



Companies Act 2006

CHAPTER 46

COMPANIES ACT 2006

PART 1

GENERAL INTRODUCTORY PROVISIONS

Companies and Companies Acts

- 1 Companies
- 2 The Companies Acts

Types of company

- 3 Limited and unlimited companies
- 4 Private and public companies
- 5 Companies limited by guarantee and having share capital
- 6 Community interest companies

PART 2

COMPANY FORMATION

General

- 7 Method of forming company
- 8 Memorandum of association

Requirements for registration

- 9 Registration documents
- 9A Required information about the subscribers
- 10 Statement of capital and initial shareholdings
- 11 Statement of guarantee

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 12 Statement of proposed officers
- 12A Statement of initial significant control
- 12B Option to provide ID verification information about PSCs
- 13 Statement of compliance

Registration and its effect

- 14 Registration
- 15 Issue of certificate of incorporation
- 16 Effect of registration

PART 3

A COMPANY'S CONSTITUTION

CHAPTER 1

INTRODUCTORY

- 17 A company's constitution

CHAPTER 2

ARTICLES OF ASSOCIATION

General

- 18 Articles of association
- 19 Power of Secretary of State to prescribe model articles
- 20 Default application of model articles

Alteration of articles

- 21 Amendment of articles
- 22 Entrenched provisions of the articles
- 23 Notice to registrar of existence of restriction on amendment of articles
- 24 Statement of compliance where amendment of articles restricted
- 25 Effect of alteration of articles on company's members
- 26 Registrar to be sent copy of amended articles
- 27 Registrar's notice to comply in case of failure with respect to amended articles

Supplementary

- 28 Existing companies: provisions of memorandum treated as provisions of articles

CHAPTER 3

RESOLUTIONS AND AGREEMENTS AFFECTING A COMPANY'S CONSTITUTION

- 29 Resolutions and agreements affecting a company's constitution
- 30 Copies of resolutions or agreements to be forwarded to registrar

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 4

MISCELLANEOUS AND SUPPLEMENTARY PROVISIONS

Statement of company's objects

- 31 Statement of company's objects

Other provisions with respect to a company's constitution

- 32 Constitutional documents to be provided to members
- 33 Effect of company's constitution
- 34 Notice to registrar where company's constitution altered by enactment
- 35 Notice to registrar where company's constitution altered by order
- 36 Documents to be incorporated in or accompany copies of articles issued by company

Supplementary provisions

- 37 Right to participate in profits otherwise than as member void
- 38 Application to single member companies of enactments and rules of law

PART 4

A COMPANY'S CAPACITY AND RELATED MATTERS

Capacity of company and power of directors to bind it

- 39 A company's capacity
- 40 Power of directors to bind the company
- 41 Constitutional limitations: transactions involving directors or their associates
- 42 Constitutional limitations: companies that are charities

Formalities of doing business under the law of England and Wales or Northern Ireland

- 43 Company contracts
- 44 Execution of documents
- 45 Common seal
- 46 Execution of deeds
- 47 Execution of deeds or other documents by attorney

Formalities of doing business under the law of Scotland

- 48 Execution of documents by companies

Other matters

- 49 Official seal for use abroad
- 50 Official seal for share certificates etc
- 51 Pre-incorporation contracts, deeds and obligations
- 52 Bills of exchange and promissory notes

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

PART 5

A COMPANY'S NAME

CHAPTER 1

GENERAL REQUIREMENTS

Prohibited names

- 53 Prohibited names
- 53A Names for criminal purposes

Sensitive words and expressions

- 54 Names suggesting connection with government or public authority
- 55 Other sensitive words or expressions
- 56 Duty to seek comments of government department or other specified body
- 56A Names suggesting connection with foreign governments etc

Permitted characters etc

- 57 Permitted characters etc

Computer code

- 57A Names containing computer code

Prohibitions where a company has been required to change a name

- 57B Prohibition on re-registering name following direction
- 57C Name that another company has been directed to change

CHAPTER 2

INDICATIONS OF COMPANY TYPE OR LEGAL FORM

Required indications for limited companies

- 58 Public limited companies
- 59 Private limited companies
- 60 Exemption from requirement as to use of "limited"
- 61 Continuation of existing exemption: companies limited by shares
- 62 Continuation of existing exemption: companies limited by guarantee
- 63 Exempt company: restriction on amendment of articles
- 64 Power to direct change of name in case of company ceasing to be entitled to exemption

Inappropriate use of indications of company type or legal form

- 65 Inappropriate use of indications of company type or legal form

CHAPTER 3

SIMILARITY TO OTHER NAMES

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Similarity to other name on registrar's index

- 66 Name not to be the same as another in the index
- 67 Power to direct change of name in case of similarity to existing name
- 68 Direction to change name: supplementary provisions

Similarity to other name in which person has goodwill

- 69 Objection to company's registered name
- 70 Company names adjudicators
- 71 Procedural rules
- 72 Decision of adjudicator to be made available to public
- 73 Order requiring name to be changed
- 74 Appeal from adjudicator's decision

CHAPTER 4

OTHER POWERS OF THE SECRETARY OF STATE AND THE REGISTRAR

Provision of misleading information

- 75 Provision of misleading information etc

Misleading indication of activities and names used for criminal purposes

- 76 Misleading indication of activities
- 76A Power to direct change of name used for criminal purposes

Direction to change name wrongly registered

- 76B Direction to change name wrongly registered

Registrar's powers to change names

- 76C Registrar's power to change name containing computer code
- 76D Registrar's power to change name for failure to comply with direction

CHAPTER 4A

EXCEPTIONS

- 76E Exceptions based on national security etc

CHAPTER 5

CHANGE OF NAME

- 77 Change of name
- 78 Change of name by special resolution
- 79 Change of name by means provided for in company's articles
- 80 Change of name: registration and issue of new certificate of incorporation
- 81 Change of name: effect

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 6

TRADING DISCLOSURES

- 82 Requirement to disclose company name etc
- 83 Civil consequences of failure to make required disclosure
- 84 Criminal consequences of failure to make required disclosures
- 85 Minor variations in form of name to be left out of account

PART 6

A COMPANY'S REGISTERED OFFICE AND EMAIL ADDRESS

General

- 86 Duty to ensure registered office at appropriate address
- 87 Change of address of registered office

Welsh companies

- 88 Welsh companies

Registered email address

- 88A Duty to maintain a registered email address
- 88B Change of registered email address

PART 7

RE-REGISTRATION AS A MEANS OF ALTERING A COMPANY'S STATUS

Introductory

- 89 Alteration of status by re-registration

Private company becoming public

- 90 Re-registration of private company as public
- 91 Requirements as to share capital
- 92 Requirements as to net assets
- 93 Recent allotment of shares for non-cash consideration
- 94 Application and accompanying documents
- 95 Statement of proposed secretary
- 96 Issue of certificate of incorporation on re-registration

Public company becoming private

- 97 Re-registration of public company as private limited company
- 98 Application to court to cancel resolution
- 99 Notice to registrar of court application or order
- 100 Application and accompanying documents
- 101 Issue of certificate of incorporation on re-registration

Private limited company becoming unlimited

- 102 Re-registration of private limited company as unlimited
- 103 Application and accompanying documents
- 104 Issue of certificate of incorporation on re-registration

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Unlimited private company becoming limited

- 105 Re-registration of unlimited company as limited
- 106 Application and accompanying documents
- 107 Issue of certificate of incorporation on re-registration
- 108 Statement of capital required where company already has share capital

Public company becoming private and unlimited

- 109 Re-registration of public company as private and unlimited
- 110 Application and accompanying documents
- 111 Issue of certificate of incorporation on re-registration

PART 8

A COMPANY'S MEMBERS

CHAPTER 1

THE MEMBERS OF A COMPANY

- 112 The members of a company

CHAPTER 2

REGISTER OF MEMBERS

Duty to keep register

- 112A Alternative method of record-keeping
- 113 Register of members
- 113A Required information about members: individuals
- 113B Required information about members: corporate members and firms
- 113C Power to amend the required information
- 113D Duty on new members to notify required information
- 113E Duty on member to notify changes to required information
- 113F Power for company to require information from members
- 113G Failure to comply with section 113D, 113E or 113F
- 113H Basic false statement offences in connection with sections 113D to 113F
- 113I Aggravated false statement offences in connection with sections 113D to 113F

Duty to keep index of members

- 113J Index of members

Inspection etc of register and index of members

- 114 Register to be kept available for inspection
- 115 Index of members
- 116 Rights to inspect and require copies
- 117 Register of members: response to request for inspection or copy
- 118 Register of members: refusal of inspection or default in providing copy
- 119 Register of members: offences in connection with request for or disclosure of information
- 120 Information as to state of register and index

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 120A Power to make regulations protecting material
- 120B Offence of failing to comply with regulations under section 120A

Removal of entries from register of members

- 121 Removal of entries relating to former members

Special cases

- 122 Share warrants
- 123 Single member companies
- 124 Company holding its own shares as treasury shares

Supplementary

- 125 Power of court to rectify register
- 126 Trusts not to be entered on register
- 127 Register to be evidence
- 128 Time limit for claims arising from entry in register
- 128ZA Transitional provision where information kept on central register

CHAPTER 2A

OPTION TO KEEP INFORMATION ON CENTRAL REGISTER

- 128A Introduction
- 128B Right to make an election
- 128C Effective date of election
- 128D Effect of election on obligations under Chapter 2
- 128E Duty to notify registrar of changes
- 128F Information as to state of central register
- 128G Power of court to order company to remedy default or delay
- 128H Central register to be evidence
- 128I Time limits for claims arising from delivery to registrar
- 128J Withdrawing the election
- 128K Power to extend option to public companies

CHAPTER 3

OVERSEAS BRANCH REGISTERS

- 129 Overseas branch registers
- 130 Notice of opening of overseas branch register
- 131 Keeping of overseas branch register
- 132 Register or duplicate to be kept available for inspection in UK
- 133 Transactions in shares registered in overseas branch register
- 134 Jurisdiction of local courts
- 135 Discontinuance of overseas branch register

CHAPTER 4

PROHIBITION ON SUBSIDIARY BEING MEMBER OF ITS HOLDING COMPANY

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

General prohibition

- 136 Prohibition on subsidiary being a member of its holding company
- 137 Shares acquired before prohibition became applicable

Subsidiary acting as personal representative or trustee

- 138 Subsidiary acting as personal representative or trustee
- 139 Interests to be disregarded: residual interest under pension scheme or employees' share scheme
- 140 Interests to be disregarded: employer's rights of recovery under pension scheme or employees' share scheme

Subsidiary acting as dealer in securities

- 141 Subsidiary acting as authorised dealer in securities
- 142 Protection of third parties in other cases where subsidiary acting as dealer in securities

Supplementary

- 143 Application of provisions to companies not limited by shares
- 144 Application of provisions to nominees

PART 9

EXERCISE OF MEMBERS' RIGHTS

Effect of provisions in company's articles

- 145 Effect of provisions of articles as to enjoyment or exercise of members' rights

Information rights

- 146 Traded companies: nomination of persons to enjoy information rights
- 147 Information rights: form in which copies to be provided
- 148 Termination or suspension of nomination
- 149 Information as to possible rights in relation to voting
- 150 Information rights: status of rights
- 151 Information rights: power to amend

Exercise of rights where shares held on behalf of others

- 152 Exercise of rights where shares held on behalf of others: exercise in different ways
- 153 Exercise of rights where shares held on behalf of others: members' requests

PART 10

A COMPANY'S DIRECTORS

CHAPTER 1

APPOINTMENT AND REMOVAL OF DIRECTORS

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Requirement to have directors

- 154 Companies required to have directors
- 155 Companies required to have at least one director who is a natural person
- 156 Direction requiring company to make appointment

Appointment

- 156A Each director to be a natural person
- 156B Power to provide for exceptions from requirement that each director be a natural person
- 156C Existing director who is not a natural person
- 157 Minimum age for appointment as director
- 158 Power to provide for exceptions from minimum age requirement
- 159 Existing under-age directors
- 159A Disqualified person not to be appointed as director
- 160 Appointment of directors of public company to be voted on individually
- 161 Validity of acts of directors

...

- 161A Alternative method of record-keeping
- 162 Register of directors
- 163 Particulars of directors to be registered: individuals
- 164 Particulars of directors to be registered: corporate directors and firms
- 165 Register of directors' residential addresses
- 166 Particulars of directors to be registered: power to make regulations
- 167 Duty to notify registrar of changes

Option to keep information on the central register

- 167A Right to make an election
- 167B Effective date of election
- 167C Effect of election on obligations under sections 162 to 167
- 167D Duty to notify registrar of changes
- 167E Withdrawing the election
- 167F Power to extend option to public companies

Notification of information about directors

- 167G Duty to notify registrar of change in directors
- 167H Duty to notify registrar of changes of information
- 167I Notification of changes occurring before company's incorporation
- 167J Required information about a director: individuals
- 167K Required information about a director: corporate directors and firms
- 167L Directors: offence of failure to notify of changes

Directors: duties relating to ID verification and notification

- 167M Prohibition on director acting unless ID verified
- 167N Prohibition on acting unless directorship notified

Removal

- 168 Resolution to remove director
- 169 Director's right to protest against removal

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

169A Removal from office of disqualified directors

CHAPTER 2

GENERAL DUTIES OF DIRECTORS

Introductory

170 Scope and nature of general duties

The general duties

- 171 Duty to act within powers
- 172 Duty to promote the success of the company
- 173 Duty to exercise independent judgment
- 174 Duty to exercise reasonable care, skill and diligence
- 175 Duty to avoid conflicts of interest
- 176 Duty not to accept benefits from third parties
- 177 Duty to declare interest in proposed transaction or arrangement

Supplementary provisions

- 178 Civil consequences of breach of general duties
- 179 Cases within more than one of the general duties
- 180 Consent, approval or authorisation by members
- 181 Modification of provisions in relation to charitable companies

CHAPTER 3

DECLARATION OF INTEREST IN EXISTING TRANSACTION OR ARRANGEMENT

- 182 Declaration of interest in existing transaction or arrangement
- 183 Offence of failure to declare interest
- 184 Declaration made by notice in writing
- 185 General notice treated as sufficient declaration
- 186 Declaration of interest in case of company with sole director
- 187 Declaration of interest in existing transaction by shadow director

CHAPTER 4

TRANSACTIONS WITH DIRECTORS REQUIRING APPROVAL OF MEMBERS

Service contracts

- 188 Directors' long-term service contracts: requirement of members' approval
- 189 Directors' long-term service contracts: civil consequences of contravention

Substantial property transactions

- 190 Substantial property transactions: requirement of members' approval
- 191 Meaning of “substantial”
- 192 Exception for transactions with members or other group companies
- 193 Exception in case of company in winding up or administration

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 194 Exception for transactions on recognised investment exchange
- 195 Property transactions: civil consequences of contravention
- 196 Property transactions: effect of subsequent affirmation

Loans, quasi-loans and credit transactions

- 197 Loans to directors: requirement of members' approval
- 198 Quasi-loans to directors: requirement of members' approval
- 199 Meaning of “quasi-loan” and related expressions
- 200 Loans or quasi-loans to persons connected with directors: requirement of members' approval
- 201 Credit transactions: requirement of members' approval
- 202 Meaning of “credit transaction”
- 203 Related arrangements: requirement of members' approval
- 204 Exception for expenditure on company business
- 205 Exception for expenditure on defending proceedings etc
- 206 Exception for expenditure in connection with regulatory action or investigation
- 207 Exceptions for minor and business transactions
- 208 Exceptions for intra-group transactions
- 209 Exceptions for money-lending companies
- 210 Other relevant transactions or arrangements
- 211 The value of transactions and arrangements
- 212 The person for whom a transaction or arrangement is entered into
- 213 Loans etc: civil consequences of contravention
- 214 Loans etc: effect of subsequent affirmation

Payments for loss of office

- 215 Payments for loss of office
- 216 Amounts taken to be payments for loss of office
- 217 Payment by company: requirement of members' approval
- 218 Payment in connection with transfer of undertaking etc: requirement of members' approval
- 219 Payment in connection with share transfer: requirement of members' approval
- 220 Exception for payments in discharge of legal obligations etc
- 221 Exception for small payments
- 222 Payments made without approval: civil consequences

Supplementary

- 223 Transactions requiring members' approval: application of provisions to shadow directors
- 224 Approval by written resolution: accidental failure to send memorandum
- 225 Cases where approval is required under more than one provision
- 226 Requirement of consent of Charity Commission: companies that are charities

