



Companies Act 2006

2006 CHAPTER 46

PART 34

OVERSEAS COMPANIES

Supplementary

1054 Offences

- (1) Regulations under this Part may specify the person or persons responsible for complying with any specified requirement of the regulations.
- (2) Regulations under this Part may make provision for offences, including provision as to—
 - (a) the person or persons liable in the case of any specified contravention of the regulations, and
 - (b) circumstances that are, or are not, to be a defence on a charge of such an offence.
- (3) The regulations must not provide—
 - (a) for imprisonment, or
 - (b) for the imposition on summary conviction of a fine exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [F1one-tenth of level 5 on the standard scale][F1one-tenth of the greater of £5,000 or level 4 on the standard scale].
- (4) In this section “specified” means specified in the regulations.

Textual Amendments

- F1** Words in s. 1054(3)(b) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), [Sch. 3 para. 17](#) (with reg. 5(1))

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Commencement Information

- II** S. 1054 wholly in force at 1.10.2009; s. 1054 not in force at Royal Assent, see s. 1300; s. 1054 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1054 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1055 Disclosure of individual's residential address: protection from disclosure

Where regulations under section 1046 (overseas companies: duty to register particulars) require an overseas company to register particulars of an individual's usual residential address, they must contain provision corresponding to that made by Chapter 8 of Part 10 (directors' residential addresses: protection from disclosure).

Commencement Information

- 12** S. 1055 wholly in force at 1.10.2009; s. 1055 not in force at Royal Assent, see s. 1300; s. 1055 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1055 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1056 Requirement to identify persons authorised to accept service of documents

Regulations under section 1046 (overseas companies: duty to register particulars) must require an overseas company to register—

- (a) particulars identifying every person resident in the United Kingdom authorised to accept service of documents on behalf of the company, or
- (b) a statement that there is no such person.

Commencement Information

- 13** S. 1056 wholly in force at 1.10.2009; s. 1056 not in force at Royal Assent, see s. 1300; s. 1056 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1056 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1057 Registrar to whom returns, notices etc to be delivered

- (1) This section applies to an overseas company that is required to register or has registered particulars under section 1046 in more than one part of the United Kingdom.
- (2) The Secretary of State may provide by regulations that, in the case of such a company, anything authorised or required to be delivered to the registrar under this Part is to be delivered—
 - (a) to the registrar for each part of the United Kingdom in which the company is required to register or has registered particulars, or
 - (b) to the registrar for such part or parts of the United Kingdom as may be specified in or determined in accordance with the regulations.
- (3) Regulations under this section are subject to negative resolution procedure.

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Commencement Information

- I4** S. 1057 wholly in force at 1.10.2009; s. 1057 not in force at Royal Assent, see s. 1300; s. 1057 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1057 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1058 Duty to give notice of ceasing to have registrable presence

- (1) The Secretary of State may make provision by regulations requiring an overseas company—
 - (a) if it has registered particulars following the opening of a branch, in accordance with regulations under section 1046(2)(a) or (b), to give notice to the registrar if it closes that branch;
 - (b) if it has registered particulars in other circumstances, in accordance with regulations under section 1046(2)(c), to give notice to the registrar if the circumstances that gave rise to the obligation to register particulars cease to obtain.
- (2) The regulations must provide for the notice to be given to the registrar for the part of the United Kingdom to which the original return of particulars was delivered.
- (3) The regulations may specify the period within which notice must be given.
- (4) Regulations under this section are subject to negative resolution procedure.

Commencement Information

- I5** S. 1058 wholly in force at 1.10.2009; s. 1058 not in force at Royal Assent, see s. 1300; s. 1058 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1058 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1059 Application of provisions in case of relocation of branch

For the purposes of this Part—

- (a) the relocation of a branch from one part of the United Kingdom to another counts as the closing of one branch and the opening of another;
- (b) the relocation of a branch within the same part of the United Kingdom does not.

Changes to legislation:

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Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act amendment to earlier affecting provision S.I. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)
- s. 156B(5) omitted by [2023 c. 56 Sch. 2 para. 26](#)
- s. 156C(2) words substituted by [2023 c. 56 s. 41\(2\)\(a\)](#)
- s. 156C(2A) inserted by [2023 c. 56 s. 41\(2\)\(b\)](#)
- s. 156C(3) substituted for s. 156C(3)-(5) by [2023 c. 56 Sch. 2 para. 27](#)
- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1047(4)(i)(j) inserted by [2023 c. 56 s. 21\(2\)](#)
- s. 1087(da) substituted by [2023 c. 56 s. 52\(2\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- s. 1110E-110G applied by S.I. 2009/1804, reg. 60 (as amended) by [S.I. 2024/234 reg. 26](#)
- s. 11989A applied (with modifications) by S.I. 2009/1804, reg. 79A (as inserted) by [S.I. 2024/234 reg. 46](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))