

2007 No. 318

COMPANIES

**The Companies Acts (Unregistered Companies) Regulations
2007**

<i>Made</i> - - - -	<i>7th February 2007</i>
<i>Laid before Parliament</i>	<i>8th February 2007</i>
<i>Coming into force</i> - -	<i>6th April 2007</i>

The Secretary of State makes the following Regulations in exercise of the powers conferred by section 1043 of the Companies Act 2006 (a).

Citation and commencement

1.—(1) These Regulations may be cited as the Companies Acts (Unregistered Companies) Regulations 2007.

(2) These Regulations come into force on 6th April 2007.

Meaning of “unregistered company”

2. In these Regulations an “unregistered company” means a body to which section 1043 of the Companies Act 2006 applies.

Application of provisions of the Companies Acts

3. The provisions of the Companies Acts listed in the Schedule to these Regulations apply to an unregistered company as to a company within the meaning of section 735(1) of the Companies Act 1985(b) or Article 3(1) of the Companies (Northern Ireland) Order 1986(c), subject to any limitation, adaptation or modification specified in the Schedule.

References to a company’s registered office or the place where it is registered

4. In the application of any provision of the Companies Acts to an unregistered company by virtue of these Regulations—

- (a) any reference to a company’s registered office shall be read as a reference to the company’s principal office in the United Kingdom,
- (b) any reference to the part of the United Kingdom in which the company is registered shall be read as a reference to the part of the United Kingdom in which that office is situated, and

(a) 2006 c.46.
(b) 1985 c. 6.
(c) S.I. 1986/1032 (N.I. 6).

(c) any reference to the registrar of companies shall be read accordingly.

General adaptation of defined expressions etc

5. –(1) In the application of any provision of the Companies Acts to an unregistered company by virtue of these Regulations, an expression defined, or otherwise having a particular meaning or effect, in relation to a company within the meaning of section 735(1) of the Companies Act 1985(a) or Article 3(1) of the Companies (Northern Ireland) Order 1986(b) has effect with any adaptations necessary to ensure a corresponding meaning or effect in relation to an unregistered company.

(2) This is without prejudice to any specific adaptation provided for in these Regulations.

Saving

6. Nothing in these Regulations affects the application of any provision to an unregistered company otherwise than by virtue of these Regulations.

Margaret Hodge
Minister of State for Industry and the Regions
Department of Trade and Industry

7th February 2007

SCHEDULE

Regulation 3

**PROVISIONS OF THE COMPANIES ACTS APPLYING TO
UNREGISTERED COMPANIES**

<i>Provisions applied</i>	<i>Limitations, adaptations or modifications</i>
Companies Act 2006 (c. 46)	
In Part 28 (takeovers etc)—	
Chapter 2 (impediments to takeovers)	
Chapter 3 (“squeeze-out” and “sell-out”)	The provisions of this Chapter so far as relating to the offeree company apply to an unregistered company only if it has voting shares admitted to trading on a regulated market.
In Part 17 (a company’s share capital)—	
section 546 (issued and allotted share capital)	So far as necessary for the purposes of other provisions applied by these Regulations.
section 558 (when shares are allotted)	So far as necessary for the purposes of other provisions applied by these Regulations.

(a) 1985 c. 6.
(b) S.I. 1986/1032 (N.I. 6).

<p>In Part 36 (offences)—</p> <p>section 1122 (liability of company as officer in default)</p> <p>section 1132 (production and inspection of documents where offence suspected)</p>	<p>So far as relating to offences under provisions applied by these Regulations.</p> <p>So far as relating to offences under provisions applied by these Regulations.</p>
<p>In Part 37 (supplementary provisions)—</p> <p>sections 1134, 1135 and 1138 (company records)</p> <p>section 1139(1) and (4) (service of documents on company)</p> <p>section 1140 (service of documents on directors, secretaries and others)</p>	<p>So far as necessary for the purposes of provisions applied by these Regulations.</p> <p>So far as necessary for the purposes of provisions applied by these Regulations.</p> <p>So far as necessary for the purposes of provisions applied by these Regulations.</p>
<p>In Part 38 (companies:interpretation)—</p> <p>section 1173 (minor definitions: general), the definition of “Gazette”</p>	<p>So far as necessary for the purposes of provisions applied by these Regulations.</p>
<p>Parts 46 and 47 (general supplementary provisions and final provisions)</p>	<p>So far as necessary for the purposes of provisions applied by these Regulations.</p>

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations, which are made under section 1043 of the Companies Act 2006 (the Act), apply Part 28 of that Act (takeovers etc), and certain ancillary provisions, to unregistered companies and in doing so further implement Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on Takeover Bids (“the Directive”).

There are considered to be no costs and benefits arising from this instrument as it replicates for unregistered companies provisions which are currently in force under the Takeovers Directive (Interim Implementation) Regulations 2006 (S.I. 2006/1183). A Transposition Note is available from the Company Law and Governance Directorate, Department of Trade and Industry, Bay V565, 1 Victoria Street, London, SW1H 0ET. A copy has also been placed in the libraries of both Houses of Parliament.

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