CHAPTER 4A

DIRECTORS OF QUOTED COMPANIES AND TRADED COMPANIES: SPECIAL PROVISION

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Interpretation

226A Key definitions

Restrictions relating to remuneration or loss of office payments

226B Remuneration payments

226C Loss of office payments

226D Sections 226B and 226C: supplementary

Supplementary

226E Payments made without approval: civil consequences

226F Relationship with requirements under Chapter 4

CHAPTER 5

DIRECTORS' SERVICE CONTRACTS

227 Directors' service contracts

228 Copy of contract or memorandum of terms to be available for inspection

229 Right of member to inspect and request copy

230 Directors' service contracts: application of provisions to shadow directors

CHAPTER 6

CONTRACTS WITH SOLE MEMBERS WHO ARE DIRECTORS

231 Contract with sole member who is also a director

CHAPTER 7

DIRECTORS' LIABILITIES

Provision protecting directors from liability

232 Provisions protecting directors from liability

233 Provision of insurance

234 Qualifying third party indemnity provision

235 Qualifying pension scheme indemnity provision

236 Qualifying indemnity provision to be disclosed in directors' report

237 Copy of qualifying indemnity provision to be available for inspection

238 Right of member to inspect and request copy

Ratification of acts giving rise to liability

239 Ratification of acts of directors

CHAPTER 8

DIRECTORS' RESIDENTIAL ADDRESSES: PROTECTION FROM DISCLOSURE

240 Protected information

241 Protected information: restriction on use or disclosure by company

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 242 Protected information: restriction on ... disclosure by registrar
- 243 Permitted ... disclosure by the registrar
- 244 Disclosure under court order
- 245 Circumstances in which registrar may put address on the public record
- 246 Putting the address on the public record

CHAPTER 9

SUPPLEMENTARY PROVISIONS

Provision for employees on cessation or transfer of business

- 247 Power to make provision for employees on cessation or transfer of business

Records of meetings of directors

- 248 Minutes of directors' meetings
- 249 Minutes as evidence

Meaning of “director” and “shadow director”

- 250 “Director”
- 251 “Shadow director”

Other definitions

- 252 Persons connected with a director
- 253 Members of a director's family
- 254 Director “connected with” a body corporate
- 255 Director “controlling” a body corporate
- 256 Associated bodies corporate
- 257 References to company's constitution

General

- 258 Power to increase financial limits
- 259 Transactions under foreign law

PART 11

DERIVATIVE CLAIMS AND PROCEEDINGS BY MEMBERS

CHAPTER 1

DERIVATIVE CLAIMS IN ENGLAND AND WALES OR NORTHERN IRELAND

- 260 Derivative claims
- 261 Application for permission to continue derivative claim
- 262 Application for permission to continue claim as a derivative claim
- 263 Whether permission to be given
- 264 Application for permission to continue derivative claim brought by another member

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 2

DERIVATIVE PROCEEDINGS IN SCOTLAND

- 265 Derivative proceedings
- 266 Requirement for leave and notice
- 267 Application to continue proceedings as derivative proceedings
- 268 Granting of leave
- 269 Application by member to be substituted for member pursuing derivative proceedings

PART 12

COMPANY SECRETARIES

Private companies

- 270 Private company not required to have secretary

Public companies

- 271 Public company required to have secretary
- 272 Direction requiring public company to appoint secretary
- 273 Qualifications of secretaries of public companies

Provisions applying to private companies with a secretary and to public companies

- 274 Discharge of functions where office vacant or secretary unable to act
- 274A Alternative method of record-keeping
- 275 Duty to keep register of secretaries
- 276 Duty to notify registrar of changes
- 277 Particulars of secretaries to be registered: individuals
- 278 Particulars of secretaries to be registered: corporate secretaries and firms
- 279 Particulars of secretaries to be registered: power to make regulations

...

- 279A Right to make an election
- 279B Effective date of election
- 279C Effect of election on obligations under sections 275 and 276
- 279D Duty to notify registrar of changes
- 279E Withdrawing the election
- 279F Power to extend option to public companies

Notification of information about secretaries

- 279G Duty to notify registrar of change in secretary or joint secretary
- 279H Duty to notify registrar of changes of information
- 279I Notification of changes occurring before company's incorporation
- 279J Required information about a secretary etc: individuals
- 279K Required information about a secretary etc: corporate secretaries and firms
- 279L Firms all of whose partners are joint secretaries
- 279M Secretary or joint secretary: offence of failure to notify of changes

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Person acting in dual capacity

- 280 Acts done by person in dual capacity

PART 13

RESOLUTIONS AND MEETINGS

CHAPTER 1

GENERAL PROVISIONS ABOUT RESOLUTIONS

- 281 Resolutions
- 282 Ordinary resolutions
- 283 Special resolutions
- 284 Votes: general rules
- 285 Voting by proxy
- 285A Voting rights on poll or written resolution
- 286 Votes of joint holders of shares
- 287 Saving for provisions of articles as to determination of entitlement to vote

CHAPTER 2

WRITTEN RESOLUTIONS

General provisions about written resolutions

- 288 Written resolutions of private companies
- 289 Eligible members

Circulation of written resolutions

- 290 Circulation date
- 291 Circulation of written resolutions proposed by directors
- 292 Members' power to require circulation of written resolution
- 293 Circulation of written resolution proposed by members
- 294 Expenses of circulation
- 295 Application not to circulate members' statement

Agreeing to written resolutions

- 296 Procedure for signifying agreement to written resolution
- 297 Period for agreeing to written resolution

Supplementary

- 298 Sending documents relating to written resolutions by electronic means
- 299 Publication of written resolution on website
- 300 Relationship between this Chapter and provisions of company's articles

CHAPTER 3

RESOLUTIONS AT MEETINGS

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

General provisions about resolutions at meetings

301 Resolutions at general meetings

Calling meetings

- 302 Directors' power to call general meetings
- 303 Members' power to require directors to call general meeting
- 304 Directors' duty to call meetings required by members
- 305 Power of members to call meeting at company's expense
- 306 Power of court to order meeting

Notice of meetings

- 307 Notice required of general meeting
- 307A Notice required of general meeting: certain meetings of traded companies
- 308 Manner in which notice to be given
- 309 Publication of notice of meeting on website
- 310 Persons entitled to receive notice of meetings
- 311 Contents of notices of meetings
- 311A Traded companies: publication of information in advance of general meeting
- 312 Resolution requiring special notice
- 313 Accidental failure to give notice of resolution or meeting

Members' statements

- 314 Members' power to require circulation of statements
- 315 Company's duty to circulate members' statement
- 316 Expenses of circulating members' statement
- 317 Application not to circulate members' statement

Procedure at meetings

- 318 Quorum at meetings
- 319 Chairman of meeting
- 319A Traded companies: questions at meetings
- 320 Declaration by chairman on a show of hands
- 321 Right to demand a poll
- 322 Voting on a poll
- 322A Voting on a poll: votes cast in advance
- 323 Representation of corporations at meetings

Proxies

- 324 Rights to appoint proxies
- 324A Obligation of proxy to vote in accordance with instructions
- 325 Notice of meeting to contain statement of rights
- 326 Company-sponsored invitations to appoint proxies
- 327 Notice required of appointment of proxy etc
- 328 Chairing meetings
- 329 Right of proxy to demand a poll
- 330 Notice required of termination of proxy's authority
- 331 Saving for more extensive rights conferred by articles

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Adjourned meetings

- 332 Resolution passed at adjourned meeting

Electronic communications

- 333 Sending documents relating to meetings etc in electronic form
333A Traded company: duty to provide electronic address for receipt of proxies etc

Application to class meetings

- 334 Application to class meetings
335 Application to class meetings: companies without a share capital

CHAPTER 4

PUBLIC COMPANIES AND TRADED COMPANIES: ADDITIONAL REQUIREMENTS FOR AGMS

- 336 Public companies and traded companies: annual general meeting
337 Public companies and traded companies: notice of AGM
338 Public companies: members' power to require circulation of resolutions for AGMs
338A Traded companies: members' power to include other matters in business dealt with at AGM
339 Public companies: company's duty to circulate members' resolutions for AGMs
340 Public companies: expenses of circulating members' resolutions for AGM
340A Traded companies: duty to circulate members' matters for AGM
340B Traded companies: expenses of circulating members' matters to be dealt with at AGM

CHAPTER 5

ADDITIONAL REQUIREMENTS FOR QUOTED COMPANIES AND TRADED COMPANIES

Website publication of poll results

- 341 Results of poll to be made available on website

Independent report on poll

- 342 Members' power to require independent report on poll
343 Appointment of independent assessor
344 Independence requirement
345 Meaning of "associate"
346 Effect of appointment of a partnership
347 The independent assessor's report
348 Rights of independent assessor: right to attend meeting etc
349 Rights of independent assessor: right to information
350 Offences relating to provision of information
351 Information to be made available on website

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Supplementary

- 352 Application of provisions to class meetings
- 353 Requirements as to website availability
- 354 Power to limit or extend the types of company to which provisions of this Chapter apply

CHAPTER 6

RECORDS OF RESOLUTIONS AND MEETINGS

- 355 Records of resolutions and meetings etc
- 356 Records as evidence of resolutions etc
- 357 Records of decisions by sole member
- 358 Inspection of records of resolutions and meetings
- 359 Records of resolutions and meetings of class of members

CHAPTER 7

SUPPLEMENTARY PROVISIONS

- 360 Computation of periods of notice etc: clear day rule
- 360A Electronic meetings and voting
- 360AA Traded companies: confirmation of receipt of electronic voting
- 360B Traded companies: requirements for participating in and voting at general meetings
- 360BA Traded companies: right to confirmation of vote after a general meeting
- 360C Meaning of “traded company”
- 361 Meaning of “quoted company”

PART 14

CONTROL OF POLITICAL DONATIONS AND EXPENDITURE

Introductory

- 362 Introductory

Donations and expenditure to which this Part applies

- 363 Political parties, organisations etc to which this Part applies
- 364 Meaning of “political donation”
- 365 Meaning of “political expenditure”

Authorisation required for donations or expenditure

- 366 Authorisation required for donations or expenditure
- 367 Form of authorising resolution
- 368 Period for which resolution has effect

Remedies in case of unauthorised donations or expenditure

- 369 Liability of directors in case of unauthorised donation or expenditure
- 370 Enforcement of directors' liabilities by shareholder action
- 371 Enforcement of directors' liabilities by shareholder action: supplementary

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 372 Costs of shareholder action
- 373 Information for purposes of shareholder action

Exemptions

- 374 Trade unions
- 375 Subscription for membership of trade association
- 376 All-party parliamentary groups
- 377 Political expenditure exempted by order
- 378 Donations not amounting to more than £5,000 in any twelve month period

Supplementary provisions

- 379 Minor definitions

PART 15

ACCOUNTS AND REPORTS

CHAPTER 1

INTRODUCTION

General

- 380 Scheme of this Part

Companies subject to the small companies regime

- 381 Companies subject to the small companies regime
- 382 Companies qualifying as small: general
- 383 Companies qualifying as small: parent companies
- 384 Companies excluded from the small companies regime
- 384A Companies qualifying as micro-entities
- 384B Companies excluded from being treated as micro-entities

Quoted and unquoted companies

- 385 Quoted and unquoted companies

CHAPTER 2

ACCOUNTING RECORDS

- 386 Duty to keep accounting records
- 387 Duty to keep accounting records: offence
- 388 Where and for how long records to be kept
- 389 Where and for how long records to be kept: offences

CHAPTER 3

A COMPANY'S FINANCIAL YEAR

- 390 A company's financial year
- 391 Accounting reference periods and accounting reference date

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

392 Alteration of accounting reference date

CHAPTER 4

ANNUAL ACCOUNTS

General

393 Accounts to give true and fair view

Individual accounts

- 394 Duty to prepare individual accounts
- 394A Individual accounts: exemption for dormant subsidiaries
- 394B Companies excluded from the dormant subsidiaries exemption
- 394C Dormant subsidiaries exemption: parent undertaking declaration of guarantee
- 395 Individual accounts: applicable accounting framework
- 396 Companies Act individual accounts
- 397 IAS individual accounts

...

398 Option to prepare group accounts

Group accounts ...

- 399 Duty to prepare group accounts
- 400 Exemption for company included in UK group accounts of larger group
- 401 Exemption for company included in non-UK group accounts of larger group
- 402 Exemption if no subsidiary undertakings need be included in the consolidation

Group accounts: general

- 403 Group accounts: applicable accounting framework
- 404 Companies Act group accounts
- 405 Companies Act group accounts: subsidiary undertakings included in the consolidation
- 406 IAS group accounts
- 407 Consistency of financial reporting within group
- 408 Individual profit and loss account where group accounts prepared

Information to be given in notes to the accounts

- 409 Information about related undertakings
- 410 Information about related undertakings: alternative compliance
- 410A Information about off-balance sheet arrangements
- 411 Information about employee numbers and costs
- 412 Information about directors' benefits: remuneration
- 413 Information about directors' benefits: advances, credit and guarantees

Approval and signing of accounts

414 Approval and signing of accounts

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 4A

STRATEGIC REPORT

- 414A Duty to prepare strategic report
- 414B Strategic report: small companies exemption
- 414C Contents of strategic report
- 414CZA Section 172(1) statement
- 414CA Non-financial and sustainability information statement
- 414CB Contents of non-financial and sustainability information statement
- 414D Approval and signing of strategic report

CHAPTER 5

DIRECTORS' REPORT

Directors' report

- 415 Duty to prepare directors' report
- 415A Directors' report: small companies exemption
- 416 Contents of directors' report: general
- 417 Contents of directors' report: business review
- 418 Contents of directors' report: statement as to disclosure to auditors
- 419 Approval and signing of directors' report
- 419A Approval and signing of separate corporate governance statement

CHAPTER 6

QUOTED COMPANIES AND TRADED COMPANIES: DIRECTORS' REMUNERATION REPORT

- 420 Duty to prepare directors' remuneration report
- 421 Contents of directors' remuneration report
- 422 Approval and signing of directors' remuneration report
- 422A Revisions to directors' remuneration policy

CHAPTER 7

PUBLICATION OF ACCOUNTS AND REPORTS

Duty to circulate copies of accounts and reports

- 423 Duty to circulate copies of annual accounts and reports
- 424 Time allowed for sending out copies of accounts and reports
- 425 Default in sending out copies of accounts and reports: offences

Option to provide strategic report with supplementary material

- 426 Option to provide strategic report with supplementary material
- 426A Supplementary material

Section 172(1) statement: requirements as to website publication

- 426B Section 172(1) statement to be made available on website
- 427 Form and contents of summary financial statement: unquoted companies

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 428 Form and contents of summary financial statement: quoted companies
- 429 Summary financial statements: offences

Quoted companies and traded companies: requirements as to website publication

- 430 Quoted companies: annual accounts and reports to be made available on website

Right of member or debenture holder to demand copies of accounts and reports

- 431 Right of member or debenture holder to copies of accounts and reports: unquoted companies
- 432 Right of member or debenture holder to copies of accounts and reports: quoted companies

Requirements in connection with publication of accounts and reports

- 433 Name of signatory to be stated in published copies of accounts and reports
- 434 Requirements in connection with publication of statutory accounts
- 435 Requirements in connection with publication of non-statutory accounts
- 436 Meaning of “publication” in relation to accounts and reports

CHAPTER 8

PUBLIC COMPANIES: LAYING OF ACCOUNTS AND REPORTS BEFORE GENERAL MEETING

- 437 Public companies: laying of accounts and reports before general meeting
- 438 Public companies: offence of failure to lay accounts and reports

CHAPTER 9

QUOTED COMPANIES AND TRADED COMPANIES: MEMBERS' APPROVAL OF DIRECTORS' REMUNERATION REPORT

- 439 Quoted companies and traded companies: members' approval of directors' remuneration report
- 439A Quoted companies: members' approval of directors' remuneration policy
- 440 Quoted companies and traded companies: offences in connection with procedure for approval

CHAPTER 10

FILING OF ACCOUNTS AND REPORTS

Duty to file accounts and reports

- 441 Duty to file accounts and reports with the registrar
- 442 Period allowed for filing accounts
- 443 Calculation of period allowed

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Filing obligations of different descriptions of company

- 443A Filing obligations of micro-entities
- 444 Filing obligations of small companies other than micro-entities
- 444A Filing obligations of companies entitled to small companies exemption in relation to directors' report
- 445 Filing obligations of medium-sized companies
- 446 Filing obligations of unquoted companies
- 447 Filing obligations of quoted companies
- 448 Unlimited companies exempt from obligation to file accounts
- 448A Dormant subsidiaries exempt from obligation to file accounts
- 448B Companies excluded from the dormant subsidiaries exemption
- 448C Dormant subsidiaries filing exemption: parent undertaking declaration of guarantee

Requirements where abbreviated accounts delivered

- 449 Special auditor's report where abbreviated accounts delivered
- 450 Approval and signing of abbreviated accounts

Failure to file accounts and reports

- 451 Default in filing accounts and reports: offences
- 452 Default in filing accounts and reports: court order
- 453 Civil penalty for failure to file accounts and reports

