

These Regulations amend S.I. 2008/2860 (C. 126) and 2009/1804 and are being issued free of charge to all known recipients of those Statutory Instruments.

STATUTORY INSTRUMENTS

2009 No. 2476

**COMPANIES
LIMITED LIABILITY PARTNERSHIPS**

The Companies Act 2006 and Limited Liability
Partnerships (Transitional Provisions and
Savings) (Amendment) Regulations 2009

Made - - - - 9th September 2009

Laid before Parliament 10th September 2009

*Coming into force in accordance with regulation 1(2)
and (3)*

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 15 and 17 of the Limited Liability Partnerships Act 2000⁽¹⁾ and sections 1292(2), 1296(1) and 1300(2) of the Companies Act 2006⁽²⁾.

Citation and commencement

1.—(1) These Regulations may be cited as the Companies Act 2006 and Limited Liability Partnerships (Transitional Provisions and Savings) (Amendment) Regulations 2009.

(2) Paragraph (2) of regulation 2, and paragraph (1) of that regulation to the extent that it relates to paragraph (2), come into force on 30th September 2009.

(3) The other provisions of these Regulations come into force on 1st October 2009.

Amendments to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008

2.—(1) The Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008⁽³⁾ is amended as follows.

(1) 2000 c.12; section 17 was amended by S.I. 2009/1804, Schedule 3, paragraph 7.

(2) 2006 c.46.

(3) S.I. 2008/2860 (C.126), to which there are amendments not relevant to these Regulations.

(2) In article 3(c), for “sections 18 to 28” substitute “sections 18 to 21, 22(1), (3) and (4) and 23 to 28” (so that section 22(2) does not come into force on 1st October 2009).

(3) For paragraph 88 of Schedule 2, substitute the following—

“Property of dissolved company (ss. 1012 to 1023)

88.—(1) Sections 1012 to 1023 of the Companies Act 2006 (property of dissolved company) apply in relation to the property of a company dissolved on or after 1st October 2009.

(2) Subject to paragraph 88A, the corresponding provisions of the 1985 Act or 1986 Order continue to apply in relation to the property of a company dissolved before that date.

88A.—(1) Section 1013 of the Companies Act 2006 (Crown disclaimer of property vesting as bona vacantia) applies in relation to property of a company dissolved before 1st October 2009 if at that date—

- (a) no period has begun to run in relation to the property under section 656(3)(a) or (b) of the 1985 Act or Article 607(3)(a) or (b) of the 1986 Order (period within which notice of disclaimer must be executed), and
- (b) the right to disclaim has not ceased to be exercisable in relation to the property by virtue of section 656(2) of the 1985 Act or Article 607(2) of the 1986 Order (waiver of right to disclaim).

(2) In section 1013 as it applies by virtue of this paragraph the references to property vesting under section 1012 shall be read as references to its vesting under section 654 of the 1985 Act or Article 605 of the 1986 Order (or corresponding earlier provisions).

(3) Where section 1013 applies by virtue of this paragraph—

- (a) the other provisions of sections 1012 to 1022 of the Companies Act 2006 apply accordingly, and
- (b) the corresponding provisions of the 1985 Act or 1986 Order do not apply.”.

(4) After paragraph 114 of Schedule 2, insert the following—

“Company or business name suggesting connection with Welsh Assembly Government

114A.—(1) The repeal of section 26(2)(a) of the 1985 Act⁽⁴⁾ or section 2(1)(a) of the Business Names Act 1985⁽⁵⁾ does not affect the operation of that provision in relation to names suggesting a connection with the Welsh Assembly Government.

(2) In section 26(2)(a) of the 1985 Act as it has effect by virtue of paragraph (1) above, the reference to registration under that Act shall be read as a reference to registration under the Companies Act 2006 in England and Wales or Scotland.

(3) The other provisions of the Business Names Act 1985 continue to have effect for the purposes of section 2(1)(a) of that Act as it has effect by virtue of paragraph (1) above.

(4) Paragraphs (1) to (3) above shall cease to have effect on the coming into force of amendments of the Companies Act 2006 having the effect of extending section 54(1)(a) (company names) or, as the case may be, section 1193(1)(a) (business names) of that Act to names suggesting a connection with the Welsh Assembly Government.”.

(4) 1985 c.6; section 26(2)(a) was amended by the Government of Wales Act 2006 (Consequential Modifications and Transitional Provisions) Order 2007 (S.I. 2007/1388), Schedule 1, paragraph 19.

(5) 1985 c.7; section 2(1)(a) was amended by the Government of Wales Act 2006 (Consequential Modifications and Transitional Provisions) Order 2007 (S.I. 2007/1388), Schedule 1, paragraph 20.

