

The Companies Act 2006: the final implementation timetable

This timetable shows the dates on which the provisions of the Companies Act 2006 (the “Act”) have or will come into force. It was first issued in March 2007 but has been updated on various occasions to reflect changes to the implementation timetable. The timetable has been re-issued, with only minor changes, following publication of the final commencement order that will bring into force provisions of the Act on 1 October 2009.

8 NOVEMBER 2006 (ROYAL ASSENT)	
Part 43 (sections 1265 to 1273 and Schedule 15 except for paragraph 11(2), Schedule 15)	Transparency obligations and related matters.
Sections 1274 and 1276 (Part 44)	Grants to bodies concerned with actuarial standards etc. and application of provisions to Scotland and Northern Ireland.
Part 46 (sections 1288 to 1297 except for section 1295 and Schedule 16)	General supplementary provisions.
Part 47 (sections 1298 to 1300)	Final provisions.
1 JANUARY 2007	
Sections 1068(5), 1077 to 1080, 1085 to 1092, 1102 to 1107 and 1111 (Part 35)	These sections provide for the sending of documents to the registrar of companies by electronic means and for the searching of the register and provision by the registrar of copy documents electronically.
20 JANUARY 2007	
Section 308, 309 and 333 (Part 13)	Resolutions and meetings – manner in which notice to be given, publication of notice of meeting on website and sending documents relating to meetings etc. in electronic form.
Section 463 (Part 15)	Liability for false or misleading statements in reports.

20 JANUARY 2007 (continued)	
Part 22 (sections 791 to 828 except for sections 811(4), 812 and 814)	Information about interests in a company's shares.
Sections 1143 to 1148 (Part 37) and Schedules 4 and 5	The company communications provisions.
Various provisions	Enabling the exercise of powers to make secondary legislation.
6 APRIL 2007	
Section 2 (Part 1)	Definition of the Companies Acts.
Part 28 (sections 942 to 992 and Schedule 2)	Takeovers etc.
Section 1043 (Part 33)	Unregistered companies.
Section 1063 (Part 35)	Fees payable to registrar. The coming into force of section 1063 does not extend to Northern Ireland.
Section 1170 (Part 38)	Meaning of EEA State and related expressions. Section 1170 was amended with effect from 9 March 2007 as it did not cover Bulgaria and Romania, which became Community Member States on 1 January 2007. The new definition now includes all Community Member States.
Part 39 (sections 1175 to 1181 except for sections 1175, 1180 and 1181)	Companies: minor amendments. The following sections of the Companies Act 1985 were repealed on 6 April 2007: (a) section 311 (prohibition on tax-free payments to directors); (b) sections 323 and 327 (prohibition on directors dealing in share options); (c) sections 324 to 326 and 328 to 329 (register of directors' interests); and (d) sections 343 and 344 (disclosure by banks of loans etc. to directors).
Section 1281 (Part 44)	Disclosure of information under the Enterprise Act 2002.
30 SEPTEMBER 2007	
Section 1137(1), (4), (5)(b) and (6) (Part 37)	Power to make regulations about fees charged by companies for inspection of records and provision of copies.
Section 1167 (Part 38)	Meaning of "prescribed".

1 OCTOBER 2007

Sections 29 and 30 (Part 3)	Resolutions and agreements affecting a company's constitution.
Sections 116 to 119 (Part 8)	Inspection of register of members.
Part 9 (sections 145 to 153)	Exercise of members' rights.
Part 10 (sections 154 to 259 except for sections 155 to 159, 162 to 167, 175 to 177, 182 to 187 and 240 to 247)	A company's directors (except those sections relating to: (a) directors' duties to avoid conflicts of interest, not to accept benefits from third parties and to declare interests in proposed transactions or arrangements; (b) directors' declarations of interest in existing transactions or arrangements; (c) register of directors and directors' residential addresses; (d) under-age and natural directors; and (e) power to provide for employees on cessation or transfer of business).
Part 11 (sections 260 to 269)	Derivative claims and proceedings by members.
Part 13 (sections 281 to 361 except for sections 308, 309, 327(2)(c), 330(6)(c) and 333)	Resolutions and meetings. The Government is not proposing to commence sections 327(2)(c) and 330(6)(c) and, when a suitable opportunity arises, will propose to Parliament the repeal of these provisions.
Part 14 (sections 362 to 379) but with certain exceptions	Control of political donations and expenditure (except the provisions that apply the regime to independent election candidates).
Section 417 (Part 15)	Contents of directors' report: business review.
Sections 485 to 488 (Part 16)	Appointment of auditors by private companies.
Part 29 (section 993)	Fraudulent trading.
Part 30 (sections 994 to 999)	Protection of members against unfair prejudice.
Part 32 (sections 1035 to 1039), section 1124 (Part 36) and Schedule 3	Company investigations: amendments.
Sections 1121 to 1123 and 1125 to 1133 (Part 36)	Offences under the Companies Acts. General supplementary provisions relating to offences as they apply to offences under Part 14 (investigation of companies and their affairs) and Part 15 (orders imposing restrictions on shares) of the Companies Act 1985.