CHAPTER 11

REVISION OF DEFECTIVE ACCOUNTS AND REPORTS

Voluntary revision

- 454 Voluntary revision of accounts etc

Secretary of State's notice

- 455 Secretary of State's notice in respect of accounts or reports

Application to court

- 456 Application to court in respect of defective accounts or reports
- 457 Other persons authorised to apply to the court
- 458 Disclosure of information by tax authorities

Power of authorised person to require documents etc

- 459 Power of authorised person to require documents, information and explanations
- 460 Restrictions on disclosure of information obtained under compulsory powers
- 461 Permitted disclosure of information obtained under compulsory powers
- 462 Power to amend categories of permitted disclosure

CHAPTER 12

SUPPLEMENTARY PROVISIONS

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Liability for false or misleading statements in reports and statements

- 463 Liability for false or misleading statements in reports and statements

Accounting and reporting standards

- 464 Accounting standards

Companies qualifying as medium-sized

- 465 Companies qualifying as medium-sized: general
466 Companies qualifying as medium-sized: parent companies
467 Companies excluded from being treated as medium-sized

General power to make further provision about accounts and reports

- 468 General power to make further provision about accounts and reports
468A Use or disclosure of profit and loss accounts for certain companies

Other supplementary provisions

- 469 Preparation and filing of accounts in euros
470 Power to apply provisions to banking partnerships
471 Meaning of “annual accounts” and related expressions
472 Notes to the accounts
472A Meaning of “corporate governance statement” etc
473 Parliamentary procedure for certain regulations under this Part
474 Minor definitions

PART 16

AUDIT

CHAPTER 1

REQUIREMENT FOR AUDITED ACCOUNTS

Requirement for audited accounts

- 475 Requirement for audited accounts
476 Right of members to require audit

Exemption from audit: small companies

- 477 Small companies: conditions for exemption from audit
478 Companies excluded from small companies exemption
479 Availability of small companies exemption in case of group company

Exemption from audit: qualifying subsidiaries

- 479A Subsidiary companies: conditions for exemption from audit
479B Companies excluded from the subsidiary companies audit exemption
479C Subsidiary companies audit exemption: parent undertaking declaration of guarantee

Exemption from audit: dormant companies

- 480 Dormant companies: conditions for exemption from audit

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

481 Companies excluded from dormant companies exemption

Companies subject to public sector audit

482 Non-profit-making companies subject to public sector audit

483 Scottish public sector companies: audit by Auditor General for Scotland

General power of amendment by regulations

484 General power of amendment by regulations

CHAPTER 2

APPOINTMENT OF AUDITORS

Private companies

485 Appointment of auditors of private company: general

485A Appointment of auditors of private company: additional requirements for public interest entities with audit committees

485B Appointment of auditors of private company: additional requirements for public interest entities without audit committees

485C Restriction on appointment of auditor of private company which is a public interest entity

486 Appointment of auditors of private company: default power of Secretary of State

486A Defective appointments: default power of Secretary of State

487 Term of office of auditors of private company

487A Maximum engagement period: transitional arrangements

488 Prevention by members of deemed re-appointment of auditor

Public companies

489 Appointment of auditors of public company: general

489A Appointment of auditors of public company: additional requirements for public interest entities with audit committees

489B Appointment of auditors of public company: additional requirements for public interest entities without audit committees

489C Restriction on appointment of auditor of public company which is a public interest entity

490 Appointment of auditors of public company: default power of Secretary of State

490A Defective appointments: default power of Secretary of State

491 Term of office of auditors of public company

491A Maximum engagement period: transitional arrangements

General provisions

492 Fixing of auditor's remuneration

493 Disclosure of terms of audit appointment

494 Disclosure of services provided by auditor or associates and related remuneration

494ZA The maximum engagement period

494A Interpretation

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 3

FUNCTIONS OF AUDITOR

Auditor's report

- 495 Auditor's report on company's annual accounts
- 496 Auditor's report on strategic report and on directors' report
- 497 Auditor's report on auditable part of directors' remuneration report
- 497A Auditor's report on separate corporate governance statement

Duties and rights of auditors

- 498 Duties of auditor
- 498A Auditor's duties in relation to separate corporate governance statement
- 499 Auditor's general right to information
- 500 Auditor's right to information from overseas subsidiaries
- 501 Auditor's rights to information: offences
- 502 Auditor's rights in relation to resolutions and meetings

Signature of auditor's report

- 503 Signature of auditor's report
- 504 Senior statutory auditor
- 505 Names to be stated in published copies of auditor's report
- 506 Circumstances in which names may be omitted

Offences in connection with auditor's report

- 507 Offences in connection with auditor's report
- 508 Guidance for regulatory and prosecuting authorities: England, Wales and Northern Ireland
- 509 Guidance for regulatory authorities: Scotland

CHAPTER 4

REMOVAL, RESIGNATION, ETC OF AUDITORS

Removal of auditor

- 510 Resolution removing auditor from office
- 511 Special notice required for resolution removing auditor from office
- 511A Public interest companies: application to court to remove auditor from office
- 512 Notice to registrar of resolution removing auditor from office
- 513 Rights of auditor who has been removed from office

Failure to re-appoint auditor

- 514 Failure to re-appoint auditor: special procedure required for written resolution
- 515 Failure to re-appoint auditor: special notice required for resolution at general meeting

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Resignation of auditor

- 516 Resignation of auditor
- 517 Notice to registrar of resignation of auditor
- 518 Rights of resigning auditor

Statement by auditor on ceasing to hold office

- 519 Statement by auditor to be sent to company
- 519A Meaning of “public interest company”, “non-public interest company” and “exempt reasons”
- 520 Company's duties in relation to statement
- 521 Copy of statement to be sent to registrar
- 522 Duty of auditor to send statement to appropriate audit authority
- 523 Duty of company to notify appropriate audit authority
- 524 Provision of information to accounting authorities
- 525 Meaning of “appropriate audit authority” ...

Supplementary

- 526 Effect of casual vacancies

CHAPTER 5

QUOTED COMPANIES: RIGHT OF MEMBERS TO RAISE AUDIT CONCERNS AT ACCOUNTS MEETING

- 527 Members' power to require website publication of audit concerns
- 528 Requirements as to website availability
- 529 Website publication: company's supplementary duties
- 530 Website publication: offences
- 531 Meaning of “quoted company”

CHAPTER 6

AUDITORS' LIABILITY

Voidness of provisions protecting auditors from liability

- 532 Voidness of provisions protecting auditors from liability

Indemnity for costs of defending proceedings

- 533 Indemnity for costs of successfully defending proceedings

Liability limitation agreements

- 534 Liability limitation agreements
- 535 Terms of liability limitation agreement
- 536 Authorisation of agreement by members of the company
- 537 Effect of liability limitation agreement
- 538 Disclosure of agreement by company
- 538A Meaning of “corporate governance statement” etc

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 7

SUPPLEMENTARY PROVISIONS

539 Minor definitions

PART 17

A COMPANY'S SHARE CAPITAL

CHAPTER 1

SHARES AND SHARE CAPITAL OF A COMPANY

Shares

- 540 Shares
- 541 Nature of shares
- 542 Nominal value of shares
- 543 Numbering of shares
- 544 Transferability of shares
- 545 Companies having a share capital
- 546 Issued and allotted share capital

Share capital

- 547 Called-up share capital
- 548 Equity share capital

CHAPTER 2

ALLOTMENT OF SHARES: GENERAL PROVISIONS

Power of directors to allot shares

- 549 Exercise by directors of power to allot shares etc
- 550 Power of directors to allot shares etc: private company with only one class of shares
- 551 Power of directors to allot shares etc: authorisation by company

Prohibition of commissions, discounts and allowances

- 552 General prohibition of commissions, discounts and allowances
- 553 Permitted commission

Registration of allotment

- 554 Registration of allotment

Return of allotment

- 555 Return of allotment by limited company
- 556 Return of allotment by unlimited company allotting new class of shares
- 557 Offence of failure to make return

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Supplementary provisions

- 558 When shares are allotted
- 559 Provisions about allotment not applicable to shares taken on formation

CHAPTER 3

ALLOTMENT OF EQUITY SECURITIES: EXISTING SHAREHOLDERS' RIGHT OF PRE-EMPTION

Introductory

- 560 Meaning of “equity securities” and related expressions

Existing shareholders' right of pre-emption

- 561 Existing shareholders' right of pre-emption
- 562 Communication of pre-emption offers to shareholders
- 563 Liability of company and officers in case of contravention

Exceptions to right of pre-emption

- 564 Exception to pre-emption right: bonus shares
- 565 Exception to pre-emption right: issue for non-cash consideration
- 566 Exceptions to pre-emption right: employees' share schemes
- 566A Exception to pre-emption right: companies in financial difficulty

Exclusion of right of pre-emption

- 567 Exclusion of requirements by private companies
- 568 Exclusion of pre-emption right: articles conferring corresponding right

Disapplication of pre-emption rights

- 569 Disapplication of pre-emption rights: private company with only one class of shares
- 570 Disapplication of pre-emption rights: directors acting under general authorisation
- 571 Disapplication of pre-emption rights by special resolution
- 572 Liability for false statement in directors' statement
- 573 Disapplication of pre-emption rights: sale of treasury shares

Supplementary

- 574 References to holder of shares in relation to offer
- 575 Saving for other restrictions on offer or allotment
- 576 Saving for certain older pre-emption requirements
- 577 Provisions about pre-emption not applicable to shares taken on formation

CHAPTER 4

PUBLIC COMPANIES: ALLOTMENT WHERE ISSUE NOT FULLY SUBSCRIBED

- 578 Public companies: allotment where issue not fully subscribed
- 579 Public companies: effect of irregular allotment where issue not fully subscribed

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 5

PAYMENT FOR SHARES

General rules

- 580 Shares not to be allotted at a discount
- 581 Provision for different amounts to be paid on shares
- 582 General rule as to means of payment
- 583 Meaning of payment in cash

Additional rules for public companies

- 584 Public companies: shares taken by subscribers of memorandum
- 585 Public companies: must not accept undertaking to do work or perform services
- 586 Public companies: shares must be at least one-quarter paid up
- 587 Public companies: payment by long-term undertaking

Supplementary provisions

- 588 Liability of subsequent holders of shares
- 589 Power of court to grant relief
- 590 Penalty for contravention of this Chapter
- 591 Enforceability of undertakings to do work etc
- 592 The appropriate rate of interest

CHAPTER 6

PUBLIC COMPANIES: INDEPENDENT VALUATION OF NON-CASH CONSIDERATION

Non-cash consideration for shares

- 593 Public company: valuation of non-cash consideration for shares
- 594 Exception to valuation requirement: arrangement with another company
- 595 Exception to valuation requirement: merger or division
- 596 Non-cash consideration for shares: requirements as to valuation and report
- 597 Copy of report to be delivered to registrar

Transfer of non-cash asset in initial period

- 598 Public company: agreement for transfer of non-cash asset in initial period
- 599 Agreement for transfer of non-cash asset: requirement of independent valuation
- 600 Agreement for transfer of non-cash asset: requirements as to valuation and report
- 601 Agreement for transfer of non-cash asset: requirement of approval by members
- 602 Copy of resolution to be delivered to registrar
- 603 Adaptation of provisions in relation to company re-registering as public
- 604 Agreement for transfer of non-cash asset: effect of contravention

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Supplementary provisions

- 605 Liability of subsequent holders of shares
- 606 Power of court to grant relief
- 607 Penalty for contravention of this Chapter
- 608 Enforceability of undertakings to do work etc
- 609 The appropriate rate of interest

CHAPTER 7

SHARE PREMIUMS

The share premium account

- 610 Application of share premiums

Relief from requirements as to share premiums

- 611 Group reconstruction relief
- 612 Merger relief
- 613 Merger relief: meaning of 90% equity holding
- 614 Power to make further provision by regulations
- 615 Relief may be reflected in company's balance sheet

Supplementary provisions

- 616 Interpretation of this Chapter

CHAPTER 8

ALTERATION OF SHARE CAPITAL

How share capital may be altered

- 617 Alteration of share capital of limited company

Subdivision or consolidation of shares

- 618 Sub-division or consolidation of shares
- 619 Notice to registrar of sub-division or consolidation

Reconversion of stock into shares

- 620 Reconversion of stock into shares
- 621 Notice to registrar of reconversion of stock into shares

Redenomination of share capital

- 622 Redenomination of share capital
- 623 Calculation of new nominal values
- 624 Effect of redenomination
- 625 Notice to registrar of redenomination
- 626 Reduction of capital in connection with redenomination
- 627 Notice to registrar of reduction of capital in connection with redenomination
- 628 Redenomination reserve

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 9

CLASSES OF SHARE AND CLASS RIGHTS

Introductory

629 Classes of shares

Variation of class rights

- 630 Variation of class rights: companies having a share capital
- 631 Variation of class rights: companies without a share capital
- 632 Variation of class rights: saving for court's powers under other provisions
- 633 Right to object to variation: companies having a share capital
- 634 Right to object to variation: companies without a share capital
- 635 Copy of court order to be forwarded to the registrar

Matters to be notified to the registrar

- 636 Notice of name or other designation of class of shares
- 637 Notice of particulars of variation of rights attached to shares
- 638 Notice of new class of members
- 639 Notice of name or other designation of class of members
- 640 Notice of particulars of variation of class rights

CHAPTER 10

REDUCTION OF SHARE CAPITAL

Introductory

641 Circumstances in which a company may reduce its share capital

Private companies: reduction of capital supported by solvency statement

- 642 Reduction of capital supported by solvency statement
- 643 Solvency statement
- 644 Registration of resolution and supporting documents

Reduction of capital confirmed by the court

- 645 Application to court for order of confirmation
- 646 Creditors entitled to object to reduction
- 647 Offences in connection with list of creditors
- 648 Court order confirming reduction
- 649 Registration of order and statement of capital

Public company reducing capital below authorised minimum

- 650 Public company reducing capital below authorised minimum
- 651 Expedited procedure for re-registration as a private company

Effect of reduction of capital

- 652 Liability of members following reduction of capital
- 653 Liability to creditor in case of omission from list of creditors

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 11

MISCELLANEOUS AND SUPPLEMENTARY PROVISIONS

- 654 Treatment of reserve arising from reduction of capital
- 655 Shares no bar to damages against company
- 656 Public companies: duty of directors to call meeting on serious loss of capital
- 657 General power to make further provision by regulations

PART 18

ACQUISITION BY LIMITED COMPANY OF ITS OWN SHARES

CHAPTER 1

GENERAL PROVISIONS

Introductory

- 658 General rule against limited company acquiring its own shares
- 659 Exceptions to general rule

Shares held by company's nominee

- 660 Treatment of shares held by nominee
- 661 Liability of others where nominee fails to make payment in respect of shares

Shares held by or for public company

- 662 Duty to cancel shares in public company held by or for the company
- 663 Notice of cancellation of shares
- 664 Re-registration as private company in consequence of cancellation
- 665 Issue of certificate of incorporation on re-registration
- 666 Effect of failure to re-register
- 667 Offence in case of failure to cancel shares or re-register
- 668 Application of provisions to company re-registering as public company
- 669 Transfer to reserve on acquisition of shares by public company or nominee

Charges of public company on own shares

- 670 Public companies: general rule against lien or charge on own shares

Supplementary provisions

- 671 Interests to be disregarded in determining whether company has beneficial interest
- 672 Residual interest under pension scheme or employees' share scheme
- 673 Employer's charges and other rights of recovery
- 674 Rights as personal representative or trustee
- 675 Meaning of "pension scheme"
- 676 Application of provisions to directors

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 2

FINANCIAL ASSISTANCE FOR PURCHASE OF OWN SHARES

Introductory

677 Meaning of “financial assistance”

Circumstances in which financial assistance prohibited

- 678 Assistance for acquisition of shares in public company
- 679 Assistance by public company for acquisition of shares in its private holding company
- 680 Prohibited financial assistance an offence

Exceptions from prohibition

- 681 Unconditional exceptions
- 682 Conditional exceptions

Supplementary

683 Definitions for this Chapter

CHAPTER 3

REDEEMABLE SHARES

- 684 Power of limited company to issue redeemable shares
- 685 Terms and manner of redemption
- 686 Payment for redeemable shares
- 687 Financing of redemption
- 688 Redeemed shares treated as cancelled
- 689 Notice to registrar of redemption

CHAPTER 4

PURCHASE OF OWN SHARES

General provisions

- 690 Power of limited company to purchase own shares
- 691 Payment for purchase of own shares
- 692 Financing of purchase of own shares

Authority for purchase of own shares

- 693 Authority for purchase of own shares
- 693A Authority for off-market purchase for the purposes of or pursuant to an employees' share scheme

Authority for off-market purchase

- 694 Authority for off-market purchase
- 695 Resolution authorising off-market purchase: exercise of voting rights

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 696 Resolution authorising off-market purchase: disclosure of details of contract
- 697 Variation of contract for off-market purchase
- 698 Resolution authorising variation: exercise of voting rights
- 699 Resolution authorising variation: disclosure of details of variation
- 700 Release of company's rights under contract for off-market purchase

