

2016 No. 321 (C. 18)

COMPANIES

EMPLOYMENT TRIBUNALS

INSOLVENCY

REGULATORY REFORM

**The Small Business, Enterprise and Employment Act 2015
(Commencement No. 4, Transitional and Savings Provisions)
Regulations 2016**

Made - - - -

9th March 2016

The Secretary of State in exercise of the powers conferred by sections 160(1), 161(1), 161(2), 164(1) and 164(6) of the Small Business, Enterprise and Employment Act 2015^(a) makes the following Regulations.

Citation

1. These Regulations may be cited as the Small Business, Enterprise and Employment Act 2015 (Commencement No. 4, Transitional and Savings Provisions) Regulations 2016.

Interpretation

2. In these Regulations—

“the Act” means the Small Business, Enterprise and Employment Act 2015;

“the 2006 Act” means the Companies Act 2006^(b);

“annual return” means a return described in section 854 of the 2006 Act;

“registrar” has the meaning given in section 1060(3) of the 2006 Act;

“return date” has the meaning given in section 854(2) of the 2006 Act.

Provisions coming into force on 6th April 2016

3. The following provisions of the Act come into force on 6th April 2016—

(a) section 102 (removal from register of material about directors);

(b) section 107 (reports of office-holders on conduct of directors of insolvent companies);

(a) 2015 c.26.

(b) 2006 c.46.

- (c) section 112 (to the extent that it is not already in force) and paragraph 5 of Schedule 8 (provision for Northern Ireland corresponding to sections 104 to 111); and
- (d) section 150 (financial penalty for failure to pay sums ordered by employment tribunal etc.).

4. The following provisions of the Act come into force on 6th April 2016 for the purposes of enabling the exercise of any power to make provision by regulations, rules or order made by statutory instrument—

- (a) section 45 (market rent only option: disputes);
- (b) section 47 (inconsistency with Pubs Code etc.);
- (c) section 51 (arbitration: supplementary); and
- (d) section 58 (financial penalties).

Provision coming into force on 1st May 2016

5. Section 92 of the Act (duty to deliver confirmation statement instead of annual return) comes into force on 1st May 2016 for the purpose of enabling the registrar to impose the requirements referred to in section 853F(6) of the 2006 Act.

Provisions coming into force on 30th June 2016

6. The following provisions of Part 8 of the Act come into force on 30th June 2016—
- (a) section 92 (duty to deliver confirmation statement instead of annual return) so far as not yet in force by virtue of regulation 5;
 - (b) section 93 (section 92: related amendments) so far as not yet in force;
 - (c) section 94 (option for companies to keep information on central register) and Schedule 5;
 - (d) section 96 (protection of information about a person's date of birth), so far as not yet in force;
 - (e) section 97 (contents of statements of capital) and Schedule 6; and
 - (f) section 98 (public companies: information about aggregate amount paid up on shares).

Provisions coming into force on 1st October 2016

7. The following provisions of the Act come into force on 1st October 2016—
- (a) section 17 (review of regulators' complaints and appeals procedures); and
 - (b) section 19(2) (guidance by the Secretary of State).

Transitional and savings provisions

8. The Schedule (which contains transitional and savings provisions relating to the provisions brought into force by these Regulations) has effect.

9th March 2016

Neville-Rolfe
Parliamentary Under Secretary of State and Minister for Intellectual Property
Department for Business, Innovation and Skills

**TRANSITIONAL AND SAVINGS PROVISIONS IN RESPECT OF
PROVISIONS BROUGHT INTO FORCE****PART 1****PROVISIONS COMING INTO FORCE ON 6TH APRIL 2016**

1. The changes made by section 107 of the Act have no effect in respect of an office-holder reporting on the conduct of a person who is or has been a director of an insolvent company in cases where the insolvency date in respect of that company is before 6th April 2016.

2. “Insolvency date” in paragraph 1 has the meaning given in section 7A(10) of the Company Directors Disqualification Act 1986**(a)**.

3. The changes made by section 112 of and paragraph 5 of Schedule 8 to the Act have no effect in respect of an office-holder reporting on the conduct of a person who is or has been a director of an insolvent company in cases where the insolvency date in respect of that company is before 6th April 2016.

4. “Insolvency date” in paragraph 3 has the meaning given in Article 10A(10) of the Company Directors Disqualification (Northern Ireland) Order 2002**(b)**.

PART 2**PROVISIONS COMING INTO FORCE ON 30TH JUNE 2016**

5. Subject to paragraph 6, the repeal made by section 92 of the Act does not have effect in relation to annual returns to be made up to a return date before 30th June 2016.

6. Where an annual return of the kind described in paragraph 5 is delivered to the registrar on or after 30th June 2016, section 856(2) of the 2006 Act (contents of annual return: information about shares and share capital)**(c)** has effect as if it read—

“(2) The statement of capital must state with respect to the company’s share capital at the return date—

- (a) the total number of shares of the company;
- (b) the aggregate nominal value of those shares;
- (c) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium); and
- (d) 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.”.

7. In relation to a company that is incorporated on 30th June 2015, section 853A(5)(a) of the 2006 Act has effect as if it read—

(a) 1986 c.46.

(b) S.I. 2002/3150.

(c) Section 856 of the 2006 Act was amended by S.I. 2008/3000 and 2011/1487.

“(a) the period of 12 months beginning with the day after the company’s incorporation;”.

8. Any reference in section 853A of the 2006 Act (duty to deliver confirmation statements) to a review period is to be read as including the period of 12 months beginning with the day after the company’s last return date.

9. The reference in section 853E(3) of the 2006 Act (duty to notify trading status of shares) to the last confirmation statement delivered to the registrar is to be read as including the last annual return delivered in accordance with the 2006 Act.

