



Companies Act 2006

2006 CHAPTER 46

PART 7

RE-REGISTRATION AS A MEANS OF ALTERING A COMPANY'S STATUS

Private limited company becoming unlimited

VALID FROM 01/10/2009

102 Re-registration of private limited company as unlimited

- (1) A private limited company may be re-registered as an unlimited company if—
 - (a) all the members of the company have assented to its being so re-registered,
 - (b) the condition specified below is met, and
 - (c) an application for re-registration is delivered to the registrar in accordance with section 103, together with—
 - (i) the other documents required by that section, and
 - (ii) a statement of compliance.
- (2) The condition is that the company has not previously been re-registered as limited.
- (3) The company must make such changes in its name and its articles—
 - (a) as are necessary in connection with its becoming an unlimited company; and
 - (b) if it is to have a share capital, as are necessary in connection with its becoming an unlimited company having a share capital.
- (4) For the purposes of this section—
 - (a) a trustee in bankruptcy of a member of the company is entitled, to the exclusion of the member, to assent to the company's becoming unlimited; and
 - (b) the personal representative of a deceased member of the company may assent on behalf of the deceased.

Status: Point in time view as at 20/01/2007. This version of this cross heading contains provisions that are not valid for this point in time.

Changes to legislation: Companies Act 2006, Cross Heading: Private limited company becoming unlimited is up to date with all changes known to be in force on or before 20 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)

- (5) In subsection (4)(a), “a trustee in bankruptcy of a member of the company” includes—
- (a) a permanent trustee or an interim trustee (within the meaning of the Bankruptcy (Scotland) Act 1985 (c. 66)) on the sequestrated estate of a member of the company;
 - (b) a trustee under a protected trustee deed (within the meaning of the Bankruptcy (Scotland) Act 1985) granted by a member of the company.

103 Application and accompanying documents

- (1) An application for re-registration as an unlimited company must contain a statement of the company's proposed name on re-registration.
- (2) The application must be accompanied by—
 - (a) the prescribed form of assent to the company's being registered as an unlimited company, authenticated by or on behalf of all the members of the company;
 - (b) a copy of the company's articles as proposed to be amended.
- (3) The statement of compliance required to be delivered together with the application is a statement that the requirements of this Part as to re-registration as an unlimited company have been complied with.
- (4) The statement must contain a statement by the directors of the company—
 - (a) that the persons by whom or on whose behalf the form of assent is authenticated constitute the whole membership of the company, and
 - (b) if any of the members have not authenticated that form themselves, that the directors have taken all reasonable steps to satisfy themselves that each person who authenticated it on behalf of a member was lawfully empowered to do so.
- (5) The registrar may accept the statement of compliance as sufficient evidence that the company is entitled to be re-registered as an unlimited company.

Commencement Information

- II** [S. 103](#) wholly in force at 1.10.2009; [s. 103](#) not in force at Royal Assent, see [s. 1300](#); [s. 103](#) 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. 103](#) otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(g\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

VALID FROM 01/10/2009

104 Issue of certificate of incorporation on re-registration

- (1) If on an application for re-registration of a private limited company as an unlimited company the registrar is satisfied that the company is entitled to be so re-registered, the company shall be re-registered accordingly.
- (2) The registrar must issue a certificate of incorporation altered to meet the circumstances of the case.

Status: Point in time view as at 20/01/2007. This version of this cross heading contains provisions that are not valid for this point in time.

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- (3) The certificate must state that it is issued on re-registration and the date on which it is issued.
- (4) On the issue of the certificate—
 - (a) the company by virtue of the issue of the certificate becomes an unlimited company, and
 - (b) the changes in the company's name and articles take effect.
- (5) The certificate is conclusive evidence that the requirements of this Act as to re-registration have been complied with.

Status:

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