Amendment to the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009

3.—(1) Schedule 1 to the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009(6) is amended as follows.

(2) For paragraph 22, substitute the following—

“Property of dissolved LLP

22.—(1) Sections 1012 to 1023 of the Companies Act 2006 (property of dissolved LLP), as applied to LLPs by regulations 52 to 55, apply in relation to the property of an LLP dissolved on or after 1st October 2009.

(2) Subject to paragraph 22A, the corresponding provisions of the 1985 Act or 1986 Order, as applied to LLPs, continue to apply in relation to the property of an LLP dissolved before that date.

22A.—(1) Section 1013 of the Companies Act 2006 (Crown disclaimer of property vesting as bona vacantia), as applied to LLPs by regulation 52, applies in relation to property of an LLP dissolved before 1st October 2009 if at that date—

- (a) no period has begun to run in relation to the property under section 656(3)(a) or (b) of the 1985 Act or Article 607(3)(a) or (b) of the 1986 Order (period within which notice of disclaimer must be executed), as applied to LLPs, and
- (b) the right to disclaim has not ceased to be exercisable in relation to the property by virtue of section 656(2) of the 1985 Act or Article 607(2) of the 1986 Order (waiver of right to disclaim), as applied to LLPs.

(2) In section 1013, as applied to LLPs and as it applies by virtue of this paragraph, the references to property vesting under section 1012 (as applied to LLPs by regulation 52) shall be read as references to its vesting under section 654 of the 1985 Act or Article 605 of the 1986 Order as applied to LLPs.

(3) Where section 1013 (as applied to LLPs by regulation 52) applies by virtue of this paragraph—

- (a) the other provisions of sections 1012 to 1022 of the Companies Act 2006 (as applied to LLPs by regulations 52 to 54) apply accordingly, and
- (b) the corresponding provisions of the 1985 Act or 1986 Order (as applied to LLPs) do not apply.”.

9th September 2009

Davies of Abersoch
Minister for Trade, Investment and Business,
Department for Business, Innovation and Skills

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations amend the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (S.I. 2008/2860 (C.126)) (“the 2008 Order”) and the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804) (“the 2009 Regulations”).

Regulation 2(1) and (2) amends the 2008 Order so as to stop section 22(2) of the Companies Act 2006 (“the 2006 Act”) from coming into force on 1st October 2009.

Regulation 2(1) and (3) replaces the transitional provisions and savings relating to sections 1012 to 1023 of the 2006 Act which come into force on 1st October 2009. Section 1012 provides for the property of a dissolved company to vest in the Crown as if it were bona vacantia. Sections 1013 to 1022 provide for the disclaimer by the Crown of title to such property and the effects of disclaimer. Sections 1012 to 1022 re-enact, with modifications, corresponding provisions of the Companies Act 1985 (c.6) and the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6)). In particular, there are changes to the time periods within which the appropriate Crown representative must disclaim title to such property. Transitional provisions in paragraph 88 of Schedule 2 to the 2008 Order provide for sections 1012 to 1022 of the 2006 Act to apply in relation to the property of a company dissolved on or after 1st October 2009, and for the provisions replaced by those sections to continue to apply in relation to the property of a company dissolved before that date.

Regulation 2(1) and (3) changes the transitional provisions as they relate to the property of a company dissolved before 1st October 2009. The new law on disclaimer will apply in relation to such property if, at 1st October 2009, the appropriate Crown representative has neither had notice that the property has vested in the Crown, nor received an application to consider disclaimer nor waived the right to disclaim. The old law will continue to apply in cases where the new law does not apply.

Regulation 2(1) and (3) also replaces the transitional provision relating to section 1023, but the effect remains the same.

Sections 1012 to 1023 were applied to limited liability partnerships by regulations 52 to 55 of the 2009 Regulations. Paragraph 22 of Schedule 1 to those Regulations provides for transitional provisions corresponding to those for company property. Regulation 3 replaces those provisions with transitional provisions corresponding to those substituted, in relation to company property, by regulation 2(1) and (3).

Regulation 2(1) and (4) adds new savings to the 2008 Order. They relate to section 26(2)(a) of the Companies Act 1985 and section 2(1)(a) of the Business Names Act 1985 (c.7), which have been repealed with effect from 1st October 2009. The effect is to save prohibitions on companies being registered by, or persons carrying on business under, a name which would be likely to give an impression of a connection with the Welsh Assembly Government. These savings will cease to have effect when equivalent prohibitions are introduced by amendment to the corresponding provisions of the 2006 Act.