Authority for market purchase

- 701 Authority for market purchase

Supplementary provisions

- 702 Copy of contract or memorandum to be available for inspection
- 703 Enforcement of right to inspect copy or memorandum
- 704 No assignment of company's right to purchase own shares
- 705 Payments apart from purchase price to be made out of distributable profits
- 706 Treatment of shares purchased
- 707 Return to registrar of purchase of own shares
- 708 Notice to registrar of cancellation of shares

CHAPTER 5

REDEMPTION OR PURCHASE BY PRIVATE COMPANY OUT OF CAPITAL

Introductory

- 709 Power of private limited company to redeem or purchase own shares out of capital

The permissible capital payment

- 710 The permissible capital payment
- 711 Available profits
- 712 Determination of available profits

Requirements for payment out of capital

- 713 Requirements for payment out of capital
- 714 Directors' statement and auditor's report
- 715 Directors' statement: offence if no reasonable grounds for opinion
- 716 Payment to be approved by special resolution
- 717 Resolution authorising payment: exercise of voting rights
- 718 Resolution authorising payment: disclosure of directors' statement and auditor's report
- 719 Public notice of proposed payment
- 720 Directors' statement and auditor's report to be available for inspection

Requirements for payment out of capital: employees' share schemes

- 720A Reduced requirements for payment out of capital for purchase of own shares for the purposes of or pursuant to an employees' share scheme
- 720B Registration of resolution and supporting documents for purchase of own shares for the purposes of or pursuant to an employees' share scheme

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Objection to payment by members or creditors

- 721 Application to court to cancel resolution
- 722 Notice to registrar of court application or order

Supplementary provisions

- 723 Time when payment out of capital to be made or shares to be surrendered

CHAPTER 6

TREASURY SHARES

- 724 Treasury shares
- 725 Treasury shares: maximum holdings
- 726 Treasury shares: exercise of rights
- 727 Treasury shares: disposal
- 728 Treasury shares: notice of disposal
- 729 Treasury shares: cancellation
- 730 Treasury shares: notice of cancellation
- 731 Treasury shares: treatment of proceeds of sale
- 732 Treasury shares: offences

CHAPTER 7

SUPPLEMENTARY PROVISIONS

- 733 The capital redemption reserve
- 734 Accounting consequences of payment out of capital
- 735 Effect of company's failure to redeem or purchase
- 736 Meaning of "distributable profits"
- 737 General power to make further provision by regulations

PART 19

DEBENTURES

General provisions

- 738 Meaning of "debenture"
- 739 Perpetual debentures
- 740 Enforcement of contract to subscribe for debentures
- 741 Registration of allotment of debentures
- 742 Debentures to bearer (Scotland)

Register of debenture holders

- 743 Register of debenture holders
- 744 Register of debenture holders: right to inspect and require copy
- 745 Register of debenture holders: response to request for inspection or copy
- 746 Register of debenture holders: refusal of inspection or default in providing copy
- 747 Register of debenture holders: offences in connection with request for or disclosure of information
- 748 Time limit for claims arising from entry in register

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Supplementary provisions

- 749 Right of debenture holder to copy of deed
- 750 Liability of trustees of debentures
- 751 Liability of trustees of debentures: saving for certain older provisions
- 752 Power to re-issue redeemed debentures
- 753 Deposit of debentures to secure advances
- 754 Priorities where debentures secured by floating charge

PART 20

PRIVATE AND PUBLIC COMPANIES

CHAPTER 1

PROHIBITION OF PUBLIC OFFERS BY PRIVATE COMPANIES

- 755 Prohibition of public offers by private company
- 756 Meaning of “offer to the public”
- 757 Enforcement of prohibition: order restraining proposed contravention
- 758 Enforcement of prohibition: orders available to the court after contravention
- 759 Enforcement of prohibition: remedial order
- 760 Validity of allotment etc not affected

CHAPTER 2

MINIMUM SHARE CAPITAL REQUIREMENT FOR PUBLIC COMPANIES

- 761 Public company: requirement as to minimum share capital
- 762 Procedure for obtaining certificate
- 763 The authorised minimum
- 764 Power to alter authorised minimum
- 765 Authorised minimum: application of initial requirement
- 766 Authorised minimum: application where shares denominated in different currencies etc
- 767 Consequences of doing business etc without a trading certificate

PART 21

CERTIFICATION AND TRANSFER OF SECURITIES

CHAPTER 1

CERTIFICATION AND TRANSFER OF SECURITIES: GENERAL

Share certificates

- 768 Share certificate to be evidence of title

Issue of certificates etc on allotment

- 769 Duty of company as to issue of certificates etc on allotment

Transfer of securities

- 770 Registration of transfer

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 771 Procedure on transfer being lodged
- 772 Transfer of shares on application of transferor
- 773 Execution of share transfer by personal representative
- 774 Evidence of grant of probate etc
- 775 Certification of instrument of transfer

Issue of certificates etc on transfer

- 776 Duty of company as to issue of certificates etc on transfer
- 777 Issue of certificates etc: cases within the Stock Transfer Act 1982

Issue of certificates etc on allotment or transfer to financial institution

- 778 Issue of certificates etc: allotment or transfer to financial institution

Share warrants

- 779 Prohibition on issue of new share warrants and effect of existing share warrants
- 780 Duty of company as to issue of certificates on surrender of share warrant
- 781 Offences in connection with share warrants (Scotland)

Supplementary provisions

- 782 Issue of certificates etc: court order to make good default

CHAPTER 2

EVIDENCING AND TRANSFER OF TITLE TO SECURITIES WITHOUT WRITTEN INSTRUMENT

Introductory

- 783 Scope of this Chapter
- 784 Power to make regulations

Powers exercisable

- 785 Provision enabling procedures for evidencing and transferring title
- 786 Provision enabling or requiring arrangements to be adopted
- 787 Provision enabling or requiring arrangements to be adopted: order-making powers

Supplementary

- 788 Provision that may be included in regulations
- 789 Duty to consult
- 790 Resolutions to be forwarded to registrar

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

PART 21A

INFORMATION ABOUT PEOPLE WITH SIGNIFICANT CONTROL

CHAPTER 1

INTRODUCTION

- 790A Overview
- 790B Companies to which this Part applies
- 790C Key terms
- 790CA References to “confirmation” etc of information

CHAPTER 2

INFORMATION-GATHERING

Duty on companies

- 790CB Duty to find out about persons with significant control
- 790D Company’s duty to give notices to persons with significant control
- 790DA Obtaining information from third parties
- 790E Company’s duty to find out about changes in PSC information
- 790EA Company’s duty to find out about persons ceasing to be PSCs
- 790EB Company’s duty to notify failure to comply with notices
- 790EC Company’s duty to notify of late compliance with notices
- 790ED Company’s duty to notify that it has given a restrictions notice
- 790EE Company’s duty to notify that it has withdrawn a restrictions notice
- 790EF Company’s duty to notify that court has ended restrictions
- 790F Failure by company to comply with information duties

Duty on others

- 790G Duty to notify company on becoming PSC
- 790H Duty to notify company of changes in PSC information
- 790HA Duty to notify company of ceasing to be a PSC

Compliance

- 790I Enforcement of disclosure requirements

Power to impose further duties

- 790IA Power to impose further duties involving nominee shareholders

Exemption from information and registration requirements

- 790J Power to make exemptions

Required particulars

- 790K Required particulars
- 790L Required particulars: power to amend

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 2A

DUTY TO NOTIFY REGISTRAR OF PERSONS WITH SIGNIFICANT CONTROL AND ID VERIFICATION

Duty to notify registrar of persons with significant control

- 790LA Duty to notify registrar of confirmed persons with significant control
- 790LB Option to provide ID verification information in notice of change
- 790LC Duty to notify registrar of unconfirmed persons with significant control

Duty to notify registrar of changes in required particulars

- 790LD Duties to notify of changes in required particulars
- 790LE Duty to notify of pre-incorporation changes in required particulars

Duty to notify registrar of person ceasing to be person with significant control etc

- 790LF Duty to notify registrar when person ceases to have significant control
- 790LG Notification of someone not becoming person with significant control on incorporation
- 790LH Duty to notify registrar if company has no persons with significant control
- 790LI Power to create further duties to notify information
- 790LJ Persons with significant control: offence of failure to notify
- 790LK Power of court to order company to remedy defaults or delay
- 790LL Information as to whether information has been delivered

Identity verification obligations for persons with significant control

- 790LM Initial identity verification: registrable persons
- 790LN Initial identity verification for registrable persons: transitional cases
- 790LO Initial identity verification: registrable relevant legal entities
- 790LP Initial identity verification in respect of registrable relevant legal entities: transitional cases
- 790LQ Registrable persons: duty to maintain verified identity status
- 790LR Registrable relevant legal entities: duty to maintain registered officer whose identity is verified
- 790LS Registrable relevant legal entities: change of registered relevant officer
- 790LT Offence of failing to comply with sections 790LM to 790LR

CHAPTER 3

REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL

- 790M Duty to keep register
- 790N Register to be kept available for inspection
- 790O Rights to inspect and require copies
- 790P PSC register: response to request for inspection or copy
- 790Q PSC register: refusal of inspection or default in providing copy
- 790R PSC register: offences in connection with request for or disclosure of information
- 790S Information as to state of register
- 790T Protected information
- 790U Removal of entries from the register

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 790V Power of court to rectify register
- 790VA Notification of changes to the registrar

CHAPTER 4

ALTERNATIVE METHOD OF RECORD-KEEPING

- 790W Introductory
- 790X Right to make an election
- 790Y Effective date of election
- 790Z Effect of election on obligations under Chapter 3
- 790ZA Duty to notify registrar of changes
- 790ZB Information as to state of central register
- 790ZC Power of court to order company to remedy default or delay
- 790ZD Withdrawing the election
- 790ZE Power to extend option to public companies

CHAPTER 5

PROTECTION FROM DISCLOSURE

- 790ZF Protection of information as to usual residential address
- 790ZG Power to make regulations protecting material
- 790ZH Offence of failing to comply with regulations under section 790ZG

PART 22

INFORMATION ABOUT INTERESTS IN A COMPANY'S SHARES

Introductory

- 791 Companies to which this Part applies
- 792 Shares to which this Part applies

Notice requiring information about interests in shares

- 793 Notice by company requiring information about interests in its shares
- 794 Notice requiring information: order imposing restrictions on shares
- 795 Notice requiring information: offences
- 796 Notice requiring information: persons exempted from obligation to comply

Orders imposing restrictions on shares

- 797 Consequences of order imposing restrictions
- 798 Penalty for attempted evasion of restrictions
- 799 Relaxation of restrictions
- 800 Removal of restrictions
- 801 Order for sale of shares
- 802 Application of proceeds of sale under court order

Power of members to require company to act

- 803 Power of members to require company to act
- 804 Duty of company to comply with requirement
- 805 Report to members on outcome of investigation

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 806 Report to members: offences
- 807 Right to inspect and request copy of reports

Register of interests disclosed

- 808 Register of interests disclosed
- 809 Register to be kept available for inspection
- 810 Associated index
- 811 Rights to inspect and require copy of entries
- 812 Court supervision of purpose for which rights may be exercised
- 813 Register of interests disclosed: refusal of inspection or default in providing copy
- 814 Register of interests disclosed: offences in connection with request for or disclosure of information
- 815 Entries not to be removed from register
- 816 Removal of entries from register: old entries
- 817 Removal of entries from register: incorrect entry relating to third party
- 818 Adjustment of entry relating to share acquisition agreement
- 819 Duty of company ceasing to be public company

Meaning of interest in shares

- 820 Interest in shares: general
- 821 Interest in shares: right to subscribe for shares
- 822 Interest in shares: family interests
- 823 Interest in shares: corporate interests
- 824 Interest in shares: agreement to acquire interests in a particular company
- 825 Extent of obligation in case of share acquisition agreement

Other supplementary provisions

- 826 Information protected from wider disclosure
- 827 Reckoning of periods for fulfilling obligations
- 828 Power to make further provision by regulations

PART 23

DISTRIBUTIONS

CHAPTER 1

RESTRICTIONS ON WHEN DISTRIBUTIONS MAY BE MADE

Introductory

- 829 Meaning of “distribution”

General rules

- 830 Distributions to be made only out of profits available for the purpose
- 831 Net asset restriction on distributions by public companies

Distributions by investment companies or Solvency 2 insurance companies

- 832 Distributions by investment companies out of accumulated revenue profits
- 833 Meaning of “investment company”

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 833A Distributions by insurance companies authorised under the Solvency 2 Directive
- 834 Investment company: condition as to holdings in other companies
- 835 Power to extend provisions relating to investment companies

CHAPTER 2

JUSTIFICATION OF DISTRIBUTION BY REFERENCE TO ACCOUNTS

Justification of distribution by reference to accounts

- 836 Justification of distribution by reference to relevant accounts

Requirements applicable in relation to relevant accounts

- 837 Requirements where last annual accounts used
- 838 Requirements where interim accounts used
- 839 Requirements where initial accounts used

Application of provisions to successive distributions etc

- 840 Successive distributions etc by reference to the same accounts

CHAPTER 3

SUPPLEMENTARY PROVISIONS

Accounting matters

- 841 Realised losses and profits and revaluation of fixed assets
- 842 Determination of profit or loss in respect of asset where records incomplete
- 843 Realised profits and losses of long-term insurance business of certain insurance companies
- 844 Treatment of development costs

Distributions in kind

- 845 Distributions in kind: determination of amount
- 846 Distributions in kind: treatment of unrealised profits

Consequences of unlawful distribution

- 847 Consequences of unlawful distribution

Other matters

- 848 Saving for certain older provisions in articles
- 849 Restriction on application of unrealised profits
- 850 Treatment of certain older profits or losses
- 851 Application of rules of law restricting distributions
- 852 Saving for other restrictions on distributions
- 853 Minor definitions

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

PART 24

ANNUAL CONFIRMATION OF ACCURACY OF INFORMATION ON REGISTER

- 853A Duty to deliver confirmation statements
- 853B Duties to notify a relevant event
- 853BA Duty to confirm lawful purpose
- 853C Duty to notify a change in company's principal business activities
- 853CA Duty to notify a change in registered office
- 853CB Duty to notify a change in registered email address
- 853D Duty to deliver statement of capital
- 853E Duty to notify trading status of shares
- 853F Duty to deliver shareholder information: non-traded companies
- 853G Duty to deliver shareholder information: certain traded companies
- 853H Duty to deliver information about exemption from Part 21A
- 853I Duty to deliver information about people with significant control
- 853J Power to amend duties to deliver certain information
- 853K Confirmation statements: power to make further provision by regulations
- 853L Failure to deliver confirmation statement
- 854 Duty to deliver annual returns
- 855 Contents of annual return: general
- 855A Required particulars of directors and secretaries
- 856 Contents of annual return: information about shares and share capital
- 856A Contents of annual return: information about shareholders: non-traded companies
- 856B Contents of annual return: information about shareholders: certain traded companies
- 857 Contents of annual return: power to make further provision by regulations
- 858 Failure to deliver annual return
- 859 Application of provisions to shadow directors

PART 25

COMPANY CHARGES

CHAPTER A1

REGISTRATION OF COMPANY CHARGES

Company charges

- 859A Charges created by a company
- 859B Charge in series of debentures
- 859C Charges existing on property or undertaking acquired
- 859D Particulars to be delivered to registrar
- 859E Date of creation of charge
- 859F Extension of period allowed for delivery
- 859G Personal information etc in certified copies

Consequence of non-delivery

- 859H Consequence of failure to deliver charges

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

The register

- 859I Entries on the register
- 859J Company holding property or undertaking as trustee
- 859K Registration of enforcement of security
- 859L Entries of satisfaction and release
- 859M Rectification of register
- 859N Replacement of instrument or debenture
- 859O Notification of addition to or amendment of charge

Companies' records and registers

- 859P Companies to keep copies of instruments creating and amending charges
- 859Q Instruments creating charges to be available for inspection

CHAPTER 1

COMPANIES REGISTERED IN ENGLAND AND WALES OR IN NORTHERN IRELAND

Requirement to register company charges

- 860 Charges created by a company
- 861 Charges which have to be registered: supplementary
- 862 Charges existing on property acquired

Special rules about debentures

- 863 Charge in series of debentures
- 864 Additional registration requirement for commission etc in relation to debentures
- 865 Endorsement of certificate on debentures

Charges in other jurisdictions

- 866 Charges created in, or over property in, jurisdictions outside the United Kingdom
- 867 Charges created in, or over property in, another United Kingdom jurisdiction

Orders charging land: Northern Ireland

- 868 Northern Ireland: registration of certain charges etc. affecting land

The register of charges

- 869 Register of charges to be kept by registrar
- 870 The period allowed for registration
- 871 Registration of enforcement of security
- 872 Entries of satisfaction and release
- 873 Rectification of register of charges

