
STATUTORY INSTRUMENTS

1990 No. 355

**The Companies Act 1989 (Commencement No. 4
and Transitional and Saving Provisions) Order 1990**

Citation and Interpretation

1. This Order may be cited as the Companies Act 1989 (Commencement No. 4 and Transitional and Saving Provisions) Order 1990.
2. In this Order:
 - “the 1985 Act” means the Companies Act 1985(1); and
 - “the 1989 Act” means the Companies Act 1989.

Provisions of the 1989 Act commenced by this Order

3. The provisions of Part I of the 1989 Act specified in the first column of Schedule 1 to this Order shall come into force:
 - (a) in the case of paragraph 19 of Schedule 10 to the 1989 Act and section 23 of that Act so far as it relates to that paragraph, on 1st August 1990; and
 - (b) in the case of the remaining provisions so specified, on 1st April 1990, for the purposes specified in the second column of that Schedule, subject to the transitional and saving provisions set out in articles 6 to 9 of this Order.
4. In Part V of the 1989 Act:
 - (a) sections 113 to 124 shall come into force on 1st April 1990, subject, in the case of sections 115 and 118 to 124, to the transitional and saving provisions set out in article 10 of this Order;
 - (b) section 131 shall come into force on 1st April 1990, subject to the saving provision set out in article 11 of this Order;
 - (c) section 132 shall come into force on 1st April 1990;
 - (d) section 136 shall come into force on 1st April 1990 subject to the transitional provision set out in article 12 of this Order;
 - (e) in section 137:
 - (i) sub-section (1) shall come into force on 1st April 1990; and
 - (ii) sub-section (2) shall come into force on 1st April 1990 for the purposes of a directors' report of a company (within the meaning of section 735 of the 1985 Act) but subject to the transitional provision set out in article 13 of this Order; and
 - (f) paragraphs 15 to 18 of Schedule 19, and section 145 in so far as it extends to those paragraphs, shall come into force on 1st April 1990.
- 5.—(1) In Part X of the 1989 Act, the repeals effected by Schedule 24 in or of:

- (a) section 42(6) of the Harbours Act 1964(2) (subject to paragraph (2) below);
- (b) sections 716, 717, 744 (in so far as Schedule 24 omits the definition of “authorised institution” therein) and 746 of, and Schedules 2, 4, 9, 11, 22 (in so far as Schedule 24 effects a repeal in the entry relating to sections 384 to 393) and 24 (except in so far as Schedule 24 repeals the entries relating to sections 245(1) and (2), 365(3) and 389(10)) to, the Companies Act 1985 (subject to paragraph (2) below);
- (c) paragraphs 23 and 45 of Schedule 6 to the Insolvency Act 1985(3);
- (d) the entries in Part I of Schedule 13 to the Insolvency Act 1986(4) relating to sections 222(4) and 225; and
- (e) section 199(9) of, and paragraph 22 of Schedule 16 to, the Financial Services Act 1986(5), together with section 212 so far as relating to those repeals, shall come into force, in the case of the repeal of section 199(9) of the Financial Services Act 1986, on 1st March 1990 and, in the case of the remaining repeals, on 1st April 1990.

(2) Where paragraph (1) above states that a repeal is subject to this paragraph, that repeal is to be subject to any relevant transitional or saving provisions made by any provision of this Order.

Transitional and saving provisions relating to Part I of the 1989 Act

6. In articles 6 to 9 of this Order, and Schedules 2 and 3 thereto, expressions have the same meaning as in the 1985 Act as amended by the 1989 Act and:

“the old Part VII” means the provisions of Part VII of the 1985 Act(6), together with any other provision of that Act necessary for their interpretation or operation, prior to any repeal, re-enactment or amendment of those provisions by Part I of the 1989 Act;

“the new Part VII” means the provisions of Part VII of the 1985 Act, together with any other provision of that Act necessary for the interpretation or operation of those provisions, subject to any repeal, re-enactment or amendment of those provisions by the provisions of Part I of the 1989 Act commenced by this Order and by the Companies Act 1989 (Commencement No.2) Order 1990(7); and

“relevant financial year” means a financial year commencing on a date prior to 23rd December 1989.

