

IMPLEMENTATION TABLE FOR COMPANIES ACT 2006 – ALREADY IN FORCE

Note: failing to comply with many of these constitutes a criminal offence for which the company and/or its officers can be prosecuted.

DATE	SECTION NUMBER(S)	ITEM	ACTION
20.01.07	1144, 1147; Schedules 4 and 5	<ol style="list-style-type: none"> 1. Details that must appear on all company communications (including websites and emails). 2. Company can provide statutory information and notices to members on websites and via emails 	<ol style="list-style-type: none"> 1. Ensure all external communications on websites and emails have full company name, country of registration, company number and charity number if a charity. 2. Amend Articles to allow for electronic communication to and from members if they do not do so already
20.01.07	463	Directors liable to the company for losses arising from deliberately false or recklessly untrue statements in annual reports	Ensure directors and members aware of this. Charity law already directors liable as trustees both to the charity and to third parties.
01.10.07	29 and 30	Resolutions affecting a company's constitution to be sent to Registrar within 15 days of being passed.	Ensure that all resolutions affecting the rights of members under the articles are also sent to Registrar.
01.10.07	116-119	Right of the public to inspect the register of members and be provided with copies of entries no longer automatic. Request, to be valid, must also provide details of purpose for which info is needed and with whom it will be shared.	Ensure company secretarial and admin staff are aware of this. If they suspect an unlawful or illegitimate purpose, the company must then apply to the court which will decide whether a refusal order can be granted. Fees for providing this information can be charged under 2007 Regulations *1
01.10.07	170-174	Four new statutory duties of directors to: <ul style="list-style-type: none"> • act within powers; • promote success of the company (i.e. achievement of its objects if charitable) • exercise independent judgment; • exercise reasonable care, skill and diligence 	Ensure all directors of the company are aware of these as they will be personally liable for failure to comply. They are very similar to existing duties of charity trustees and can be enforced by any member of the company with leave of the Court.
01.10.07	260-264	Members can bring claims on behalf of the company for losses sustained by it through a director's failure to comply with statutory duties but must get leave of the Court first.	Ensure members and directors aware of this.

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DATE	SECTION NUMBER(S)	ITEM	ACTION
01.10.07	248, 355-359	Directors' minutes and company resolutions and minutes of general meetings to be kept for at least 10 years	Ensure company secretary aware of this and archive space made available. Documents may also be stored electronically.
01.10.07	281-288	AGMs and EGMs: company no longer required to hold these unless articles provide for it or members request a meeting. Members still entitled to copies of accounts and annual reports (see below).	Consider whether AGMs or EGMs should be dispensed with. Amend Articles to provide for this but remember that it is not recommended good practice for charities or other companies requiring accountability to members and the public.
01.10.07	288-300	Written resolutions: now need only signatures of 51% of voting members for ordinary resolutions or 75% of voting members for special resolutions. If articles provide for 100% this still must be followed except for resolutions requiring 75% vote under company law. New cut-off point of 28 days from date of circulation for getting all signatures to a written resolution, otherwise it will not be effective.	Consider amending articles to allow for passing written resolutions on 51% of signatures for ordinary resolutions and to clarify new law for special and other resolutions. Ensure all members aware of the new provisions and the 28-day rule.
01.10.07	307	Notice for calling an AGM reduced to 14 days (was 21) unless articles specify a longer period or a special resolution is to be put to the meeting.	Amend articles to allow for shorter period unless the longer period is preferred.
01.10.07	324-333	Proxies: members have an automatic right to appoint these despite what is in the articles. Deadline for returning proxy forms cannot be not more than 48 hours before the meeting.	Ensure that notices of general meetings include this right and if articles have been amended to allow for electronic notices, that this includes the right to send proxy forms to the company by email. Note that use of proxies may distort proceedings where face-to-face discussions or debate are important to making decisions.
01.10.07	485-488	Auditors: will be deemed to be re-appointed at AGMs unless articles state they must be re-appointed, or members do not re-appoint them or the directors decide that auditors will not be required.	If articles provide for compulsory re-appointment, amend them as indicated, if this is considered appropriate.