Avoidance of certain charges

- 874 Consequence of failure to register charges created by a company

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Companies' records and registers

- 875 Companies to keep copies of instruments creating charges
- 876 Company's register of charges
- 877 Instruments creating charges and register of charges to be available for inspection

CHAPTER 2

COMPANIES REGISTERED IN SCOTLAND

Charges requiring registration

- 878 Charges created by a company
- 879 Charges which have to be registered: supplementary
- 880 Duty to register charges existing on property acquired
- 881 Charge by way of ex facie absolute disposition, etc

Special rules about debentures

- 882 Charge in series of debentures
- 883 Additional registration requirement for commission etc in relation to debentures

Charges on property outside the United Kingdom

- 884 Charges on property outside United Kingdom

The register of charges

- 885 Register of charges to be kept by registrar
- 886 The period allowed for registration
- 887 Entries of satisfaction and relief
- 888 Rectification of register of charges

Avoidance of certain charges

- 889 Charges void unless registered

Companies' records and registers

- 890 Copies of instruments creating charges to be kept by company
- 891 Company's register of charges
- 892 Instruments creating charges and register of charges to be available for inspection

CHAPTER 3

POWERS OF THE SECRETARY OF STATE

- 893 Power to make provision for effect of registration in special register
- 894 General power to make amendments to this Part

PART 26

ARRANGEMENTS AND RECONSTRUCTIONS: GENERAL

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Application of this Part

895 Application of this Part

Meeting of creditors or members

896 Court order for holding of meeting
897 Statement to be circulated or made available
898 Duty of directors and trustees to provide information

Court sanction for compromise or arrangement

899 Court sanction for compromise or arrangement

Special cases

899A Moratorium debts, etc

Reconstructions and amalgamations

900 Powers of court to facilitate reconstruction or amalgamation

Obligations of company with respect to articles etc

901 Obligations of company with respect to articles etc

PART 26A

ARRANGEMENTS AND RECONSTRUCTIONS: COMPANIES IN FINANCIAL DIFFICULTY

Application of this Part

901A Application of this Part
901B Power to exclude companies providing financial services, etc

Meeting of creditors or members

901C Court order for holding of meeting
901D Statement to be circulated or made available
901E Duty of directors and trustees to provide information

Court sanction for compromise or arrangement

901F Court sanction for compromise or arrangement
901G Sanction for compromise or arrangement where one or more classes dissent

Special cases

901H Moratorium debts, etc
901I Pension schemes

Reconstructions and amalgamations

901J Powers of court to facilitate reconstruction or amalgamation

Obligations of company with respect to articles etc

901K Obligations of company with respect to articles etc

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Power to amend Act

901L Power to amend Act

PART 27

MERGERS AND DIVISIONS OF PUBLIC COMPANIES

CHAPTER 1

INTRODUCTORY

- 902 Application of this Part
- 903 Relationship of this Part to Parts 26 and 26A

CHAPTER 2

MERGER

Introductory

- 904 Mergers and merging companies

Requirements applicable to merger

- 905 Draft terms of scheme (merger)
- 906 Publication of draft terms by registrar(merger)
- 906A Publication of draft terms on company website (merger)
- 907 Approval of members of merging companies
- 908 Directors' explanatory report (merger)
- 909 Expert's report (merger)
- 910 Supplementary accounting statement (merger)
- 911 Inspection of documents (merger)
- 911A Publication of documents on company website (merger)
- 911B Report on material changes of assets of merging companies
- 912 Approval of articles of new transferee company (merger)
- 913 Protection of holders of securities to which special rights attached (merger)
- 914 No allotment of shares to transferor company or its nominee (merger)

Exceptions where shares of transferor company held by transferee company

- 915 Circumstances in which certain particulars and reports not required (merger)
- 915A Other circumstances in which reports and inspection not required (merger)
- 916 Circumstances in which meeting of members of transferee company not required (merger)
- 917 Circumstances in which no meetings required (merger)

Other exceptions

- 917A Other circumstances in which meeting of members of transferor company not required (merger)
- 918 Other circumstances in which meeting of members of transferee company not required (merger)

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

918A Agreement to dispense with reports etc (merger)

CHAPTER 3

DIVISION

Introductory

919 Divisions and companies involved in a division

Requirements to be complied with in case of division

- 920 Draft terms of scheme (division)
- 921 Publication of draft terms by registrar (division)
- 921A Publication of draft terms on company website (division)
- 922 Approval of members of companies involved in the division
- 923 Directors' explanatory report (division)
- 924 Expert's report (division)
- 925 Supplementary accounting statement (division)
- 926 Inspection of documents (division)
- 926A Publication of documents on company website (division)
- 927 Report on material changes of assets of transferor company (division)
- 928 Approval of articles of new transferee company (division)
- 929 Protection of holders of securities to which special rights attached (division)
- 930 No allotment of shares to transferor company or its nominee (division)

Exceptions where shares of transferor company held by transferee company

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

Other exceptions

- 931A Other circumstances in which meeting of members of transferor company not required (division)
- 932 Circumstances in which meeting of members of transferee company not required (division)
- 933 Agreement to dispense with reports etc (division)
- 933A Certain requirements excluded where shareholders given proportional rights (division)
- 934 Power of court to exclude certain requirements (division)

CHAPTER 4

SUPPLEMENTARY PROVISIONS

Expert's report and related matters

- 935 Expert's report: valuation by another person
- 936 Experts and valuers: independence requirement
- 937 Experts and valuers: meaning of "associate"

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Powers of the court

- 938 Power of court to summon meeting of members or creditors of existing transferee company
- 939 Court to fix date for transfer of undertaking etc of transferor company

Liability of transferee companies

- 940 Liability of transferee companies for each other's defaults

Disruption of websites

- 940A Disregard of website failures beyond control of company

Interpretation

- 941 Meaning of “liabilities” and “property”

PART 28

TAKEOVERS ETC

CHAPTER 1

THE TAKEOVER PANEL

The Panel and its rules

- 942 The Panel
- 943 Rules
- 944 Further provisions about rules
- 945 Rulings
- 946 Directions

Information

- 947 Power to require documents and information
- 948 Restrictions on disclosure
- 949 Offence of disclosure in contravention of section 948

Co-operation

- 950 Panel's duty of co-operation

Hearings and appeals

- 951 Hearings and appeals

Contravention of rules etc

- 952 Sanctions
- 953 Failure to comply with rules about bid documentation
- 954 Compensation
- 955 Enforcement by the court
- 956 No action for breach of statutory duty etc

Funding

- 957 Fees and charges

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 958 Levy
- 959 Recovery of fees, charges or levy

Miscellaneous and supplementary

- 960 Panel as party to proceedings
- 961 Exemption from liability in damages
- 962 Privilege against self-incrimination
- 963 Annual reports
- 964 Amendments to Financial Services and Markets Act 2000
- 965 Power to extend to Isle of Man and Channel Islands

CHAPTER 2

IMPEDIMENTS TO TAKEOVERS

Opting in and opting out

- 966 Opting in and opting out
- 967 Further provision about opting-in and opting-out resolutions

Consequences of opting in

- 968 Effect on contractual restrictions
- 969 Power of offeror to require general meeting to be called

Supplementary

- 970 Communication of decisions
- 971 Interpretation of this Chapter
- 972 Transitory provision
- 973 Power to extend to Isle of Man and Channel Islands

CHAPTER 3

“SQUEEZE-OUT” AND “SELL-OUT”

Takeover offers

- 974 Meaning of “takeover offer”
- 975 Shares already held by the offeror etc
- 976 Cases where offer treated as being on same terms
- 977 Shares to which an offer relates
- 978 Effect of impossibility etc of communicating or accepting offer

“Squeeze-out”

- 979 Right of offeror to buy out minority shareholder
- 980 Further provision about notices given under section 979
- 981 Effect of notice under section 979
- 982 Further provision about consideration held on trust under section 981(9)

“Sell-out”

- 983 Right of minority shareholder to be bought out by offeror
- 984 Further provision about rights conferred by section 983

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

985 Effect of requirement under section 983

Supplementary

986 Applications to the court

987 Joint offers

Interpretation

988 Associates

989 Convertible securities

990 Debentures carrying voting rights

991 Interpretation

CHAPTER 4

AMENDMENTS TO PART 7 OF THE COMPANIES ACT 1985

992 Matters to be dealt with in directors' report

PART 29

FRAUDULENT TRADING

993 Offence of fraudulent trading

PART 30

PROTECTION OF MEMBERS AGAINST UNFAIR PREJUDICE

Main provisions

994 Petition by company member

995 Petition by Secretary of State

996 Powers of the court under this Part

Supplementary provisions

997 Application of general rule-making powers

998 Copy of order affecting company's constitution to be delivered to registrar

999 Supplementary provisions where company's constitution altered

PART 31

DISSOLUTION AND RESTORATION TO THE REGISTER

CHAPTER 1

STRIKING OFF

Registrar's power to strike off defunct company

1000 Power to strike off company not carrying on business or in operation

1001 Duty to act in case of company being wound up

1002 Supplementary provisions as to service of communication or notice

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Registrar's power to strike off company registered on false basis

1002A Power to strike off company registered on false basis

Voluntary striking off

- 1003 Striking off on application by company
- 1004 Circumstances in which application not to be made: activities of company
- 1005 Circumstances in which application not to be made: other proceedings not concluded
- 1006 Copy of application to be given to members, employees, etc
- 1007 Copy of application to be given to new members, employees, etc
- 1008 Copy of application: provisions as to service of documents
- 1009 Circumstances in which application to be withdrawn
- 1010 Withdrawal of application
- 1011 Meaning of "creditor"

CHAPTER 2

PROPERTY OF DISSOLVED COMPANY

Property vesting as bona vacantia

- 1012 Property of dissolved company to be bona vacantia
- 1013 Crown disclaimer of property vesting as bona vacantia
- 1014 Effect of Crown disclaimer

Effect of Crown disclaimer: England and Wales and Northern Ireland

- 1015 General effect of disclaimer
- 1016 Disclaimer of leaseholds
- 1017 Power of court to make vesting order
- 1018 Protection of persons holding under a lease
- 1019 Land subject to rentcharge

Effect of Crown disclaimer: Scotland

- 1020 General effect of disclaimer
- 1021 Power of court to make vesting order
- 1022 Protection of persons holding under a lease

Supplementary provisions

- 1023 Liability for rentcharge on company's land after dissolution

CHAPTER 3

RESTORATION TO THE REGISTER

Administrative restoration to the register

- 1024 Application for administrative restoration to the register
- 1025 Requirements for administrative restoration
- 1026 Application to be accompanied by statement of compliance
- 1027 Registrar's decision on application for administrative restoration

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 1028 Effect of administrative restoration
- 1028A Administrative restoration of company with share warrants

Restoration to the register by the court

- 1029 Application to court for restoration to the register
- 1030 When application to the court may be made
- 1031 Decision on application for restoration by the court
- 1032 Effect of court order for restoration to the register
- 1032A Restoration by court of company with share warrants

Supplementary provisions

- 1033 Company's name on restoration
- 1034 Effect of restoration to the register where property has vested as bona vacantia

PART 32

COMPANY INVESTIGATIONS: AMENDMENTS

- 1035 Powers of Secretary of State to give directions to inspectors
- 1036 Resignation, removal and replacement of inspectors
- 1037 Power to obtain information from former inspectors etc
- 1038 Power to require production of documents
- 1039 Disqualification orders: consequential amendments

PART 33

UK COMPANIES NOT FORMED UNDER COMPANIES LEGISLATION

CHAPTER 1

COMPANIES NOT FORMED UNDER COMPANIES LEGISLATION BUT AUTHORISED TO REGISTER

- 1040 Companies authorised to register under this Act
- 1041 Definition of “joint stock company”
- 1042 Power to make provision by regulations

CHAPTER 2

UNREGISTERED COMPANIES

- 1043 Unregistered companies

PART 34

OVERSEAS COMPANIES

Introductory

- 1044 Overseas companies
- 1045 Company contracts and execution of documents by companies

Registration of particulars

- 1046 Duty to register particulars
- 1047 Registered name of overseas company

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 1048 Registration under alternative name
- 1048A Registered addresses of an overseas company
- 1048B Identity verification of directors

Other requirements

- 1049 Accounts and reports: general
- 1050 Accounts and reports: credit or financial institutions
- 1051 Trading disclosures
- 1052 Company charges
- 1053 Other returns etc

Supplementary

- 1054 Offences
- 1055 Disclosure of individual's residential address: protection from disclosure
- 1056 Requirement to identify persons authorised to accept service of documents
- 1057 Registrar to whom returns, notices etc to be delivered
- 1058 Duty to give notice of ceasing to have registrable presence
- 1059 Application of provisions in case of relocation of branch

PART 35

THE REGISTRAR OF COMPANIES

SCHEME OF THIS PART SCHEME OF THIS PART
(1) THE SCHEME OF THIS PART IS AS FOLLOWS.

Scheme of this Part

- 1059A Scheme of this Part

The registrar

- 1060 The registrar
- 1061 The registrar's functions
- 1062 The registrar's official seal
- 1062A Analysis of information for the purposes of crime prevention or detection
- 1063 Fees payable to registrar

Certificates of incorporation

- 1064 Public notice of issue of certificate of incorporation
- 1065 Right to certificate of incorporation

Registered numbers

- 1066 Company's registered numbers
- 1067 Registered numbers of UK establishments of overseas company

Who may deliver documents to the registrar

- 1067A Delivery of documents: identity verification requirements etc
- 1067B Disqualification from delivering documents

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Delivery of documents to the registrar

- 1068 Registrar's requirements as to form, authentication and manner of delivery
- 1068A Registrar's rules requiring documents to be delivered together
- 1069 Power to require delivery by electronic means
- 1070 Agreement for delivery by electronic means
- 1071 Document not delivered until received

Requirements for proper delivery

- 1072 Requirements for proper delivery
- 1073 Power to accept documents not meeting requirements for proper delivery
- 1073A Power to reject documents for discrepancies
- 1074 Documents containing unnecessary material
- 1075 Informal correction of document
- 1076 Replacement of document not meeting requirements for proper delivery

Public notice of receipt of certain documents

- 1077 Public notice of receipt of certain documents
- 1078 Enhanced disclosure documents
- 1079 Effect of failure to give public notice
- 1079A Provision of information for publication on European e-Justice portal

Notice of receipt of documents about new directors

- 1079B Duty to notify directors

The register

- 1080 The register
- 1081 Annotation of the register
- 1081A Registrar's objectives to promote integrity of registers etc
- 1082 Allocation of unique identifiers
- 1083 Preservation of original documents
- 1084 Records relating to companies that have been dissolved etc
- 1084A Recording of optional information on register

Inspection etc of the register

- 1085 Inspection of the register
- 1086 Right to copy of material on the register
- 1087 Material not available for public inspection
- 1087ZA Required particulars available for public inspection for limited period
- 1087A Protection of date of birth information
- 1087B Protection of date of birth information in old documents
- 1087C Disclosure of date of birth information
- 1088 Power to make regulations protecting material
- 1089 Form of application for inspection or copy
- 1090 Form and manner in which copies to be provided
- 1091 Certification of copies as accurate
- 1092 Issue of process for production of records kept by the registrar

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Additional information

- 1092A Power to require information
- 1092B Offence relating to provision of information
- 1092C Privilege against self-incrimination

Correction or removal of material on the register

- 1093 Registrar's notice to resolve inconsistency ...
- 1094 Removal of material from the register
- 1094A Further provision about removal of material from the register
- 1094AB Power of court to make consequential orders following removal
- 1095 Rectification of register on application to registrar
- 1095A Rectification of register to resolve a discrepancy
- 1096 Rectification of the register under court order
- 1097 Powers of court on ordering removal of material from the register
- 1097A Rectification of register relating to company registered office
- 1097B Rectification of register: service addresses
- 1097C Rectification of register: principal office addresses
- 1098 Public notice of removal of certain material from the register

Authorised corporate service providers

- 1098A Meaning of “authorised corporate service provider”
- 1098B Application to become authorised corporate service provider
- 1098C The required information about an applicant
- 1098D Delivery of applications under section 1098B on behalf of a firm
- 1098E Updating duties of authorised corporate service providers
- 1098F Ceasing to be an authorised corporate service provider
- 1098G Power to impose duties to provide information
- 1098H Power to enable authorisation of foreign corporate service providers

The registrar's index of company names

- 1099 The registrar's index of company names
- 1100 Right to inspect index
- 1101 Power to amend enactments relating to bodies other than companies

Language requirements: translation

- 1102 Application of language requirements
- 1103 Documents to be drawn up and delivered in English
- 1104 Documents relating to Welsh companies
- 1105 Documents that may be drawn up and delivered in other languages
- 1106 Voluntary filing of translations
- 1107 Certified translations