7.—(1) The provisions of the new Part VII shall have effect subject to the transitional and saving provisions set out in Schedule 2 to this Order.

(2) In Schedule 2, Part I sets out general transitional and saving provisions and Part II sets out specific transitional and saving provisions with respect to a relevant financial year of a company.

8. Section 23 of, and Schedule 10 to, the 1989 Act shall have effect subject to the transitional and saving provisions set out in Schedule 3 to this Order.

9. The transitional and saving provisions set out in this Order relating to both the new and the old Part VII shall have effect (so far as applicable) in relation to any body corporate to which Part VII of the 1985 Act is applied (whether or not subject to modification) by any enactment (including any subordinate legislation within the meaning of section 21(1) of the Interpretation Act 1978(8))

(2) 1964 c. 40.

(3) 1985 c. 65.

(4) 1986 c. 45.

(5) 1986 c. 60.

(6) Part VII of the Companies Act 1985 has been amended by the Insolvency Act 1985, the Insolvency Act 1986, the Financial Services Act 1986 and the Banking Act 1987 (c. 22), as well as by the Companies (Modified Accounts) Amendment Regulations 1986 (S.I.1986/1865).

(7) S.I.1990/142; this Order commenced sections 1 and 15 of Part I of the 1989 Act to the extent necessary to insert section 251 into Part VII of the 1985 Act in place of the existing section of that number.

(8) 1978 c. 30.

as they have effect in relation to a company, unless the context otherwise requires, and accordingly references therein to a company shall be construed as including such a body corporate.

Transitional and saving provisions relating to sections 115 and 118 to 124 of the 1989 Act

10. Sections 115 and 118 to 124 of the 1989 Act shall have effect subject to the transitional and saving provisions set out in Schedule 4 to this Order.

Saving provision relating to section 131 of the 1989 Act

11. The insertion of the new section 111A into the 1985 Act by section 131 of the 1989 Act shall not be construed as affecting any right, privilege, obligation or liability acquired, accrued or incurred prior to the commencement of section 131 by this Order.

Transitional provision relating to section 136 of the 1989 Act

12.—(1) This article applies where a body corporate has changed the situation of its registered office prior to the commencement of section 136 of the 1989 Act (which substitutes a new section 287 of the 1985 Act for the old section 287 thereof) but has not given notice of the change in the prescribed form to the registrar as required by sub-section (2) of the old section 287 of the 1985 Act.

(2) Where this article applies, sub-sections (2) and (3) of the old section 287 shall continue to have effect.

Transitional provision relating to section 137 of the 1989 Act

13. The new paragraph 5A inserted by section 137(2) of the 1989 Act into Part I of Schedule 7 to the 1985 Act shall not have effect for a directors' report of a company for a financial year commencing on a date prior to 23rd December 1989.

Saving for the Interpretation Act 1978

14. Nothing in articles 7 to 10 and 12 of, or Schedules 2 to 4 to, this Order is to be taken as prejudicing the application of sections 16 and 17 of the Interpretation Act 1978 (savings from, and effect of, repeals).

Amendment of the 1985 Act

15. The section 224 inserted by section 3 of the 1989 Act into Part VII of the 1985 Act shall be amended, with effect from 1st April 1990, as follows:

- (a) in sub-section (3)(a), the words “1st April 1990” shall be substituted for the words “the commencement of section 3 of the Companies Act 1989”; and
- (b) in sub-section (3)(b), the words “1st April 1990” shall be substituted for the words “the commencement of that section”.

Provisions of earlier commencement order revoked

16. In article 7(d) of the Companies Act 1989 (Commencement No. 2) Order 1990 the reference to section 199(1) of the Financial Services Act 1986 is hereby revoked, with effect from 1st March 1990.

17. Article 8 of the Companies Act 1989 (Commencement No. 2) Order 1990 is hereby revoked with effect from 1st April 1990.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

26th February 1990

John Redwood
Parliamentary Under-Secretary of State
Department of Trade and Industry