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- (a) that there are reasonable grounds for believing that an offence has been committed for which the penalty on conviction on indictment is imprisonment for a term of not less than two years and that there are on any premises documents relating to whether the offence has been committed,
    - (b) that the Secretary of State, or the person so appointed or authorised, has power to require the production of the documents under this Part, and
    - (c) that there are reasonable grounds for believing that if production was so required the documents would not be produced but would be removed from the premises, hidden, tampered with or destroyed.
  - (3) A warrant under this section shall authorise a constable, together with any other person named in it and any other constables—
    - (a) to enter the premises specified in the information, using such force as is reasonably necessary for the purpose;
    - (b) to search the premises and take possession of any documents appearing to be such documents as are mentioned in subsection (1) or (2), as the case may be, or to take, in relation to any such documents, any other steps which may appear to be necessary for preserving them or preventing interference with them;
    - (c) to take copies of any such documents; and
    - (d) to require any person named in the warrant to provide an explanation of them or to state where they may be found.
  - (4) If in the case of a warrant under subsection (2) the justice of the peace is satisfied on information on oath that there are reasonable grounds for believing that there are also on the premises other documents relevant to the investigation, the warrant shall also authorise the actions mentioned in subsection (3) to be taken in relation to such documents.
  - (5) A warrant under this section shall continue in force until the end of the period of one month beginning with the day on which it is issued.
  - (6) Any documents of which possession is taken under this section may be retained—
    - (a) for a period of three months; or
    - (b) if within that period proceedings to which the documents are relevant are commenced against any person for any criminal offence, until the conclusion of those proceedings.
  - (7) Any person who intentionally obstructs the exercise of any rights conferred by a warrant issued under this section or fails without reasonable excuse to comply with any requirement imposed in accordance with subsection (3)(d) is guilty of an offence and liable to a fine.
- Sections 732 (restriction on prosecutions), 733 (liability of individuals for corporate default) and 734 (criminal proceedings against unincorporated bodies) apply to this offence.
- (8) For the purposes of sections 449 and 451A (provision for security of information) documents obtained under this section shall be treated as if they had been obtained under the provision of this Part under which their production was or, as the case may be, could have been required.



































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*F105 Registration in the companies charges register*

**F10593 Charges requiring registration.**

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**F10594 The companies charges register.**

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**F10595 Delivery of particulars for registration.**

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**F10596 Delivery of further particulars.**

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**F10597 Effect of omissions and errors in registered particulars.**

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**F10598 Memorandum of charge ceasing to affect company’s property.**

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**F10599 Further provisions with respect to voidness of charges.**

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**F105100 Additional information to be registered.**

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*F105 Copies of instruments and register to be kept by the company*

**F105101 Copies of instruments and register to be kept by the company**

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*F105 Supplementary provisions*

**F105102 Power to make further provision by regulations.**

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**F105103 Other supplementary provisions.**

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### **35A Power of directors to bind the company.**

- (1) In favour of a person dealing with a company in good faith, the power of the board of directors to bind the company, or authorise others to do so, shall be deemed to be free of any limitation under the company's constitution.
- (2) For this purpose—
  - (a) a person “deals with” a company if he is a party to any transaction or other act to which the company is a party;
  - (b) a person shall not be regarded as acting in bad faith by reason only of his knowing that an act is beyond the powers of the directors under the company's constitution; and
  - (c) a person shall be presumed to have acted in good faith unless the contrary is proved.
- (3) The references above to limitations on the directors' powers under the company's constitution include limitations deriving—
  - (a) from a resolution of the company in general meeting or a meeting of any class of shareholders, or
  - (b) from any agreement between the members of the company or of any class of shareholders.
- (4) Subsection (1) does not affect any right of a member of the company to bring proceedings to restrain the doing of an act which is beyond the powers of the directors; but no such proceedings shall lie in respect of an act to be done in fulfilment of a legal obligation arising from a previous act of the company.
- (5) Nor does that subsection affect any liability incurred by the directors, or any other person, by reason of the directors' exceeding their powers.
- (6) The operation of this section is restricted by section 30B(1) of the Charities Act 1960 and section 112(3) of the Companies Act 1989 in relation to companies which are charities; and section 322A below (invalidity of certain transactions to which directors or their associates are parties) has effect notwithstanding this section.

### **35B No duty to enquire as to capacity of company or authority of directors.**

A party to a transaction with a company is not bound to enquire as to whether it is permitted by the company's memorandum or as to any limitation on the powers of the board of directors to bind the company or authorise others to do so.”

- (2) In Schedule 21 to the <sup>M19</sup>Companies Act 1985 (effect of registration of companies not formed under that Act), in paragraph 6 (general application of provisions of Act), after sub-paragraph (5) insert—
  - “(6) Where by virtue of sub-paragraph (4) or (5) a company does not have power to alter a provision, it does not have power to ratify acts of the directors in contravention of the provision.”









































































































































































































































































