery of statutes to registrar, &c.), other than a company which appears to the registrar not to have a place of business in Great Britain; and
 - (b) any body to which any provision of this Act applies by virtue of section 718 (unregistered companies).”.

Exemptions from limit of 20 on members of partnership

- 15 (1) Section 716 of the Companies Act ^{M3}1985 (prohibition of formation of company, association or partnership with more than 20 members unless registered as company, &c.) is amended as follows.
- (2) In subsection (2) (exemptions), after paragraph (c) insert—
- “(d) for any purpose prescribed by regulations (which may include a purpose mentioned above), of a partnership of a description so prescribed.”; and omit the words inserted by paragraph 22 of Schedule 16 to the Financial Services Act ^{M4}1986.

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(3) For subsections (3) and (4) substitute—

“(3) In subsection (2)(a) “solicitor”—

- (a) in relation to England and Wales, means solicitor of the Supreme Court, and
- (b) in relation to Scotland, means a person enrolled or deemed enrolled as a solicitor in pursuance of the Solicitors (Scotland) Act 1980.

(4) In subsection (2)(c) “recognised stock exchange” means—

- (a) The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited, and
- (b) any other stock exchange for the time being recognised for the purposes of this section by the Secretary of State by order made by statutory instrument.”.

Marginal Citations

M3 1985 c. 6.

M4 1986 c. 60.

16 (1) Section 717 of the Companies Act 1985 (limited partnerships: limit on number of members) is amended as follows.

(2) In subsection (1) (exemptions from limit of 20 members under section 4(2) of Limited Partnerships Act 1907), after paragraph (c) insert—

“(d) to a partnership carrying on business of any description prescribed by regulations (which may include a business of any description mentioned above), of a partnership of a description so prescribed.”; and omit the words inserted by paragraph 22 of Schedule 16 to the Financial Services Act 1986.

(3) For subsections (2) and (3) substitute—

“(2) In subsection (1)(a) “solicitor”—

- (a) in relation to England and Wales, means solicitor of the Supreme Court, and
- (b) in relation to Scotland, means a person enrolled or deemed enrolled as a solicitor in pursuance of the Solicitors (Scotland) Act 1980.

(3) In subsection (1)(c) “recognised stock exchange” means—

- (a) The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited, and
- (b) any other stock exchange for the time being recognised for the purposes of this section by the Secretary of State by order made by Statutory Instrument.”.

Meaning of “officer who is in default”

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Textual Amendments

- F4** Sch. 19 para. 17 repealed (1.10.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300(2), [Sch. 16](#); [S.I. 2007/2194](#), {art. 8}, Sch. 2 Pt. 1 (with art. 12, Sch. 3 (as amended by [S.I. 2007/2607](#), arts. 1, 4 and [S.I. 2007/3495](#), arts. 2(6), 11, [Sch. 5 para. 2\(3\)-\(7\)](#)) and subject to Sch. 1)

Offences committed by partnerships and other unincorporated bodies

- 18 In section 734 of the Companies Act 1985 (criminal proceedings against unincorporated bodies), at the end add—

“(5) Where such an offence committed by a partnership is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, a partner, he as well as the partnership is guilty of the offence and liable to be proceeded against and punished accordingly.

(6) Where such an offence committed by an unincorporated body (other than a partnership) is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, any officer of the body or any member of its governing body, he as well as the body is guilty of the offence and liable to be proceeded against and punished accordingly.”.

Meaning of “office copy” in Scotland

- 19 In Part XXVI of the Companies Act 1985 (interpretation), after section 743 insert—

“743A Meaning of “office copy” in Scotland.

References in this Act to an office copy of a court order shall be construed, as respects Scotland, as references to a certified copy interlocutor.”.

Index of defined expressions

- 20 In Part XXVI of the Companies Act 1985 (interpretation), after section 744 insert—

“744A Index of defined expressions.

The following Table shows provisions defining or otherwise explaining expressions for the purposes of this Act generally—

Commencement Information

- II** [Sch. 19 para. 20](#) wholly in force at 3.7.1995 by [S.I. 1995/1352](#), [art. 3\(b\)](#)

Fraudulent trading by unregistered companies

- 21 In Schedule 22 to the Companies Act ^{M5}1985 (provisions applying to unregistered companies), at the appropriate place insert—

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“Part XVI

Fraudulent trading by a company.”

Marginal Citations

M5 [1985 c. 6.](#)

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