



Companies Act 2006

2006 CHAPTER 46

PART 7

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

Unlimited private company becoming limited

105 Re-registration of unlimited company as limited

- (1) An unlimited company may be re-registered as a private limited company if—
 - (a) a special resolution that it should be so re-registered is passed,
 - (b) the condition specified below is met, and
 - (c) an application for re-registration is delivered to the registrar in accordance with section 106, 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 unlimited.
- (3) The special resolution must state whether the company is to be limited by shares or by guarantee.
- (4) The company must make such changes—
 - (a) in its name, and
 - (b) in its articles,as are necessary in connection with its becoming a company limited by shares or, as the case may be, by guarantee.

106 Application and accompanying documents

- (1) An application for re-registration as a limited company must contain a statement of the company's proposed name on re-registration.

Status: Point in time view as at 30/06/2016.

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- (2) The application must be accompanied by—
 - (a) a copy of the resolution that the company should re-register as a private limited company (unless a copy has already been forwarded to the registrar under Chapter 3 of Part 3);
 - (b) if the company is to be limited by guarantee, a statement of guarantee;
 - (c) a copy of the company's articles as proposed to be amended.
- (3) The statement of guarantee required to be delivered in the case of a company that is to be limited by guarantee must state that each member undertakes that, if the company is wound up while he is a member, or within one year after he ceases to be a member, he will contribute to the assets of the company such amount as may be required for—
 - (a) payment of the debts and liabilities of the company contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves,
 not exceeding a specified amount.
- (4) 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 a limited company have been complied with.
- (5) The registrar may accept the statement of compliance as sufficient evidence that the company is entitled to be re-registered as a limited company.

107 Issue of certificate of incorporation on re-registration

- (1) If on an application for re-registration of an unlimited company as a limited 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.
- (3) The certificate must state that it is issued on re-registration and the date on which it is so issued.
- (4) On the issue of the certificate—
 - (a) the company by virtue of the issue of the certificate becomes a limited 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.

108 Statement of capital required where company already has share capital

- (1) A company which on re-registration under section 107 already has allotted share capital must within 15 days after the re-registration deliver a statement of capital to the registrar.
- (2) This does not apply if the information which would be included in the statement has already been sent to the registrar in—
 - (a) a statement of capital and initial shareholdings (see section 10), or

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- [^{F1}(b) (if different) the last statement of capital sent by the company.]
- (3) The statement of capital must state with respect to the company's share capital on re-registration—
- (a) the total number of shares of the company,
 - (b) the aggregate nominal value of those shares,
 - [^{F2}(ba) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium), and]
 - (c) for each class of shares—
 - (i) prescribed particulars of the rights attached to the shares,
 - (ii) the total number of shares of that class, and
 - (iii) the aggregate nominal value of shares of that class, ^{F3}...
 - ^{F3}(d)
- (4) If default is made in complying with this section, an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Textual Amendments

- F1** S. 108(2)(b) substituted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 93\(4\)](#), [164\(1\)](#); [S.I. 2016/321](#), [reg. 6\(b\)](#)
- F2** S. 108(3)(ba) inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [s. 164\(1\)](#), [Sch. 6 para. 4\(a\)](#); [S.I. 2016/321](#), [reg. 6\(e\)](#)
- F3** S. 108(3)(d) and word omitted (30.6.2016) by virtue of [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [s. 164\(1\)](#), [Sch. 6 para. 4\(b\)](#); [S.I. 2016/321](#), [reg. 6\(e\)](#)

Commencement Information

- I1** S. 108 wholly in force at 1.10.2009; s. 108 not in force at Royal Assent, see [s. 1300](#); s. 108 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. 108 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](#))

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