Language requirements: transliteration

- 1108 Transliteration of names and addresses: permitted characters
- 1109 Transliteration of names and addresses: voluntary transliteration into Roman characters
- 1110 Transliteration of names and addresses: certification

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Identity verification

- 1110A Meaning of “identity is verified”
- 1110B Verification requirements
- 1110C Identity verification: exemption on national security grounds etc

Discrepancy reporting

- 1110D Power to require businesses to report discrepancies

Disclosure of information

- 1110E Disclosure to the registrar
- 1110F Disclosure by the registrar
- 1110G Disclosure: supplementary

Supplementary provisions

- 1111 Registrar's requirements as to certification or verification
- 1112 False statements: basic offence
- 1112A False statements: aggravated offence
- 1112B False statements offences: national security etc defence
- 1113 Enforcement of company's filing obligations
- 1114 Application of provisions about documents and delivery
- 1115 Supplementary provisions relating to electronic communications
- 1116 Alternative to publication in the Gazette
- 1117 Registrar's rules
- 1118 Payments into the Consolidated Fund
- 1119 Contracting out of registrar's functions
- 1120 Application of this Part to overseas companies

PART 36

OFFENCES UNDER THE COMPANIES ACTS AND FINANCIAL PENALTIES

Liability of officer in default

- 1121 Liability of officer in default
- 1122 Liability of company as officer in default
- 1123 Application to bodies other than companies

Offences under the Companies Act 1985

- 1124 Amendments of the Companies Act 1985

General provisions

- 1125 Meaning of “daily default fine”
- 1126 Consents required for certain prosecutions
- 1127 Summary proceedings: venue
- 1128 Summary proceedings: time limit for proceedings
- 1129 Legal professional privilege
- 1130 Proceedings against unincorporated bodies
- 1131 Imprisonment on summary conviction in England and Wales: transitory provision

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Production and inspection of documents

- 1132 Production and inspection of documents where offence suspected

Financial penalties

- 1132A Power to make provision for financial penalties

Supplementary

- 1133 Transitional provision

PART 37

COMPANIES: SUPPLEMENTARY PROVISIONS

Company records

- 1134 Meaning of “company records”
1135 Form of company records
1136 Regulations about where certain company records to be kept available for inspection
1137 Regulations about inspection of records and provision of copies
1138 Duty to take precautions against falsification

Service addresses

- 1139 Service of documents on company
1140 Service of documents on directors, secretaries and others
1141 Service addresses
1142 Requirement to give service address

Sending or supplying documents or information

- 1143 The company communications provisions
1144 Sending or supplying documents or information
1145 Right to hard copy version
1146 Requirement of authentication
1147 Deemed delivery of documents and information
1148 Interpretation of company communications provisions

Requirements as to independent valuation

- 1149 Application of valuation requirements
1150 Valuation by qualified independent person
1151 The independence requirement
1152 Meaning of “associate”
1153 Valuer entitled to full disclosure

Notice of appointment of certain officers

- 1154 Duty to notify registrar of certain appointments etc
1155 Offence of failure to give notice

Courts and legal proceedings

- 1156 Meaning of “the court”
1157 Power of court to grant relief in certain cases

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

PART 38

COMPANIES: INTERPRETATION

Meaning of “UK-registered company”

- 1158 Meaning of “UK-registered company”

Meaning of “subsidiary” and related expressions

- 1159 Meaning of “subsidiary” etc
1160 Meaning of “subsidiary” etc: power to amend

Meaning of “undertaking” and related expressions

- 1161 Meaning of “undertaking” and related expressions
1162 Parent and subsidiary undertakings

Other definitions

- 1163 “Non-cash asset”
1164 Meaning of “banking company” and “banking group”
1165 Meaning of “insurance company” and related expressions
1166 “Employees' share scheme”
1167 Meaning of “prescribed”
1168 Hard copy and electronic form and related expressions
1169 Dormant companies
1170 Meaning of “EEA State” and related expressions
1170A Receiver or manager and certain related references
1170B Meaning of “contributory”
1171 The former Companies Acts

General

- 1172 References to requirements of this Act
1173 Minor definitions: general
1174 Index of defined expressions

PART 39

COMPANIES: MINOR AMENDMENTS

- 1175 Removal of special provisions about accounts and audit of charitable companies
1176 Power of Secretary of State to bring civil proceedings on company's behalf
1177 Repeal of certain provisions about company directors
1178 Repeal of requirement that certain companies publish periodical statement
1179 Repeal of requirement that Secretary of State prepare annual report
1180 Repeal of certain provisions about company charges
1181 Access to constitutional documents of RTE and RTM companies

PART 40

COMPANY DIRECTORS: FOREIGN DISQUALIFICATION ETC

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Introductory

- 1182 Persons subject to foreign restrictions
- 1183 Meaning of “the court” and “UK company”

Power to disqualify

- 1184 Disqualification of persons subject to foreign restrictions
- 1185 Disqualification regulations: supplementary
- 1186 Offence of breach of disqualification

Power to make persons liable for company's debts

- 1187 Personal liability for debts of company

Power to require statements to be sent to the registrar of companies

- 1188 Statements from persons subject to foreign restrictions
- 1189 Statements from persons disqualified
- 1190 Statements: whether to be made public
- 1191 Offences

PART 41

BUSINESS NAMES

CHAPTER 1

RESTRICTED OR PROHIBITED NAMES

Introductory

- 1192 Application of this Chapter

Sensitive words or expressions

- 1193 Name suggesting connection with government or public authority
- 1194 Other sensitive words or expressions
- 1195 Requirement to seek comments of government department or other relevant body
- 1196 Withdrawal of Secretary of State's approval
- 1196A Names suggesting connection with foreign governments etc

Misleading names

- 1197 Name containing inappropriate indication of company type or legal form
- 1198 Name giving misleading indication of activities

Restrictions where a company has been required to change a name

- 1198A Name that a company has been required to change
- 1198B Name that another company has been required to change

Supplementary

- 1199 Savings for existing lawful business names
- 1199A Exceptions based on national security etc

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

CHAPTER 2

DISCLOSURE REQUIRED IN CASE OF INDIVIDUAL OR PARTNERSHIP

Introductory

- 1200 Application of this Chapter
- 1201 Information required to be disclosed

Disclosure requirements

- 1202 Disclosure required: business documents etc
- 1203 Exemption for large partnerships if certain conditions met
- 1204 Disclosure required: business premises

Consequences of failure to make required disclosure

- 1205 Criminal consequences of failure to make required disclosure
- 1206 Civil consequences of failure to make required disclosure

CHAPTER 3

SUPPLEMENTARY

- 1207 Application of general provisions about offences
- 1208 Interpretation

PART 42

STATUTORY AUDITORS

CHAPTER 1

INTRODUCTORY

- 1209 Main purposes of Part
- 1210 Meaning of “statutory auditor” etc
- 1211 Eligibility for appointment as a statutory auditor: overview

CHAPTER 2

INDIVIDUALS AND FIRMS

Eligibility for appointment

- 1212 Individuals and firms: eligibility for appointment as a statutory auditor
- 1213 Effect of ineligibility

Independence requirement

- 1214 Independence requirement
- 1215 Effect of lack of independence

Effect of appointment of a partnership

- 1216 Effect of appointment of a partnership

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Supervisory bodies

- 1217 Supervisory bodies
- 1218 Exemption from liability for damages

Professional qualifications

- 1219 Appropriate qualifications
- 1220 Qualifying bodies and recognised professional qualifications
- 1221 Approval of third country qualifications
- 1222 Eligibility of individuals retaining only 1967 Act authorisation

Information

- 1223 Matters to be notified to the Secretary of State
- 1223ZA Matters to be notified to the competent authority
- 1223A Notification of matters relevant to approved third country competent authorities
- 1224 The Secretary of State's power to call for information
- 1224ZA The competent authority's power to call for information
- 1224A Restrictions on disclosure
- 1224B Offence of disclosure in contravention of section 1224A

Enforcement

- 1225 Enforcement: general
- 1225A Directions: general
- 1225B Directions: supplementary
- 1225C Compliance orders
- 1225D Financial penalties: general
- 1225E Financial penalties: supplementary
- 1225F Appeals against financial penalties
- 1225G Recovery of financial penalties

CHAPTER 3

AUDITORS GENERAL

Eligibility for appointment

- 1226 Auditors General: eligibility for appointment as a statutory auditor

Conduct of audits

- 1227 Individuals responsible for audit work on behalf of Auditors General

The Independent Supervisor

- 1228 Appointment of the Independent Supervisor

Supervision of Auditors General

- 1229 Supervision of Auditors General by the Independent Supervisor
- 1230 Duties of Auditors General in relation to supervision arrangements

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Reporting requirement

- 1231 Reports by the Independent Supervisor

Information

- 1232 Matters to be notified to the Independent Supervisor
1233 The Independent Supervisor's power to call for information

Enforcement

- 1234 Suspension notices
1235 Effect of suspension notices
1236 Compliance orders

Proceedings

- 1237 Proceedings involving the Independent Supervisor

Grants

- 1238 Grants to the Independent Supervisor

CHAPTER 4

THE REGISTER OF AUDITORS ETC

- 1239 The register of auditors
1240 Information to be made available to public

CHAPTER 4A

EQUIVALENT THIRD COUNTRIES AND TRANSITIONAL THIRD COUNTRIES

- 1240A Power to approve third countries as equivalent or transitional third countries

CHAPTER 4B

APPROVED THIRD COUNTRY COMPETENT AUTHORITIES

- 1240B Power to approve third country competent authorities

CHAPTER 5

REGISTERED THIRD COUNTRY AUDITORS

Introductory

- 1241 Meaning of “registered third country auditor” and “UK-traded third country company”

Duties

- 1242 Duties of registered third country auditors

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Information

- 1243 Matters to be notified to the Secretary of State
- 1244 The Secretary of State's power to call for information

Enforcement

- 1245 Compliance orders
- 1246 Removal of third country auditors from the register of auditors
- 1247 Grants to bodies concerned with arrangements under Schedule 12

CHAPTER 6

SUPPLEMENTARY AND GENERAL

Power to require second company audit

- 1248 Secretary of State's power to require second audit of a company
- 1249 Supplementary provision about second audits

False and misleading statements

- 1250 Misleading, false and deceptive statements

Fees

- 1251 Fees

Duty of Secretary of State to report on inspections

- 1251A Duty of the Secretary of State to report on inspections

Delegation of Secretary of State's functions

- 1252 Delegation of the Secretary of State's functions
- 1253 Delegation of functions to an existing body

Cooperation with foreign competent authorities

- 1253A Requests to foreign competent authorities
- 1253B Requests from approved third country competent authorities
- 1253C Notification to approved third country competent authorities...

Transfer of papers to third countries

- 1253D Restriction on transfer of audit working papers to third countries
- 1253DA Transfer by Secretary of State
- 1253DB Transfer by statutory auditor with approval of Secretary of State
- 1253DC Transfer by statutory auditor for purposes of investigation of auditor
- 1253DD Agreement of third country competent authority
- 1253DE Transfer by means of inspection
- 1253E Working arrangements for transfer of papers
- 1253F Publication of working arrangements

International obligations

- 1254 Directions to comply with international obligations

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

General provision relating to offences

- 1255 Offences by bodies corporate, partnerships and unincorporated associations
- 1256 Time limits for prosecution of offences
- 1257 Jurisdiction and procedure in respect of offences

Notices etc

- 1258 Service of notices
- 1259 Documents in electronic form

Interpretation

- 1260 Meaning of “associate”
- 1261 Minor definitions
- 1262 Index of defined expressions

Miscellaneous and general

- 1263 Power to make provision in consequence of changes affecting accountancy bodies
- 1264 Consequential amendments

PART 43

TRANSPARENCY OBLIGATIONS AND RELATED MATTERS

Introductory

- 1265 The transparency obligations directive

Transparency obligations

- 1266 Transparency rules
- 1267 Competent authority's power to call for information
- 1268 Powers exercisable in case of infringement of transparency obligation

Other matters

- 1269 Corporate governance rules
- 1270 Liability for false or misleading statements in certain publications
- 1271 Exercise of powers where UK is host member State
- 1272 Transparency obligations and related matters: minor and consequential amendments
- 1273 Corporate governance regulations

PART 44

MISCELLANEOUS PROVISIONS

Regulation of actuaries etc

- 1274 Grants to bodies concerned with actuarial standards etc
- 1275 Levy to pay expenses of bodies concerned with actuarial standards etc
- 1276 Application of provisions to Scotland and Northern Ireland

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Information as to exercise of voting rights by institutional investors

- 1277 Power to require information about exercise of voting rights
- 1278 Institutions to which information provisions apply
- 1279 Shares to which information provisions apply
- 1280 Obligations with respect to provision of information

Disclosure of information under the Enterprise Act 2002

- 1281 Disclosure of information under the Enterprise Act 2002

Expenses of winding up

- 1282 Payment of expenses of winding up

Commonhold associations

- 1283 Amendment of memorandum or articles of commonhold association

PART 45

NORTHERN IRELAND

- 1284 Extension of Companies Acts to Northern Ireland
- 1285 Extension of GB enactments relating to UK Societas
- 1286 Extension of GB enactments relating to certain other forms of business organisation
- 1287 Extension of enactments relating to business names

PART 46

GENERAL SUPPLEMENTARY PROVISIONS

Regulations and orders

- 1288 Regulations and orders: statutory instrument
- 1289 Regulations and orders: negative resolution procedure
- 1290 Regulations and orders: affirmative resolution procedure
- 1291 Regulations and orders: approval after being made
- 1292 Regulations and orders: supplementary

“Bank of England”

- 1292A “Bank of England”

Meaning of “enactment”

- 1293 Meaning of “enactment”

Consequential and transitional provisions

- 1294 Power to make consequential amendments etc
- 1295 Repeals
- 1296 Power to make transitional provision and savings
- 1297 Continuity of the law

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

PART 47

FINAL PROVISIONS

- 1298 Short title
- 1299 Extent
- 1300 Commencement

Companies Act 2006

SCHEDULE 1 — Connected persons: references to an interest in shares or debentures

Introduction

- 1 (1) The provisions of this Schedule have effect for the...

General provisions

- 2 (1) A reference to an interest in shares includes any...

Rights to acquire shares

- 3 (1) A person is taken to have an interest in...

Right to exercise or control exercise of rights

- 4 (1) A person is taken to have an interest in...

Bodies corporate

- 5 (1) A person is taken to be interested in shares...

Trusts

- 6 (1) Where an interest in shares is comprised in property...

SCHEDULE 1A — References to people with significant control over a company

PART 1 — THE SPECIFIED CONDITIONS

Introduction

- 1 This Part of this Schedule specifies the conditions at least...

Ownership of shares

- 2 The first condition is that X holds, directly or indirectly,...

Ownership of voting rights

- 3 The second condition is that X holds, directly or indirectly,...

Ownership of right to appoint or remove directors

- 4 The third condition is that X holds the right, directly...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Significant influence or control

- 5 The fourth condition is that X has the right to...

Trusts, partnerships etc

- 6 The fifth condition is that— (a) the trustees of a...
PART 2 — HOLDING AN INTEREST IN A COMPANY ETC

Introduction

- 7 This Part of this Schedule specifies the circumstances in which,...

Holding an interest

- 8 (1) V holds an interest in company W if—

Interests held through a legal entity

- 9 (1) This paragraph applies where V— (a) holds an interest...
PART 3 — SUPPLEMENTARY PROVISION

Introduction

- 10 This Part sets out rules for the interpretation of this...

Joint interests

- 11 If two or more persons each hold a share or...

Joint arrangements

- 12 (1) If shares or rights held by a person and...

Calculating shareholdings

- 13 (1) In relation to a legal entity that has a...

Voting rights

- 14 (1) A reference to the voting rights in a legal...
15 In applying this Schedule, the voting rights in a legal...

Rights to appoint or remove members of the board

- 16 A reference to the right to appoint or remove a...
17 References to a board of directors, in the case of...

Shares or rights held “indirectly”

- 18 (1) A person holds a share “indirectly” if the person...

Shares held by nominees

- 19 A share held by a person as nominee for another...

Rights treated as held by person who controls their exercise

- 20 (1) Where a person controls a right, the right is...
21 (1) “Arrangement” includes— (a) any scheme, agreement or...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Rights exercisable only in certain circumstances etc

- 22 (1) Rights that are exercisable only in certain circumstances are...

Rights attached to shares held by way of security

- 23 Rights attached to shares held by way of security provided...

Significant influence or control

- 24 (1) The Secretary of State must issue guidance about the...

Limited partnerships

- 25 (1) An individual does not meet the specified condition in...

PART 4 — POWER TO AMEND THRESHOLDS ETC

- 26 (1) The Secretary of State may by regulations amend this...

SCHEDULE 1B — Enforcement of disclosure requirements

Right to issue restrictions notice

- 1 (1) This paragraph applies if— (a) a notice under section...

