

2008 No. 3014

COMPANIES

The Companies (Registration) Regulations 2008

Made - - - - *20th November 2008*

Coming into force - - *1st October 2009*

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 8(2), 10(3), 11(2), 103(2)(a), 110(2)(a), 1167 and 1292(1)(a) of the Companies Act 2006(a).

Citation, commencement and interpretation

1.—(1) These Regulations may be cited as the Companies (Registration) Regulations 2008 and come into force on 1st October 2009.

(2) In these Regulations “the Act” means the Companies Act 2006.

Memorandum of association

2. For the purposes of section 8 of the Act—

- (a) the memorandum of association of a company having a share capital shall be in the form set out in Schedule 1; and
- (b) the memorandum of association of a company not having a share capital shall be in the form set out in Schedule 2.

Statement of capital and initial shareholdings

3. For the purposes of section 10(3) of the Act, the statement of capital and initial shareholdings shall contain the name and address of each subscriber to the memorandum of association.

Statement of guarantee

4. For the purposes of section 11(2) of the Act, the statement of guarantee shall contain the name and address of each subscriber to the memorandum of association.

Form of assent for re-registration of private limited company as unlimited

5. The form set out in Schedule 3 is the form prescribed for the purposes of section 103(2)(a) of the Act.

Form of assent for re-registration of public company as private and unlimited

6. The form set out in Schedule 4 is the form prescribed for the purposes of section 110(2)(a) of the Act.

20th November 2008

Ian Pearson
Economic and Business Minister,
Department for Business, Enterprise and Regulatory Reform

SCHEDULE 1

Regulation 2(a)

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of *[insert name of company]*

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber

Authentication by each subscriber

Dated

SCHEDULE 2

Regulation 2(b)

COMPANY NOT HAVING A SHARE CAPITAL

Memorandum of association of *[insert name of company]*

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each subscriber

Authentication by each subscriber

Dated

SCHEDULE 3

Regulation 5

Form of assent for re-registration of private limited company as unlimited

Assent to private limited company being re-registered as unlimited

In accordance with section 103(2)(a) of the Companies Act 2006

Company number

Company name

Each member of the company assents to the company being re-registered as unlimited

Member's name in full

Authentication of member Date
(or person lawfully authorised to authenticate on the member's behalf)

Member's name in full

Authentication of member Date
(or person lawfully authorised to authenticate on the member's behalf)

Member's name in full

Authentication of member Date
(or person lawfully authorised to authenticate on the member's behalf)

Member's name in full

Authentication of member Date
(or person lawfully authorised to authenticate on the member's behalf)

Please enter in the box opposite the number of continuation sheets attached (if any)

SCHEDULE 4

Regulation 6

Form of assent for re-registration of public company as private and unlimited

Assent by each member to public company being re-registered as private and unlimited

In accordance with section 110(2)(a) of the Companies Act 2006

Company number

Company name

Each member of the company assents to the company being re-registered as unlimited

Member's name in full

Authentication of member Date
(or person lawfully authorised to authenticate on the member's behalf)

Member's name in full

Authentication of member Date
(or person lawfully authorised to authenticate on the member's behalf)

Member's name in full

Authentication of member Date
(or person lawfully authorised to authenticate on the member's behalf)

Member's name in full

Authentication of member Date
(or person lawfully authorised to authenticate on the member's behalf)

Please enter in the box opposite the number of continuation sheets attached (if any)

EXPLANATORY NOTE

(This note is not part of the Regulations)

The Companies Act 2006 (c.46) makes changes to the form of a company's constitutional documents. The Companies Act 1985 (c.6) and the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6)) both require a company to include a substantial amount of information in its memorandum of association and allow a company's constitutional rules to be divided between its memorandum and articles of association. Under the Companies Act 2006 all the constitutional rules will be contained in the articles of association; the memorandum of association will be a much shorter document.

Regulation 2 prescribes the form of the memorandum of association required under the Companies Act 2006. The forms in Schedules 1 and 2 serve the limited purpose of providing evidence of the intention of each subscriber to form a company and become a member of that company and, in the case of a company that is to have a share capital on formation, to take at least one share.

Regulations 3 and 4 prescribe the information required to be contained in the statement of capital and the statement of guarantee to identify each subscriber to the memorandum of association. This is the name and address of each subscriber.

Regulations 5 and 6 prescribe the forms of assent for re-registration of a private limited company as an unlimited company and re-registration of a public company as a private and unlimited company.

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