10. The reference in section 853F(4) (duty to deliver shareholder information: non-traded companies) and section 853G(5) (duty to deliver shareholder information: certain traded companies) of the 2006 Act to the information most recently delivered to the registrar is to be read as including information in an annual return delivered in accordance with the 2006 Act.

11. The amendments made by Schedule 6 to the Act to sections 619, 621, 625, 627, 663, 689 and 708 of the 2006 Act(a) do not apply to a notice given by a company to the registrar under any of those sections if the notice is received by the registrar before 30th June 2016.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations bring into force specified provisions of the Small Business, Enterprise and Employment Act 2015 (c.26) (“the Act”). These are the fourth commencement regulations made under the Act. Certain provisions came into force on the passing of the Act.

Regulation 3 commences section 102 of the Act which amends section 1095 (rectification of register on application to registrar) of the Companies Act 2006 (c.46) (the “2006 Act”) by inserting new subsections (4A) to (4D). It also commences provisions which amend the Company Directors Disqualification Act 1986 (c.46) and the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/3150) in relation to the preparation of a report by the office-holder (administrator, liquidator or receiver) about the conduct of each person who was a director of an insolvent company.

Regulation 3 further commences provisions which amend the Employment Tribunals Act 1996 (c.17) by inserting Part 2A in relation to the imposition of a financial penalty where there is a failure to pay a financial award as ordered by a Tribunal or a settlement sum agreed under the terms of a settlement.

Regulation 4 commences provisions under Part 4 of the Act which confer powers on the Secretary of State to make provision by regulations about various terms relating to pub-owning businesses and tied tenants.

Regulation 5 commences section 92 of the Act (duty to deliver confirmation statement instead of annual return) on 1st May 2016 for the purpose of enabling the registrar to impose requirements under section 853F(6) of the 2006 Act (duty to deliver shareholder information: non-traded companies) about the form in which shareholder information is delivered to the registrar.

Regulation 6 commences section 92 of the Act for all purposes on 30th June 2016 and commences other provisions in the Act relating to company filing requirements.

Regulation 7 commences provisions which confer functions on a Minister of the Crown in connection with the review of business appeals procedures within relevant regulators including the appointment of a person to review and report on the effectiveness of such procedures.

(a) Section 708 of the 2006 Act was amended by S.I. 2015/532.

Regulation 8 and the Schedule contain transitional and savings provisions which apply to the commencement provided for in regulations 3 and 6.

NOTE AS TO EARLIER COMMENCEMENT REGULATIONS

(This note is not part of the Regulations)

The following provisions of the Act are brought into force by commencement regulations made before the date of these Regulations:

| <i>Provision of the Act</i> | <i>Date of Commencement</i> | <i>S.I. No.</i> |
|--|---|-----------------|
| Section 18 | 26th May 2015 | 2015/1329 |
| Section 19(1), (3) and (4) | 26th May 2015 | 2015/1329 |
| Section 20 | 1st October 2015 | 2015/1689 |
| Sections 28 to 32 | 1st July 2015 | 2015/1329 |
| Section 33(4), (6) and (7) | 26th May 2015 | 2015/1329 |
| Section 34 | 26th May 2015 | 2015/1329 |
| Sections 35 and 36 (in relation to England) | 1st October 2015 | 2015/1689 |
| Section 38 (partially) | 1st January 2016 | 2015/2029 |
| Section 76 | 1st January 2016 | 2015/1329 |
| Section 77 and Schedule 2 (partially) | 15th June 2015 | 2015/1329 |
| Section 77 and Schedule 2 (partially) | 1st January 2016 | 2015/1329 |
| Section 81 and Schedule 3 (partially) | 26th May 2015 | 2015/1329 |
| Section 82 | 6th April 2016 | 2015/2029 |
| Section 93 (partially) | 1st January 2016 | 2015/2029 |
| Section 96 (partially) | 26th May 2015 | 2015/1329 |
| Section 96 (partially) | 10th October 2015 | 2015/1689 |
| Sections 100 and 101 | 10th October 2015 | 2015/1689 |
| Section 103 | 10th October 2015 | 2015/1689 |
| Sections 104 to 106 (partially) | 26th May 2015 | 2015/1329 |
| Sections 104 to 106 (partially) | 1st October 2015 | 2015/1689 |
| Section 107 (partially) | 26th May 2015 | 2015/1329 |
| Sections 108 to 111 and Schedule 7 (partially) | 26th May 2015 | 2015/1329 |
| Section 108 to 111 and Schedule 7 (partially) | 1st October 2015 | 2015/1689 |
| Section 112 and Schedule 8 (partially) | 1st October 2015 | 2015/1689 |
| Sections 113 to 119 | 1st October 2015 | 2015/1689 |
| Sections 122 to 126 and Schedule 9 (partially) | 26th May 2015 | 2015/1329 |
| Sections 137 to 146 and Schedule 11 | Immediately after the coming into force of section 17 of the Deregulation Act 2015 (c.20) | 2015/1689 |
| Section 148 | 1st January 2016 | 2015/2029 |
| Section 149 | 26th May 2015 | 2015/1329 |
| Section 152 | 26th May 2015 | 2015/1329 |
| Section 153 | 26th May 2015 | 2015/1329 |
| Section 154 to 157 | 1st January 2016 | 2015/2029 |
| Section 158 | 26th May 2015 | 2015/1329 |
| Part 1 of Schedule 3 (partially) | 30th June 2016 | 2015/2029 |
| Part 2 of Schedule 3 (partially) | 30th June 2016 | 2015/2029 |

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