IMPLEMENTATION TABLE FOR COMPANIES ACT 2006 FROM 06.04.08

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DATE	SECTION NUMBER(S)	ITEM	ACTION
06.04.08	121	Can remove entries for former company members from the register after 10 years (formerly 20)	Check register and remove as necessary, Ensure register contains detailed of all members who ceased membership within the last 10 years as well as current members.
06.04.08	270	Company secretary: no longer required for private companies unless articles provide this, but their functions must still be carried by suitably authorised people.	Consider whether articles need to be amended to remove references to company secretary but bear in mind, advice is generally to ensure there is provision to appoint someone to carry out the functions.
06.04.08	393	Before approving accounts, directors must be satisfied they give a true and fair view of the finances	Ensure directors aware of this, Trustees of charities already have this duty of care.
06.04.08	423-429	Accounts can be sent to members no later than the date due for filing at Companies House, rather than 21 days before the AGM unless Articles specify this. They need no longer be presented at the AGM unless Articles specify this.	Consider amending articles, especially if dispensing with AGMs etc. But remember charities may wish to keep the existing provision for purposes of accountability.
06.04.08	442	Deadline for filing accounts at Companies House reduced from 10 months to 9 months after financial year end.	Ensure finance staff are aware of this.
06.04.08	503-506	Where audit is carried out by a firm, the audit certificate must be signed by the senior statutory auditor and accounts must show her/his name.	Check accountants/auditors comply.
06.04.08	532-538	The auditors and the company can agree to limit the auditors' liability for up to 12 months at a time if fair and reasonable to do so.	Seek legal advice if auditors request this limitation of liability.

IMPLEMENTATION TABLE FOR COMPANIES ACT 2006 FROM 01.10.2008

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DATE	SECTION NUMBER(S)	ITEM	ACTION
01.10.08	69-74	Objections to name: A person having goodwill in a name can object to a company registering with the same or similar name	If registering a new company, try to ensure the name is not similar to the name of another company or charity.
01.10.08	155	Every company must have at least one natural person who is a director , rather than only a corporate body.	Will not apply to charitable companies as trustees must be people.
01.10.08	157-159	Directors must be aged at least 16 . (At moment no minimum age!)	Under charity law trustees must be at least 18 but Commission may allow charities to have 16-17-year old trustees if they are youth development organisations.
01.10.08	175-177	Three remaining new statutory duties on directors to <ul style="list-style-type: none"> • Avoid conflicts of interest • Not accept unauthorised personal benefits • Declare interests in proposed transactions or activities 	Ensure directors aware of these and that a Register of Interests is in place along with the other statutory books (Register of Members, Directors and Secretaries, Charges and Sealings). Charity law already imposes these duties on charity trustees.

IMPLEMENTATION TABLE FOR COMPANIES ACT 2006 FROM 01.10.2009

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01.10.09	7-20	Company formation: new procedure and rules and new model Articles for a guarantee company to replace Table C.	Note that the company will by then almost certainly not be available as a form of incorporation for charities – it will have been replaced by the CIO ² . However these rules will apply to CICs ³ (which charities may use for their trading arms).
01.10.09	8,17-20,28	Company constitution for new companies	Only memorandum will be registered which will contain the statement of intention to register and the details of the members and their guarantees or shareholdings. All other provisions will be contained in the Articles.
01.10.09	21	Amendment of articles	All can be done by special resolution but some amendments (e.g. name, objects, directors' benefits, amendment and dissolution clauses) still require Charity Commissioners' consent if company as charity
01.10.09	22-24	Entrenched provisions	Any company can entrench provisions its articles which can make them harder to amend but not impossible. Charities and CICs ³ already have these.
01.10.09	31	Companies deemed to have unrestricted objects	This will apply to all companies except ones that are charities or CICs ³
01.10.09	32-36	Contents of a company's constitution	All copies of a company's constitution must also contain all resolutions to amend and all members' agreements, statutory provisions or court orders that affect the articles.
01.10.09	77-81	Change of company's name	Can be done by ordinary resolution if articles allow – but charities must still get Commission's permission. Amend Articles to allow this only if this considered appropriate.
01.10.09	240-246	Directors may have "service addresses" which can be the company or some other address.	At present, directors must register their home addresses with Companies House and this is on the public record. Companies will still have to maintain a register with home address details but this will not be open to the public.