Relevant interests

- 2 (1) For the purposes of this Schedule, a person has...

Effect of restrictions notice

- 3 (1) The effect of a restrictions notice issued under paragraph...

Protection of third party rights

- 4 (1) The court may give a direction under this paragraph...

Breach of restrictions

- 5 (1) A person commits an offence if the person does...
6 If shares in a company are issued in contravention of...
7 (1) A person guilty of an offence under paragraph 5...

Relaxation of restrictions

- 8 (1) An application may be made to the court for...

Orders for sale

- 9 (1) The court may order that the relevant interest subject...
10 (1) If a relevant interest is sold in pursuance of...

Company's power to withdraw restrictions notice

- 11 A company that issues a person with a restrictions notice...

Supplementary provision

- 12 (1) The Secretary of State may by regulations make provision...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Offence of failing to comply with notices

- 13 (1) A person to whom a notice under section 790D,...

Offence of failing to provide information

- 14 (1) A person commits an offence if the person fails,...

False statements: basic offence

- 14A (1) A person commits an offence if, in purported compliance...

False statements: aggravated offence

- 14B (1) A person commits an offence if, in purported compliance...

SCHEDULE 1C — Rules of the Takeover Panel: general principles and other provision

PART 1 — GENERAL PRINCIPLES

- 1 (1) All holders of the securities of an offeree company...
- 2 (1) The holders of the securities of an offeree company...
- 3 The board of directors of an offeree company must act...
- 4 False markets must not be created in the securities of—...
- 5 An offeror must announce a takeover bid only after—
- 6 An offeree company must not be hindered in the conduct...

PART 2 — OTHER PROVISION

Protection of minority shareholders, the mandatory takeover bid and the equitable price

- 7 (1) Rules must ensure that a person (“P”) is required...
- 8 (1) For the purposes of paragraph 7, “the equitable price”...
- 9 (1) Rules must ensure that the offeror may offer by...
- 10 Any rules that make provision to protect the interests of...

Information concerning takeover bids

- 11 (1) Rules must ensure that a decision to make a...
- 12 (1) Rules must ensure that an offeror must draw up...

Time allowed for acceptance

- 13 (1) Rules must ensure that, subject to any provision made...
- 14 (1) Rules may contain provision changing the time allowed for...

Disclosure

- 15 Rules must ensure that a takeover bid must be made...
- 16 Rules must ensure that all information and documents required by...

Obligations of the board of directors of the offeree company

- 17 (1) Rules must ensure that, during the relevant period, the...
- 18 (1) Rules must ensure that the board of directors of...

Other rules applicable to the conduct of takeover bids

- 19 Rules must make provision governing the conduct of takeover bids...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Interpretation

- 20 (1) In this Schedule— “offer document” means a document required...
21 (1) In this Schedule, other than in the listed provisions,...

SCHEDULE 2 — Specified persons, descriptions of disclosures etc for the purposes of section 948

PART 1 — SPECIFIED PERSONS

(A) UNITED KINGDOM

- 1 The Secretary of State.
2 The Department of Enterprise, Trade and Investment for Northern Ireland....
3 The Treasury.
4 The Bank of England.
5 The Financial Services Authority.
6 The Commissioners for Her Majesty's Revenue and Customs.
7 The Lord Advocate.
8 The Director of Public Prosecutions.
9 The Director of Public Prosecutions for Northern Ireland.
10 A constable.
11 A procurator fiscal.
12 The Scottish Ministers.

(B) JERSEY

- 1 The Minister for Economic Development.
2 The Minister for Treasury and Resources.
3 The Jersey Financial Services Commission.
4 The Comptroller of Income Tax.
5 The Agent of the Impôts.
6 Her Majesty's Attorney General for Jersey.
7 The Viscount.
8 A police officer (within the meaning of the Interpretation (Jersey))...

(C) GUERNSEY

- 1 The Commerce and Employment Department.
2 The Treasury and Resources Department.
3 The Guernsey Financial Services Commission.
4 The Director of Income Tax.
5 The Chief Officer of Customs and Excise.
6 Her Majesty's Procureur.
7 A police officer (within the meaning of the Companies (Guernsey))...

(D) ISLE OF MAN

- 1 (1) The members and officers of each of the Departments...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 2 The Treasury of the Isle of Man.
 - 3 The Financial Supervision Commission of the Isle of Man.
 - 4 Her Majesty's Attorney General of the Isle of Man.
 - 5 A constable (within the meaning of the Interpretation Act 1976...
- PART 2 — SPECIFIED DESCRIPTIONS OF DISCLOSURES

(A) UNITED KINGDOM

- 1 A disclosure for the purpose of enabling or assisting a...
- 2 A disclosure for the purpose of enabling or assisting an...
- 3 A disclosure for the purpose of enabling or assisting a...
- 4 A disclosure for the purpose of enabling or assisting a...
- 5 A disclosure for the purpose of enabling or assisting a...
- 6 A disclosure for the purpose of enabling or assisting a...
- 7 A disclosure for the purpose of enabling or assisting the...
- 8 A disclosure for the purpose of enabling or assisting a...
- 9 A disclosure for the purpose of enabling or assisting a...
- 10 A disclosure for the purpose of enabling or assisting a...
- 11 A disclosure for the purpose of enabling or assisting the...
- 12 A disclosure for the purpose of enabling or assisting a...
- 13 A disclosure for the purpose of enabling or assisting the...
- 14 A disclosure for the purpose of enabling or assisting the...
- 15 A disclosure for the purpose of enabling or assisting the...
- 16 A disclosure for the purpose of enabling or assisting a...
- 17 A disclosure for the purpose of enabling or assisting an...
- 18
- 19 A disclosure for the purpose of enabling or assisting a...
- 20 A disclosure for the purpose of enabling or assisting the...
- 21 A disclosure for the purpose of enabling or assisting the...
- 22 A disclosure for the purpose of enabling or assisting the...
- 23 A disclosure for the purpose of enabling or assisting the...
- 24 A disclosure for the purpose of enabling or assisting organs...
- 25 A disclosure for the purpose of enabling or assisting the...
- 26
- 27 A disclosure with a view to the institution of, or...
- 28 A disclosure for the purpose of enabling or assisting an...
- 29 A disclosure for the purpose of enabling or assisting the...
- 30 A disclosure for the purpose of enabling or assisting the...
- 31 A disclosure for the purpose of enabling or assisting the...
- 32 A disclosure by the Gambling Commission to the Comptroller and...
- 33 A disclosure for the purposes of enabling or assisting a...
- 34 A disclosure for the purpose of enabling or assisting an...
- 35 A disclosure for the purpose of enabling or assisting an...
- 36 A disclosure for the purpose of enabling or assisting a...
- 36A A disclosure for the purpose of enabling or assisting the...
- 37 A disclosure for the purpose of enabling or assisting the...
- 38
- 39 A disclosure for the purpose of enabling or assisting a...
- 40 (1) A disclosure for the purpose of enabling or assisting...
- 41 A disclosure for the purpose of enabling or assisting a...
- 42 A disclosure for the purpose of enabling or assisting a...
- 43 A disclosure with a view to the institution of, or...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 44 A disclosure for the purpose of enabling or assisting a...
- 45 A disclosure for the purpose of enabling or assisting a...
- 46 A disclosure for the purpose of enabling or assisting the...
- 47 A disclosure for the purpose of enabling or assisting a...
- 48 A disclosure with a view to the institution of, or...
- 49 A disclosure with a view to the institution of, or...
- 50 A disclosure for the purposes of proceedings before a tribunal...
- 51 A disclosure for the purpose of enabling or assisting a...
- 52 (1) A disclosure with a view to the institution of,...
- 53 (1) A disclosure with a view to the institution of,...

(B) JERSEY

- 1 A disclosure for the purpose of enabling or assisting an...
- 2 A disclosure for the purpose of enabling or assisting a...
- 3 A disclosure for the purpose of enabling or assisting an...
- 4 A disclosure for the purpose of enabling or assisting the...
- 5 A disclosure for the purpose of enabling or assisting the...
- 6 A disclosure for the purpose of enabling or assisting the...
- 7 A disclosure for the purpose of enabling or assisting the...
- 8 A disclosure for the purpose of enabling or assisting Her...
- 9 A disclosure for the purpose of enabling or assisting Her...
- 10 A disclosure for the purpose of enabling or assisting the...
- 11 A disclosure with a view to the institution of, or...
- 12 (1) A disclosure with a view to the institution of,...
- 13 (1) A disclosure with a view to the institution of,...

(C) GUERNSEY

- 1 A disclosure for the purpose of enabling or assisting the...
- 2 A disclosure for the purpose of enabling or assisting a...
- 3 A disclosure for the purpose of enabling or assisting Her...
- 4 A disclosure for the purpose of enabling or assisting the...
- 5 A disclosure for the purpose of enabling or assisting any...
- 6 A disclosure with a view to the institution of, or...
- 7 (1) A disclosure with a view to the institution of,...
- 8 (1) A disclosure with a view to the institution of,...

(D) ISLE OF MAN

- 1 A disclosure for the purpose of enabling or assisting an...
- 2 A disclosure for the purpose of enabling or assisting a...
- 3 A disclosure for the purpose of enabling or assisting the...
- 4 A disclosure for the purpose of enabling or assisting an...
- 5 A disclosure for the purpose of enabling or assisting the...
- 6 A disclosure for the purpose of enabling or assisting an...
- 7 A disclosure for the purpose of enabling or assisting the...
- 8 A disclosure with a view to the institution of, or...
- 9 A disclosure for the purpose of enabling or assisting—
- 10 A disclosure for the purpose of enabling or assisting the...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 11 A disclosure for the purpose of enabling or assisting the...
- 12 A disclosure for the purpose of enabling or assisting the...
- 13 A disclosure for the purpose of enabling or assisting Her...
- 14 A disclosure for the purpose of enabling or assisting the...
- 15 A disclosure for the purpose of enabling or assisting an...
- 16 (1) A disclosure with a view to the institution of,...
- 17 (1) A disclosure with a view to the institution of,...

(E) GENERAL

- 1 A disclosure for the purpose of enabling or assisting—
 - 2 (1) A disclosure for the purpose of enabling or assisting...
 - 3 A disclosure with a view to the institution of, or...
 - 4 A disclosure for the purpose of the provision of a...
 - 5 A disclosure in pursuance of any EU obligation.
- PART 3 — OVERSEAS REGULATORY BODIES
- 1 (1) A disclosure is made in accordance with this Part...
 - 2 In determining whether to disclose information to a person or...

SCHEDULE 3 — Amendments of remaining provisions of the Companies Act 1985 relating to offences

Failure to give information about interests in shares etc

- 1 (1) In subsection (3) of section 444 of the Companies...

Obstruction of rights conferred by a warrant or failure to comply with requirement under section 448

- 2 (1) In section 448(7) of the Companies Act 1985 (obstruction...

Wrongful disclosure of information to which section 449 applies

- 3 (1) Section 449 of the Companies Act 1985 (wrongful disclosure...

Destruction, mutilation etc of company documents

- 4 (1) For subsection (3) of section 450 of the Companies...

Provision of false information in purported compliance with section 447

- 5 (1) For subsection (2) of section 451 of the Companies...

Obstruction of inspector, etc exercising power to enter and remain on premises

- 6 (1) Section 453A of the Companies Act 1985 (obstruction of...

Attempted evasion of restrictions under Part 15

- 7 (1) In subsection (1) of section 455 of the Companies...

SCHEDULE 4 — Documents and information sent or supplied to a company

Part 1 — INTRODUCTION

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Application of Schedule

- 1 (1) This Schedule applies to documents or information sent or...
Part 2 — COMMUNICATIONS IN HARD COPY FORM

Introduction

- 2 A document or information is validly sent or supplied to...

Method of communication in hard copy form

- 3 (1) A document or information in hard copy form may...

Address for communications in hard copy form

- 4 A document or information in hard copy form may be...

PART 2A — COMMUNICATIONS IN ELECTRONIC FORM FROM THE REGISTRAR OR THE SECRETARY OF STATE

- 4A (1) A document or information is validly sent or supplied...

Part 3 — COMMUNICATIONS IN ELECTRONIC FORM IN OTHER CASES

Introduction

- 5 A document or information is validly sent or supplied to...

Conditions for use of communications in electronic form

- 6 A document or information may only be sent or supplied...

Address for communications in electronic form

- 7 (1) Where the document or information is sent or supplied...

Part 4 — OTHER AGREED FORMS OF COMMUNICATION

- 8 A document or information that is sent or supplied to...

SCHEDULE 5 — Communications by a company

Part 1 — INTRODUCTION

Application of this Schedule

- 1 This Schedule applies to documents or information sent or supplied...
Part 2 — COMMUNICATIONS IN HARD COPY FORM

Introduction

- 2 A document or information is validly sent or supplied by...

Method of communication in hard copy form

- 3 (1) A document or information in hard copy form must...

Address for communications in hard copy form

- 4 (1) A document or information in hard copy form may...

Part 3 — COMMUNICATIONS IN ELECTRONIC FORM

Introduction

- 5 A document or information is validly sent or supplied by...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Agreement to communications in electronic form

- 6 A document or information may only be sent or supplied...

Address for communications in electronic form

- 7 (1) Where the document or information is sent or supplied...
Part 4 — COMMUNICATIONS BY MEANS OF A WEBSITE

Use of website

- 8 A document or information is validly sent or supplied by...

Agreement to use of website

- 9 A document or information may only be sent or supplied...

Deemed agreement of members of company etc to use of website

- 10 (1) This paragraph applies to a document or information to...

Deemed agreement of debenture holders to use of website

- 11 (1) This paragraph applies to a document or information to...

Availability of document or information

- 12 (1) A document or information authorised or required to be...

Notification of availability

- 13 (1) The company must notify the intended recipient of—

Period of availability on website

- 14 (1) The company must make the document or information available...
Part 5 — OTHER AGREED FORMS OF COMMUNICATION
15 A document or information that is sent or supplied otherwise...
Part 6 — SUPPLEMENTARY PROVISIONS

Joint holders of shares or debentures

- 16 (1) This paragraph applies in relation to documents or information...

Death or bankruptcy of holder of shares

- 17 (1) This paragraph has effect in the case of the...

SCHEDULE 6 — Meaning of “subsidiary” etc: supplementary provisions

Introduction

- 1 The provisions of this Part of this Schedule explain expressions...

Voting rights in a company

- 2 In section 1159(1)(a) and (c) the references to the voting...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Right to appoint or remove a majority of the directors

- 3 (1) In section 1159(1)(b) the reference to the right to...

Rights exercisable only in certain circumstances or temporarily incapable of exercise

- 4 (1) Rights which are exercisable only in certain circumstances shall...

Rights held by one person on behalf of another

- 5 Rights held by a person in a fiduciary capacity shall...
6 (1) Rights held by a person as nominee for another...

Rights attached to shares held by way of security

- 7 Rights attached to shares held by way of security shall...

Rights attributed to holding company

- 8 (1) Rights shall be treated as held by a holding...

Disregard of certain rights

- 9 The voting rights in a company shall be reduced by...

Supplementary

- 10 References in any provision of paragraphs 5 to 9 to...

SCHEDULE 7 — Parent and subsidiary undertakings: supplementary provisions

Introduction

- 1 The provisions of this Schedule explain expressions used in section...

Voting rights in an undertaking

- 2 (1) In section 1162(2)(a) and (d) the references to the...

Right to appoint or remove a majority of the directors

- 3 (1) In section 1162(2)(b) the reference to the right to...

Right to exercise dominant influence

- 4 (1) For the purposes of section 1162(2)(c) an undertaking shall...

Rights exercisable only in certain circumstances or temporarily incapable of exercise

- 5 (1) Rights which are exercisable only in certain circumstances shall...

Rights held by one person on behalf of another

- 6 Rights held by a person in a fiduciary capacity shall...
7 (1) Rights held by a person as nominee for another...

Rights attached to shares held by way of security

- 8 Rights attached to shares held by way of security shall...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Rights attributed to parent undertaking

- 9 (1) Rights shall be treated as held by a parent...

Disregard of certain rights

- 10 The voting rights in an undertaking shall be reduced by...

Supplementary

- 11 References in any provision of paragraphs 6 to 10 to...

