

An Update from Stanley Davis Group

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Companies Act 2006 – Final Implementation October 2009

The Companies Act 2006 is now fully in force. Changes affect every company operating in the United Kingdom.

The table below sets out the transitional provisions of the Companies Act 2006 for the most commonly filed types of forms and documents at Companies House.

2006 Act forms apply to the United Kingdom i.e. England, Wales, Scotland and Northern Ireland. For 1985 Act filings the Companies Act 1985 and Northern Ireland Order 1986 apply. The new forms are available to download from our website.

These transitional provisions will apply to Limited Liability Partnerships but with the equivalent Limited Liability Partnership forms. Those items marked with an asterisk here apply to LLPs as well.

Form or Document to be filed	1985 Act	2006 Act
*Application for Incorporation <i>Further information about the Memorandum of Association and Articles of Association is covered at the end of this table.</i>	If your application is received on or before 30 September 09 you must use Form 10 and 12.	If your application is received on or after 1 October 09 you must use Form IN01. Any forms IN01 received prior to this date will be rejected.
*Director and secretary	If the date of the appointment, termination of appointment or change of details is on or before 30 September 09 you must use the appropriate Form 288a, 288b or 288c.	If the date of the appointment, termination of appointment or change of details is on or after 1 October 09 you must use the appropriate Form AP01, AP02, AP03, AP04, TM01, TM02, CH01, CH02, CH03 or CH04.
*Annual Return	If the made up date is on or before 30 September 09 you must use Form 363a.	If made up date is on or after 1 October 09 you must use Form AR01. Annual returns with a made up date on or after 1 October 09 which are received without a fee will be rejected.
*Change of Registered Office Address	If the form is signed on or before 30 September 09 you must use Form 287.	If the form is signed on or after 1 October 09 you must use Form AD01.
*Change of Accounting Reference Date	If the form is signed on or before 30 September 09 you must use Form 225.	If the form signed on or after 1 October 09 you must use Form AA01.

Allotment of Shares	If the allotment date is on or before 30 September 09 you must use Form 88(2).	If the allotment date is on or after 1 October 09 you must use Form SH01.
*Request for Dissolution	If the form is received on or before 30 September 09 you must use Form 652a.	If the form is received on or after 1 October 09 you must use Form DS01.
*Withdrawal of a dissolution request	If the form is received on or before 30 September 09 you must use Form 652c.	If the form is received on or after 1 October 09 you must use Form DS02.
Re Registration	If your application is received on or before 30th September 09 you must use the appropriate 85 Act forms.	If your application is received on or after 1st October 2009 you must use the appropriate 06 Act form.
*Mortgage - Registration of a Charge	If the date of creation of the charge is on or before 30 September 09 you must use Form 395.	If the date of creation is on or after 1 October 09 you must use Form MG01.
*Mortgage -Registration of a Charge in a Series of Debentures	If the first debenture in the series is executed on or before 30 September 09 you must use Form 397.	If the first debenture in the series is executed on or after 1 October 09 you must use Form MG07.
*Mortgage- Registration of a Charge subject to which property is acquired	If the property is acquired on or before 30 September 09 you must use Form 400.	If the property is acquired on or after 1 October 09 you must use Form MG06.
*Mortgage- Satisfaction of a Charge	If the form is received on or before 30 September 09 you must use Form 403a.	If the form is received on or after 1 October 09 you must use Form MG02.
*Confidentiality Orders Current Confidentiality Order holders who have an order in force immediately before 30th September 2009 will become a "section 243 beneficiary" under the 06 Act on 1 October 2009	If your application for a confidentiality order is received on or before 30 September 09 you must use Form 723B.	If your application is received on or after 1 October 09 then your application will be under section 243. The appropriate form is available on request from our contact centre.
*Register of members or register of debenture holders	If the form is received on or before 30 September 09 you must use Form 353 or 190.	This requirement will be repealed on 1 October 09 and all registers will be deemed to have returned to the registered office.
*Alternative inspection location of company records and resolutions	This is a new requirement if your company records are not kept available for inspection at the company's registered office.	You must file the Form AD02 on or after 1 October 09.
*Location of company records and resolutions	This is a new requirement if your company records are not kept available for inspection at the company's registered office.	You must file Form AD03 or AD04 on or after 1 October 09.

Meetings/Resolutions	Provisions of the 06 Act on meetings and resolutions were implemented on 1 October 07. Elective resolutions have been repealed. We will register them as special resolution if received on or before 30 September 09.	Elective resolutions filed on or after 1 October 09 will be rejected.
*Company Names	Change of Name applications received on or before 30 September 09 consist of a resolution and the fee.	Change of Name applications received on or after 1 October 09 consist of a resolution, the fee and the appropriate notice (Forms NM01-NM05).
Memorandum	If your application for incorporation is received on or before 30 September 09 you must use the 'old-style' 1985 Act Memorandum of Association. A resolution passed on or before 30 September 09 amending the memorandum must be filed along with the updated memorandum.	If your application for incorporation is received on or after 1 October 09 you must use the 'new-style' 2006 Act Memorandum of Association. From 1 October 09 the memorandum becomes a historical document & cannot be amended. For existing companies the provisions of the 'old-style' memorandum that do not form part of the 'new-style' memorandum are automatically treated as provisions of the articles.
Articles	If your application for incorporation is received on or before 30 September 09 you must use the 'old-style' 1985 Act articles. A resolution passed on or before 30 September 09 amending the articles must be filed along with the updated articles.	If your application for incorporation is received on or after 1 October 09 you must use the 'new-style' 2006 Act articles. For existing companies any articles filed following a resolution passed on or after 1 October 09 must include the provisions from the memorandum which are not included in the 'new style' memorandum (i.e. subscriber details).

Shareholders' addresses

As well as disclosing a service address, directors are obliged to inform Companies House of their residential address which is not held on public record. One of the changes introduced with the new Act is the fact that shareholders' addresses are also no longer held on public record. For a director who is also a shareholder, there is no obligation to use a residential address, and those having a different residential and service address may wish to consider using a service address for their shareholding.

Changes to our website

Our new eformations website is now fully operational. The main changes you will notice are as follows:

1. You are no longer asked for an authorised share capital figure as this concept no longer exists. Instead you are asked for the aggregate value and currency of the shares to be issued for the statement of capital. When you are completing the officers and shareholders of the company, you are asked to allot the issued shares to the relevant person.
2. You are now asked for the residential address of each director and secretary. This information is not for public record but still has to be recorded by Companies House. You

are then asked for the service address – if this is the same as the residential address, then just tick the box. If not, then the service address details must be completed.

3. Clients no longer have the option of downloading the memorandum and articles of association from the website. Instead, you are able to order a PDF copy in the drop down menu instead of a hard copy. There is a charge for this of £10 plus VAT.

If you have any questions or require any further information please do not hesitate to contact us.

Stanley Davis has specialised in company and property services for over 40 years. Details of our full range of services, can be viewed at www.stanleydavis.co.uk, or please email us at info@stanleydavis.co.uk.

We look forward to hearing from you.

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