



Companies Act 2006

2006 CHAPTER 46

PART 33

UK COMPANIES NOT FORMED UNDER COMPANIES LEGISLATION

Modifications etc. (not altering text)

- C1** Pts. 1-39 (except for Pt. 7 and ss. 662-669), 45-47 extended (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), [Sch. 1 para. 2](#)

CHAPTER 1

COMPANIES NOT FORMED UNDER COMPANIES LEGISLATION BUT AUTHORISED TO REGISTER

1040 Companies authorised to register under this Act

- (1) This section applies to—
- (a) any company that was in existence on 2nd November 1862 (including any company registered under the Joint Stock Companies Acts), and
 - (b) any company formed after that date (whether before or after the commencement of this Act)—
 - (i) in pursuance of an Act of Parliament other than this Act or any of the former Companies Acts,
 - (ii) in pursuance of letters patent, or
 - (iii) that is otherwise duly constituted according to law.
- [^{F1}other than a company registered under Part 4 of the Risk Transformation Regulations 2017.]
- (2) Any such company may on making application register under this Act.

Status: Point in time view as at 08/12/2017.

Changes to legislation: Companies Act 2006, Part 33 is up to date with all changes known to be in force on or before 18 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

- (3) Subject to the following provisions, it may register as an unlimited company, as a company limited by shares or as a company limited by guarantee.
- (4) A company having the liability of its members limited by Act of Parliament or letters patent—
 - (a) may not register under this section unless it is a joint stock company, and
 - (b) may not register under this section as an unlimited company or a company limited by guarantee.
- (5) A company that is not a joint stock company may not register under this section as a company limited by shares.
- (6) The registration of a company under this section is not invalid by reason that it has taken place with a view to the company's being wound up.

Textual Amendments

- F1** Words in s. 1040(1)(b) inserted (8.12.2017) by [The Risk Transformation Regulations 2017 \(S.I. 2017/1212\)](#), reg. 1(2), [Sch. 4 para. 4\(a\)](#) (with reg. 189)

1041 Definition of “joint stock company”

- (1) For the purposes of section 1040 (companies authorised to register under this Act) “joint stock company” means a company—
 - (a) having a permanent paid-up or nominal share capital of fixed amount divided into shares, also of fixed amount, or held and transferable as stock, or divided and held partly in one way and partly in the other, and
 - (b) formed on the principle of having for its members the holders of those shares or that stock, and no other persons.
- (2) Such a company when registered with limited liability under this Act is deemed a company limited by shares.

1042 Power to make provision by regulations

- (1) The Secretary of State may make provision by regulations—
 - (a) for and in connection with registration under section 1040 (companies authorised to register under this Act), and
 - (b) as to the application to companies so registered of the provisions of the Companies Acts.
- (2) Without prejudice to the generality of that power, regulations under this section may make provision corresponding to any provision formerly made by Chapter 2 of Part 22 of the Companies Act 1985 (c. 6).
- (3) Regulations under this section are subject to negative resolution procedure.

Commencement Information

- II** S. 1042 wholly in force at 1.10.2009; s. 1042 not in force at Royal Assent, see s. 1300; s. 1042 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts.](#)

Status: Point in time view as at 08/12/2017.

Changes to legislation: Companies Act 2006, Part 33 is up to date with all changes known to be in force on or before 18 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

6, 8, Sch. 5); s. 1042 otherwise in force at 1.10.2009 by S.I. 2008/2860, art. 3(p) (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

CHAPTER 2

UNREGISTERED COMPANIES

1043 Unregistered companies

- (1) This section applies to bodies corporate incorporated in and having a principal place of business in the United Kingdom, other than—
 - (a) bodies incorporated by, or registered under, a public general Act of Parliament;
 - (b) bodies not formed for the purpose of carrying on a business that has for its object the acquisition of gain by the body or its individual members;
 - (c) bodies for the time being exempted from this section by direction of the Secretary of State;
 - (d) open-ended investment companies.
 - [^{F2}(e) protected cell companies registered under Part 4 of the Risk Transformation Regulations 2017.]
- (2) The Secretary of State may make provision by regulations applying specified provisions of the Companies Acts to all, or any specified description of, the bodies to which this section applies.
- (3) The regulations may provide that the specified provisions of the Companies Acts apply subject to any specified limitations and to such adaptations and modifications (if any) as may be specified.
- (4) This section does not—
 - (a) repeal or revoke in whole or in part any enactment, royal charter or other instrument constituting or regulating any body in relation to which provisions of the Companies Acts are applied by regulations under this section, or
 - (b) restrict the power of Her Majesty to grant a charter in lieu or supplementary to any such charter.

But in relation to any such body the operation of any such enactment, charter or instrument is suspended in so far as it is inconsistent with any of those provisions as they apply for the time being to that body.
- (5) In this section “specified” means specified in the regulations.
- (6) Regulations under this section are subject to negative resolution procedure.

Textual Amendments

F2 S. 1043(1)(e) inserted (8.12.2017) by The Risk Transformation Regulations 2017 (S.I. 2017/1212), reg. 1(2), Sch. 4 para. 4(b) (with reg. 189)

Status: Point in time view as at 08/12/2017.

Changes to legislation: Companies Act 2006, Part 33 is up to date with all changes known to be in force on or before 18 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

Commencement Information

- I2** S. 1043 wholly in force at 6.4.2007; s. 1043 not in force at Royal Assent, see s. 1300; s. 1043 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1043 wholly in force at 6.4.2007 by [S.I. 2007/1093](#) {art. 2(1)(c)}

Status:

Point in time view as at 08/12/2017.

Changes to legislation:

Companies Act 2006, Part 33 is up to date with all changes known to be in force on or before 18 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.