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DRAFT STATUTORY INSTRUMENTS

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**2009 No.**

**The Overseas Companies Regulations 2009**

**PART 3**

**ALTERATION IN REGISTERED PARTICULARS**

**Application of Part**

- 12.** This Part applies to an overseas company that—
- (a) has complied with Part 2 (initial registration of particulars) in respect of one or more UK establishments, and
  - (b) has not subsequently given notice under regulation 77 (notice of closure of UK establishment) in respect of all those establishments.

**Return of alteration in registered particulars**

- 13.—**(1) If an alteration is made in any of the particulars delivered under—
- (a) regulation 6 (particulars of the company), or
  - (b) regulation 7 (particulars of the establishment),
- the company must deliver to the registrar a return containing details of the alteration.
- (2) Where a company has more than one UK establishment a return is required in respect of each UK establishment to which the alteration relates; but a return giving the registered numbers of more than one UK establishment is treated as a return in respect of each of them.
- (3) An alteration in any of the particulars specified in regulation 6 (particulars of the company) is treated as relating to every UK establishment of the company.
- (4) The details required of the alteration are—
- (a) the particular that has been altered,
  - (b) details of the particular as altered, and
  - (c) the date on which the alteration was made.
- (5) The return must also state—
- (a) the company's name,
  - (b) the company's registered number, and
  - (c) the name (if different from the company's name) and registered number of each UK establishment to which the return relates.
- (6) The period allowed for delivery of the return is—
- (a) in the case of an alteration of any of the particulars specified in regulation 6 (particulars of the company), 21 days after the date on which notice of the alteration in question could have been received in the United Kingdom in due course of post (if despatched with due diligence);

- (b) in the case of an alteration of any of the particulars specified in regulation 7 (particulars of the establishment), 21 days after the alteration is made.

#### **Return of alteration in company's constitution**

**14.**—(1) If any alteration is made in the company's constitution the company must deliver to the registrar a return stating—

- (a) that an alteration has been made to the company's constitution, and
- (b) the date on which the alteration was made.

(2) The return must be accompanied by a certified copy of the constitution as altered.

(3) Where a company has more than one UK establishment a return is required in respect of each UK establishment to which the alteration relates; but a return giving the registered numbers of more than one UK establishment is treated as a return in respect of each of them.

(4) An alteration in the company's constitution is treated as relating to a UK establishment only if a copy of the constitution is included in the material registered in respect of that establishment.

(5) The return must also state—

- (a) the company's name,
- (b) the company's registered number, and
- (c) the name (if different from the company's name) and registered number of each UK establishment to which the return relates.

(6) The period allowed for delivery of the return is 21 days after the date on which notice of the alteration in question could have been received in the United Kingdom in due course of post (if despatched with due diligence).

#### **Return of alteration as regards filing of certified copy of constitution**

**15.**—(1) This regulation applies where—

- (a) the company's return under Part 2 in respect of an establishment states that a certified copy of the company's constitution has been delivered in respect of another UK establishment, and
- (b) that statement ceases to be true.

(2) The company must deliver to the registrar a further return in respect of the first-mentioned establishment—

- (a) stating that the previous statement has ceased to be true, and
- (b) either—

- (i) accompanied by a certified copy of the company's constitution, or
- (ii) stating that a copy of the company's constitution is included in the material delivered in respect of another UK establishment (giving the registered number of that establishment).

(3) Where the company has more than one UK establishment a return giving the registered numbers of more than one UK establishment is treated as a return in respect of each of them.

(4) The return must also state—

- (a) the company's name,
- (b) the company's registered number, and
- (c) the name (if different from the company's name) and registered number of each UK establishment to which the return relates.

(5) The period allowed for delivery of the return is 21 days after the date on which notice of the fact that the statement in the earlier return has ceased to be true could have been received in the United Kingdom in due course of post (if despatched with due diligence).

(6) Where, after a company has made a return under this regulation, the statement mentioned in paragraph (2)(b)(ii) ceases to be true, paragraphs (2) to (5) (and this paragraph) apply again.

### **Return of alteration of manner of compliance with accounting requirements**

**16.**—(1) This regulation applies where—

- (a) the company's return under Part 2 in respect of a UK establishment states an intention as to whether accounting documents, or accounts, are to be filed in accordance with the provisions of that Part in respect of that establishment or in respect of another UK establishment, and
- (b) that intention changes.

(2) The company must deliver to the registrar a further return in respect of the first-mentioned establishment stating—

- (a) that the intention has changed, and
- (b) either—
  - (i) that it is intended to file accounting documents, or accounts, in respect of the establishment to which the return relates, or
  - (ii) that it is intended to file accounting documents, or accounts, in respect of another UK establishment (giving the registered number of that establishment).

(3) Where the company has more than one UK establishment a return giving the registered numbers of more than one UK establishment is treated as a return in respect of each of them.

(4) The return must also state—

- (a) the company's name,
- (b) the company's registered number, and
- (c) the name (if different from the company's name) and registered number of each UK establishment to which the return relates.

(5) The period allowed for delivery of the return is 21 days after the date on which notice of the fact that the intention stated in the earlier return has changed could have been received in the United Kingdom in due course of post (if despatched with due diligence).

(6) Where, after a company has made a return under this regulation, the intention stated in accordance with paragraph (2)(b)(i) or (ii) changes again, paragraphs (2) to (5) (and this paragraph) apply again.

### **Penalty for non-compliance**

**17.**—(1) If a company fails to comply with any of the requirements of this Part within the period allowed, an offence is committed by—

- (a) the company, and
- (b) every officer or agent of the company who knowingly and wilfully authorises or permits the default.

(2) A person guilty of an offence under paragraph (1) is liable on summary conviction to—

- (a) a fine not exceeding level 3 on the standard scale, and

- (b) for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.