
STATUTORY INSTRUMENTS

2011 No. 1606

**The Companies (Reporting Requirements
in Mergers and Divisions) Regulations 2011**

PART 3

AMENDMENTS TO PART 27 OF THE COMPANIES ACT 2006

Circumstances in which meeting of members of transferor company not required (division)

27.—(1) Section 931 (circumstances in which meeting of members of transferor company not required (division)) is amended as follows.

(2) For subsection (3) substitute—

“(3) The first condition is that either subsection (3A) or subsection (3B) is satisfied.

(3A) This subsection is satisfied if publication of notice of receipt of the draft terms by the registrar took place in respect of all the companies involved in the division at least one month before the date of the court’s order.

(3B) This subsection is satisfied if—

- (a) the conditions in section 921A(2) to (4) are met in respect of each of the companies involved in the division,
- (b) in each case, the registrar published the notice mentioned in subsection (4) of that section in the Gazette at least one month before the date of the court’s order, and
- (c) the draft terms remained available on the website throughout the period beginning one month before, and ending on, that date.”

(3) For subsection (4) substitute—

“(4) The second condition is that subsection (4A) or (4B) is satisfied for each of the documents listed in the applicable paragraphs of section 926(3) relating to every company involved in the division.

(4A) This subsection is satisfied for a document if the members of every company involved in the division were able during the period beginning one month before, and ending on, the date of the court’s order to inspect that document at the registered office of their company.

(4B) This subsection is satisfied for a document if—

- (a) the document is made available on a website which is maintained by or on behalf of the company to which it relates and identifies the company,
- (b) access to the document on the website is not conditional on payment of a fee or otherwise restricted, and
- (c) the document remains available on the website throughout the period beginning one month before, and ending on, the date of the court’s order.

Changes to legislation: *There are currently no known outstanding effects for the The Companies (Reporting Requirements in Mergers and Divisions) Regulations 2011, Section 27. (See end of Document for details)*

(4C) The third condition is that the members of every company involved in the division were able to obtain copies of the documents mentioned in subsection (4), or any part of those documents, on request and free of charge, throughout the period beginning one month before, and ending on, the date of the court's order.

(4D) For the purposes of subsection (4C)—

(a) section 926A(5) applies as it applies for the purposes of section 926(1)(b), and

(b) Part 4 of Schedule 5 (communications by means of a website) does not apply.”.

(4) Omit subsection (5) (the third condition).

Commencement Information

II [Reg. 27](#) in force at 1.8.2011, see [reg. 1\(2\)](#)

Changes to legislation:

There are currently no known outstanding effects for the The Companies (Reporting Requirements in Mergers and Divisions) Regulations 2011, Section 27.