15 DECEMBER 2007	
Section 1068 (Part 35) except for section 1068(5)	Registrar's requirements as to form, authentication and manner of delivery so far as necessary for implementation of the directive on cross-border mergers of limited liability companies.
1 APRIL 2008	
Section 1175 (Part 39) and Part 1 of Schedule 9	Removal of special provisions in the Companies Act 1985 about accounts and audit of charitable companies. The Government is not proposing to commence section 1175 so far as it relates to Northern Ireland and Part 2 of Schedule 9 and, when a suitable opportunity arises, will propose to Parliament the repeal of these provisions.
6 APRIL 2008	
Section 44 (Part 4)	Execution of documents.
Sections 121 and 128 (Part 8)	Removal of entries relating to former members and time limit for claims arising from entry in register of members.
Part 12 (sections 270 to 280 except for sections 275 to 279)	Company secretaries.
Part 15 (sections 380 to 474 except for sections 417 and 463)	Accounts and reports.
Part 16 (sections 475 to 539 except for sections 485 to 488)	Audit.
Section 544 (Part 17)	Transferability of shares.
Part 19 (sections 738 to 754)	Debentures.
Part 20 (sections 755 to 767)	Private and public companies.
Part 21 (sections 768 to 790)	Certification and transfer of securities.
Sections 811(4), 812 and 814 (Part 22)	Information about interests in a company's shares - remaining provisions.
Part 23 (sections 829 to 853)	Distributions.
Part 26 (sections 895 to 901)	Arrangements and reconstructions.
Part 27 (sections 902 to 941)	Mergers and divisions of public companies.
Section 1126 (Part 36)	Consents required for certain prosecutions.

6 APRIL 2008 (continued)	
Sections 1161, 1162, 1164, 1165, 1169, 1172 and parts of 1173 (Part 38) and Schedule 7	Companies: interpretation - sections relating to: (a) the meaning of “undertaking” (and related expressions), “parent undertaking”, “subsidiary undertaking”, “banking company”, “banking group”, “insurance company” (and related expressions), “credit institution” and “working day”; (b) dormant companies; and (c) references to requirements of this Act.
Part 42 (sections 1209 to 1264 except for sections 1242 to 1244) and Schedules 10, 11, 13 and 14	Statutory auditors.
Section 1282 (Part 44)	Payment of expenses of winding up.
29 JUNE 2008	
Sections 1242 to 1144 (Part 42) and Schedule 12	Statutory auditors - remaining provisions.
1 OCTOBER 2008	
Sections 69 to 74 and 82 to 85 (Part 5)	A company’s name - similarity to other name in which person has goodwill and trading disclosures.
Sections 155 to 159, 175 to 177 and 182 to 187 (Part 10)	A company’s directors - sections relating to: (a) directors’ duties to avoid conflicts of interest, not to accept benefits from third parties and to declare interests in proposed transactions or arrangements; (b) directors’ declarations of interest in existing transactions or arrangements; and (c) under-age and natural directors.
Remaining provisions of Part 14 (sections 362 to 379)	Control of political donations - the provisions that apply the regime to independent election candidates.
Sections 641(1)(a) and (2) to (6), 642 to 644 and 654 (Part 17)	A company’s share capital: procedure for private companies to make capital reductions supported by a solvency statement and treatment of reserve arising from reduction of capital. Sections 610(2) to (4), 652(1) and (3) and 733(5) and (6) also came into force so far as relating to a reduction of capital under sections 641(1)(a) and (2) to (6) and 642 to 644.
Section 1157 (Part 37)	Power of court to grant relief in certain cases.