SCHEDULE 8 — Index of defined expressions

SCHEDULE 9 — Removal of special provisions about accounts and audit of charitable companies

Part 1 — THE COMPANIES ACT 1985 (C. 6)

- 1 Removal of special provisions about accounts and audit of charitable companies
- 2 Removal of special provisions about accounts and audit of charitable companies
- 3 Removal of special provisions about accounts and audit of charitable companies
- 4 Removal of special provisions about accounts and audit of charitable companies
- 5 Removal of special provisions about accounts and audit of charitable companies
- 6 Removal of special provisions about accounts and audit of charitable companies
- 7 Removal of special provisions about accounts and audit of charitable companies
- 8 Removal of special provisions about accounts and audit of charitable companies

Part 2 — THE COMPANIES (NORTHERN IRELAND) ORDER 1986 (S.I. 1986/1032 (N.I. 6))

- 9 Removal of special provisions about accounts and audit of charitable companies
- 10 Removal of special provisions about accounts and audit of charitable companies
- 11 Removal of special provisions about accounts and audit of charitable companies
- 12 Removal of special provisions about accounts and audit of charitable companies
- 13 Removal of special provisions about accounts and audit of charitable companies
- 14 Removal of special provisions about accounts and audit of charitable companies
- 15 Removal of special provisions about accounts and audit of charitable companies
- 16 Removal of special provisions about accounts and audit of charitable companies

SCHEDULE 10 — Recognised supervisory bodies

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Part 1 — GRANT AND REVOCATION OF RECOGNITION OF A SUPERVISORY BODY

Application for recognition of supervisory body

- 1 (1) A supervisory body may apply to the Secretary of...

Grant and refusal of recognition

- 2 (1) The Secretary of State may, on an application duly...

Revocation of recognition

- 3 (1) A recognition order in respect of a body may...

Transitional provision

- 4 A recognition order made and not revoked under—

Orders not statutory instruments

- 5 Orders under this Part of this Schedule shall not be...

Part 2 — REQUIREMENTS FOR RECOGNITION OF A SUPERVISORY BODY

Delegation etc. of tasks by competent authority

- 5A The body (“B”) must have rules providing that—

Consultation

- 5B The body must consult with the competent authority and with...

Holding of appropriate qualification

- 6 (1) The body must have rules to the effect that...
7 (1) This paragraph explains what is meant in paragraph 6(1)(b)...
7A (1) The body must have rules and practices governing the...

Auditors to be fit and proper persons

- 8 (1) The body must have adequate rules and practices designed...

Professional integrity and independence

- 9 (1) The body must have adequate rules and practices designed...

Technical standards

- 10 (1) The body must have rules and practices as to—...

Technical standards for group audits

- 10A (1) The body must have rules and practices as to...

Public interest entity reporting requirements

- 10B

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Public interest entity independence requirements

10C (1)

Procedures for maintaining competence

11 The body must have rules and practices designed to ensure...

Monitoring and enforcement

12 (1) The body must— (a) have adequate resources for the...

Monitoring of audits

13 (1) The body must— (a) have adequate arrangements for enabling...

Membership, eligibility and enforcement

14 The rules and practices of the body relating to—

Investigation of complaints

15 (1) The body must have effective arrangements for the investigation...

Independent investigation for enforcement purposes

16 (1) The body must have rules and practices designed to...

Transfer of papers to third countries

16A (1) The body must have adequate rules and practices designed...

Transfer to approved third country competent authority

16AA The requirements of this paragraph are that—

Transfer for purposes of investigation of auditor

16AB (1) The requirements of this paragraph are that—

Meeting of claims arising out of audit work

17 (1) The body must have adequate rules or arrangements designed...

Register of auditors and other information to be made available

18 The body must have rules requiring persons eligible under its...

Taking account of costs of compliance

19 The body must have satisfactory arrangements for taking account, in...

Promotion and maintenance of standards

20 The body must be able and willing—

Supplementary: funding of arrangements

20ZA (1) This paragraph applies where, under regulation 3 of the...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Interpretation

- 20A (1) In this Part of this Schedule— “ the Audit...
Part 3 — ARRANGEMENTS IN WHICH RECOGNISED SUPERVISORY BODIES
ARE REQUIRED TO PARTICIPATE

Arrangements for setting standards relating to professional integrity and independence

- 21 Arrangements in which recognised supervisory bodies are required to participate

Arrangements for setting technical standards

- 22 Arrangements in which recognised supervisory bodies are required to participate

Arrangements for setting standards relating to public interest entity reporting requirements

- 22A Arrangements in which recognised supervisory bodies are required to participate

Arrangements for setting standards relating to public interest entity independence requirements

- 22B Arrangements in which recognised supervisory bodies are required to participate

Arrangements for independent monitoring of audits of listed companies and other major bodies

- 23 Arrangements in which recognised supervisory bodies are required to participate

Arrangements for independent monitoring of third country audits

- 23A Arrangements in which recognised supervisory bodies are required to participate

Arrangements for independent investigation for disciplinary purposes of public interest cases

- 24 Arrangements in which recognised supervisory bodies are required to participate

Supplementary: arrangements to operate independently of body

- 25 Arrangements in which recognised supervisory bodies are required to participate

Supplementary: funding of arrangements

- 26 Arrangements in which recognised supervisory bodies are required to participate

Supplementary: scope of arrangement

- 27 Arrangements in which recognised supervisory bodies are required to participate

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

SCHEDULE 11 — Recognised professional qualifications

Part 1 — GRANT AND REVOCATION OF RECOGNITION OF A PROFESSIONAL QUALIFICATION

Application for recognition of professional qualification

- 1 (1) A qualifying body may apply to the Secretary of...

Grant and refusal of recognition

- 2 (1) The Secretary of State may, on an application duly...

Revocation of recognition

- 3 (1) A recognition order may be revoked by a further...

Transitional provision

- 4 A recognition order made and not revoked under—

Orders not statutory instruments

- 5 Orders under this Part of this Schedule shall not be...

Part 2 — REQUIREMENTS FOR RECOGNITION OF A PROFESSIONAL QUALIFICATION

Entry requirements

- 6 (1) The qualification must only be open to persons who—...

Requirement for theoretical instruction or professional experience

- 7 (1) The qualification must be restricted to persons who—

Examination

- 8 (1) The qualification must be restricted to persons who have...

Practical training

- 9 (1) The qualification must be restricted to persons who have...

Supplementary provision with respect to a sufficient period of professional experience

- 10 (1) Periods of theoretical instruction in the fields of finance,...

The body offering the qualification

- 11 (1) The body offering the qualification must have—

SCHEDULE 11A — Specified persons, descriptions, disclosures etc for the purposes of section 1224A

PART 1 — SPECIFIED PERSONS

- 1 The Secretary of State.
- 2 The Department of Enterprise, Trade and Investment for Northern Ireland....
- 3 The Treasury.
- 4 The Bank of England.

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 5 The Financial Services Authority.
- 6 The Commissioners for Her Majesty's Revenue and Customs.
- 7 The Lord Advocate.
- 8 The Director of Public Prosecutions.
- 9 The Director of Public Prosecutions for Northern Ireland.
- 10 A constable.
- 11 A procurator fiscal.
- 12 The Scottish Ministers.
- 13 A body designated by the Secretary of State under section...
- 14 A recognised supervisory body.
- 15 A recognised qualifying body.
- 16 The competent authority.
- 17 The Independent Supervisor.
- 17A A recognised supervisory body as defined in section 1217(4) and...
- 17B A recognised qualifying body as defined in section 1219(13) as...
- 17C A body designated by the Secretary of State under section...
- 17D A body with which a recognised supervisory body within the...

PART 2 — SPECIFIED DESCRIPTIONS OF DISCLOSURES

- 18 A disclosure for the purpose of enabling or assisting a...
- 19 A disclosure for the purpose of enabling or assisting an...
- 20 A disclosure for the purpose of enabling or assisting a...
- 21 A disclosure for the purpose of enabling or assisting a...
- 22 A disclosure for the purpose of enabling or assisting a...
- 23 A disclosure for the purpose of enabling or assisting a...
- 24 A disclosure for the purpose of enabling or assisting the...
- 25 A disclosure for the purpose of enabling or assisting a...
- 26 A disclosure for the purpose of enabling or assisting a...
- 27 A disclosure for the purpose of enabling or assisting a...
- 28 A disclosure for the purpose of enabling or assisting the...
- 29 A disclosure for the purpose of enabling or assisting a...
- 30 A disclosure for the purpose of enabling or assisting the...
- 31 A disclosure for the purpose of enabling or assisting the...
- 32 A disclosure for the purpose of enabling or assisting the...
- 33 A disclosure for the purpose of enabling or assisting a...
- 34 A disclosure for the purpose of enabling or assisting the...
- 35 A disclosure for the purpose of enabling or assisting the...
- 36 A disclosure for the purpose of enabling or assisting—
- 37 A disclosure for the purpose of enabling or assisting the...
- 38 A disclosure for the purpose of enabling or assisting organs...
- 39 A disclosure for the purpose of enabling or assisting the...
- 40 Specified persons, descriptions, disclosures for the purposes of section 1224A
- 41 A disclosure with a view to the institution of, or...
- 42 A disclosure for the purpose of enabling or assisting an...
- 43 A disclosure for the purpose of enabling or assisting the...
- 44 A disclosure for the purpose of enabling or assisting the...
- 45 A disclosure for the purpose of enabling or assisting the...
- 46 A disclosure for the purpose of enabling or assisting the...
- 47 A disclosure by the Gambling Commission to the Comptroller and...
- 48 A disclosure for the purposes of enabling or assisting a...
- 49 A disclosure for the purpose of enabling or assisting an...
- 50 A disclosure for the purpose of enabling or assisting an...
- 51 A disclosure for the purpose of enabling or assisting a...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 51A A disclosure for the purpose of enabling or assisting the...
- 52 A disclosure for the purpose of enabling or assisting the...
- 53 A disclosure for the purpose of enabling or assisting the...
- 54 A disclosure for the purpose of enabling or assisting a...
- 55 A disclosure for the purpose of enabling or assisting a...
- 56 A disclosure for the purpose of enabling or assisting a...
- 57 A disclosure for the purpose of enabling or assisting a...
- 58 A disclosure with a view to the institution of, or...
- 59 A disclosure for the purpose of enabling or assisting a...
- 60 A disclosure for the purpose of enabling or assisting a...
- 61 A disclosure for the purpose of making available to an...
- 62 A disclosure for the purpose of making available to the...
- 63 A disclosure for the purpose of enabling or assisting an...
- 64 A disclosure for the purpose of enabling or assisting the...
- 65 A disclosure for the purpose of enabling or assisting a...
- 66 A disclosure for the purpose of enabling or assisting an...
- 67 A disclosure for the purpose of enabling or assisting the...
- 68 A disclosure with a view to the institution of, or...
- 69 A disclosure for the purpose of enabling or assisting a...
- 70 A disclosure with a view to the institution of, or...
- 71 A disclosure with a view to the institution of, or...
- 72 A disclosure for the purposes of proceedings before the Financial...
- 73 A disclosure for the purposes of proceedings before a tribunal...
- 74 A disclosure for the purpose of enabling or assisting a...
- 75 A disclosure with a view to the institution of, or...
- 76 A disclosure with a view to the institution of, or...
- 77 A disclosure for the purpose of the provision of a...
- 78 A disclosure in pursuance of any assimilated obligation .
- PART 3 — OVERSEAS REGULATORY BODIES
- 79 A disclosure is made in accordance with this Part of...
- 80 A disclosure is made in accordance with this Part of...

SCHEDULE 12 — Arrangements in which registered third country auditors are required to participate

Arrangements for independent monitoring of audits of UK-traded third country companies

- 1 (1) The arrangements referred to in section 1242(1)(a) are appropriate...

Arrangements for independent investigations for disciplinary purposes

- 2 (1) The arrangements referred to in section 1242(1)(b) are appropriate...

Supplementary: arrangements to operate independently of third country auditor

- 3 (1) This paragraph applies for the purposes of—

Supplementary: funding of arrangements

- 4 (1) The registered third country auditor must pay any of...

Supplementary: scope of arrangements

- 5 Arrangements may qualify as arrangements within either of paragraphs 1...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

Specification of particular arrangements by the Secretary of State

- 6 (1) If there exist two or more sets of arrangements...

SCHEDULE 13 — Supplementary provisions with respect to delegation order

Operation of this Schedule

- 1 (1) This Schedule has effect in relation to a body...

Status

- 2 The body is not to be regarded as acting on...

Name, members and chairman

- 3 (1) The body is to be known by such name...

Financial provisions

- 4 (1) The body must pay to its chairman and members...

Proceedings

- 5 (1) The delegation order may contain such provision as the...

Fees

- 6 (1) The body may retain fees payable to it.

Legislative functions

- 7 (1) Regulations or an order made by the body in...
8 (1) Immediately after an instrument is made it must be...
9 (1) The production of a printed copy of an instrument...

Report and accounts

- 10 (1) The body must, at least once in each calendar...

Other supplementary provisions

- 11 (1) The transfer of a function to a body designated...
12 Where a delegation order is revoked, the Secretary of State...
13 (1) This paragraph applies where the body is an unincorporated...

SCHEDULE 14 — Statutory auditors: consequential amendments

Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27)

- 1 (1) Section 16 of the Companies (Audit, Investigations and Community...

SCHEDULE 15 — Transparency obligations and related matters: minor and consequential amendments

Part 1 — AMENDMENTS OF THE FINANCIAL SERVICES AND MARKETS ACT 2000

- 1 Part 6 of the Financial Services and Markets Act 2000...

Changes to legislation: Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

- 2 In section 73 (general duty of competent authority), after subsection...
- 3 In section 73A (Part 6 Rules), after subsection (5) insert—...
- 4 For the cross-heading before section 90 substitute “ Compensation for...
- 5 For the heading to section 90 substitute “ Compensation for...
- 6 (1) Section 91 (penalties for breach of Part 6 rules)...
- 7 In section 96B (persons discharging managerial responsibilities and connected persons)—...
- 8 In section 97(1) (appointment by the competent authority of persons...
- 9 In section 99 (fees) after subsection (1B) insert—
- 10 (1) Section 102A (meaning of “securities” etc) is amended as...
- 11 (1) Section 103(1) (interpretation of Part 6) is amended as...
- 12 In section 429(2) (Parliamentary control of statutory instruments: affirmative procedure)...
- Part 2 — AMENDMENTS OF THE COMPANIES (AUDIT, INVESTIGATIONS AND COMMUNITY ENTERPRISE) ACT 2004
- 13 Chapter 2 of Part 1 of the Companies (Audit, Investigations...
- 14 (1) Section 14 (supervision of periodic accounts and reports of...
- 15 (1) Section 15 (application of certain company law provisions to...

SCHEDULE 16 — Repeals

Changes to legislation:

Companies Act 2006 is up to date with all changes known to be in force on or before 24 July 2026. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.

[View outstanding changes](#)

Changes and effects yet to be applied to :

- Pt. 3 Ch. 3 excluded by [2008 c. 12 \(N.I.\) s. 112\(7\)](#)
- s. 155 omitted by [2015 c. 26 s. 87\(2\)](#)
- s. 156(1) words substituted by [2015 c. 26 s. 87\(3\)\(a\)](#)
- s. 156(4) words substituted by [2015 c. 26 s. 87\(3\)\(b\)](#)
- s. 159A amendment to earlier affecting provision S.I. 2009/1804, reg. 17ZC by [S.I. 2024/1078 reg. 4](#)
- s. 495(2)-(4) applied (with modifications) by [2009 c. 20 s. 44\(2\)\(b\)](#)
- s. 495(2)-(4) applied (with modifications) by [2009 c. 20 s. 44\(3\)\(b\)](#)
- s. 496-501 applied (with modifications) by [2009 c. 20 s. 44\(2\)\(b\)](#)
- s. 498-501 applied (with modifications) by [2009 c. 20 s. 44\(3\)\(b\)](#)
- s. 834(5) words inserted by [2009 c. 10 Sch. 22 para. 11\(4\)](#)
- s. 1002A applied (with modifications) by S.I. 2009/1804, reg. 50A (as inserted) by [S.I. 2024/1078 reg. 5](#)
- s. 1024-1028 amendment to earlier affecting provision S.I. 2009/1804, reg. 56 by [S.I. 2024/1078 reg. 6](#)
- s. 1029-1032 amendment to earlier affecting provision S.I. 2009/1804, reg. 57 by [S.I. 2024/1078 reg. 7](#)
- s. 1127-1133 amendment to earlier affecting provision S.I. 2009/1804, reg. 73 by [S.I. 2024/1078 reg. 8](#)
- s. 1181 heading words omitted by [2024 c. 22 Sch. 9 para. 13\(a\)](#)
- s. 1181(1)(a) omitted by [2024 c. 22 Sch. 9 para. 13\(b\)](#)
- s. 1181(4) words omitted by [2024 c. 22 Sch. 9 para. 13\(c\)](#)
- Sch. 1 para. 6(4) words inserted by [2008 c. 12 \(N.I.\) Sch. 8 para. 13\(6\)](#)
- Sch. 7 para. 5-11 applied by 2014 c. 2, Sch. 1D para. 2(8) (as inserted) by [2026 c. 23 Sch. 35](#)
- Sch. 11A para. 17E-17G substituted for Sch. 11A para. 17A-17D by [2026 c. 23 Sch. 36 para. 35](#)

Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- Sch. 11A para. 17E-17G substituted for Sch. 11A para. 17A-17D by [2026 c. 23 Sch. 36 para. 35](#)