1 OCTOBER 2008 (continued)	
Paragraph 11(2), Schedule 15 (Part 43)	Amendment of definition of “regulated market” in s103(1) Financial Services and Markets Act 2000.
Sections 1277 to 1280 (Part 44)	Miscellaneous provisions - information as to exercise of voting rights by institutional investors.
Section 1295 (Part 46) and Schedule 16 - partial repeal of sections 151 to 153 and 155 to 158 of the Companies Act 1985	Repeal applies to a private company giving financial assistance for the acquisition of its shares.
Section 1295 (Part 46) and Schedule 16 - repeal of second sentence of s141(4) Companies Act 1989	Repeal of the time bar to restoration to the register of companies dissolved before 16 November 1969 (or 11 March 1971 in Northern Ireland). This is to enable claims to be made in respect of damages for personal injury.
1 OCTOBER 2009	
Part 1 (sections 1 to 6 except for section 2)	General introductory provisions.
Part 2 (sections 7 to 16)	Company formation.
Part 3 (sections 17 to 38 except for sections 29 and 30)	A company’s constitution.
Part 4 (sections 39 to 52 except for section 44)	A company’s capacity and related matters.
Part 5 (sections 53 to 85 except for sections 69 to 74 and 82 to 85)	A company’s name.
Part 6 (sections 86 to 88)	A company’s registered office.
Part 7 (sections 89 to 111)	Re-registration as a means of altering a company’s status.
Part 8 (sections 112 to 144 except for sections 116 to 119, 121 and 128)	A company’s members.
Sections 162 to 167 and 240 to 247 (Part 10)	A company’s directors - sections relating to: (a) register of directors and directors’ residential addresses; and (b) power to provide for employees on cessation or transfer of business.

1 OCTOBER 2009 (continued)

Sections 275 to 279 (Part 12)	Company secretaries - sections relating to, among other things, the register of secretaries and information to be notified to the registrar of companies.
Part 17 (sections 540 to 657 except for sections 544, 641(1)(a) and (2) to (6), 642 to 644 and 654)	A company's share capital.
Part 18 (sections 658 to 737)	Acquisition by limited company of its own shares.
Part 24 (sections 854 to 859)	A company's annual return.
Part 25 (sections 860 to 894)	Company charges.
Part 31 (sections 1000 to 1034)	Dissolution and restoration to the register.
Part 33 (sections 1040 to 1043 except for section 1043)	UK companies not formed under companies legislation.
Part 34 (sections 1044 to 1059)	Overseas companies.
Part 35 (sections 1060 to 1120 except for those sections in Part 35 that came into force on 1 January 2007 and 6 April 2007)	The registrar of companies.
Part 36 (sections 1121 to 1133 except for sections 1124 and 1126)	Offences under the Companies Acts.
Part 37 (sections 1134 to 1157 except for sections 1137(1), (4), (5)(b) and (6), 1143 to 1148 and 1157)	Companies: supplementary provisions.
Part 38 (sections 1158 to 1174 except for sections 1161, 1162, 1164, 1165, 1167, 1169, 1170 and 1172 and Schedule 7) and Schedules 6 and 8	Companies: interpretation. Certain definitions set out in section 1173 came into force on 6 April 2008.
Sections 1180 and 1181 (Part 39)	Companies: minor amendments. Repeal of certain provisions about company charges and access to constitutional documents of RTE and RTM companies.
Part 40 (sections 1182 to 1191)	Company directors: foreign disqualifications etc.
Part 41 (sections 1192 to 1208)	Business names.

1 OCTOBER 2009 (continued)

Sections 1275 and 1283 (Part 44)	Miscellaneous provisions - levy to pay expenses of bodies concerned with actuarial standards etc. and amendment of memorandum or articles of commonhold association.
Part 45 (sections 1284 to 1287)	Northern Ireland.
Section 1295 (Part 46) and Schedule 16	Repeals. Repeal of specified provisions set out in the relevant commencement order.

If you have any questions or require specific advice on any matter discussed in this publication, please contact Eric Campbell (T: +44 20 3130 3965 or E: ecampbell@mayerbrown.com) or your regular contact at Mayer Brown.

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