



Companies Act 2006

2006 CHAPTER 46

PART 35

THE REGISTRAR OF COMPANIES

The registrar

1060 The registrar

- (1) There shall continue to be—
 - (a) a registrar of companies for England and Wales,
 - (b) a registrar of companies for Scotland, and
 - (c) a registrar of companies for Northern Ireland.
- (2) The registrars shall be appointed by the Secretary of State.
- (3) In the Companies Acts “the registrar of companies” and “the registrar” mean the registrar of companies for England and Wales, Scotland or Northern Ireland, as the case may require.
- (4) References in the Companies Acts to registration in a particular part of the United Kingdom are to registration by the registrar for that part of the United Kingdom.

1061 The registrar’s functions

- (1) The registrar shall continue—
 - (a) to perform the functions conferred on the registrar—
 - (i) under the Companies Acts, and
 - (ii) under the enactments listed in subsection (2), and
 - (b) to perform such functions on behalf of the Secretary of State, in relation to the registration of companies or other matters, as the Secretary of State may from time to time direct.
- (2) The enactments are—

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the Joint Stock Companies Acts;
the Newspaper Libel and Registration Act
1881 (c. 60)
;
the Limited Partnerships Act
1907 (c. 24)
;
section 53 of the Industrial and Provident Societies Act
1965 (c. 12)
or, for Northern Ireland, section 62 of the Industrial and Provident Societies Act
(Northern Ireland)
1969 (c. 24 (N.I.)
);
the Insolvency Act
1986 (c. 45)
or, for Northern Ireland, the Insolvency (Northern Ireland) Order 1989 (
S.I. 1989/2405 (N.I. 19)
);
section 12 of the Statutory Water Companies Act
1991 (c. 58)
;
sections 3, 4, 6, 63 and 64 of, and Schedule 1 to, the Housing Act
1996 (c. 52)
or, for Northern Ireland, Articles 3 and 16 to 32 of the Housing (Northern Ireland)
Order 1992 (
S.I. 1992/1725 (N.I. 15)
);
sections 2, 4 and 26 of the Commonwealth Development Corporation Act
1999 (c. 20)
;
Part 6 and section 366 of the Financial Services and Markets Act
2000 (c. 8)
;
the Limited Liability Partnerships Act
2000 (c. 12)
;
section 14 of the Insolvency Act
2000 (c. 39)
or, for Northern Ireland, Article 11 of the Insolvency (Northern Ireland) Order
2002 (
S.I. 2002/3152 (N.I. 6)
);
section 121 of the Land Registration Act
2002 (c. 9)
;
section 1248 of this Act.

- (3) References in this Act to the functions of the registrar are to functions within subsection (1)(a) or (b).

1062 The registrar’s official seal

The registrar shall have an official seal for the authentication of documents in connection with the performance of the registrar’s functions.

1063 Fees payable to registrar

- (1) The Secretary of State may make provision by regulations requiring the payment to the registrar of fees in respect of—
 - (a) the performance of any of the registrar’s functions, or
 - (b) the provision by the registrar of services or facilities for purposes incidental to, or otherwise connected with, the performance of any of the registrar’s functions.
- (2) The matters for which fees may be charged include—
 - (a) the performance of a duty imposed on the registrar or the Secretary of State,
 - (b) the receipt of documents delivered to the registrar, and
 - (c) the inspection, or provision of copies, of documents kept by the registrar.
- (3) The regulations may—
 - (a) provide for the amount of the fees to be fixed by or determined under the regulations;
 - (b) provide for different fees to be payable in respect of the same matter in different circumstances;
 - (c) specify the person by whom any fee payable under the regulations is to be paid;
 - (d) specify when and how fees are to be paid.
- (4) Regulations under this section are subject to negative resolution procedure.
- (5) In respect of the performance of functions or the provision of services or facilities—
 - (a) for which fees are not provided for by regulations, or
 - (b) in circumstances other than those for which fees are provided for by regulations,the registrar may determine from time to time what fees (if any) are chargeable.
- (6) Fees received by the registrar are to be paid into the Consolidated Fund.
- (7) The Limited Partnerships Act 1907 (c. 24) is amended as follows—
 - (a) in section 16(1) (inspection of statements registered)—
 - (i) omit the words “, and there shall be paid for such inspection such fees as may be appointed by the Board of Trade, not exceeding 5p for each inspection”, and
 - (ii) omit the words from “and there shall be paid for such certificate” to the end;
 - (b) in section 17 (power to make rules)—
 - (i) omit the words “(but as to fees with the concurrence of the Treasury)”, and
 - (ii) omit paragraph (a).

Certificates of incorporation

1064 Public notice of issue of certificate of incorporation

- (1) The registrar must cause to be published—
 - (a) in the Gazette, or
 - (b) in accordance with section 1116 (alternative means of giving public notice), notice of the issue by the registrar of any certificate of incorporation of a company.
- (2) The notice must state the name and registered number of the company and the date of issue of the certificate.
- (3) This section applies to a certificate of incorporation issued under—
 - (a) section 80 (change of name),
 - (b) section 88 (Welsh companies), or
 - (c) any provision of Part 7 (re-registration),as well as to the certificate issued on a company's formation.

1065 Right to certificate of incorporation

Any person may require the registrar to provide him with a copy of any certificate of incorporation of a company, signed by the registrar or authenticated by the registrar's seal.

Registered numbers

1066 Company's registered numbers

- (1) The registrar shall allocate to every company a number, which shall be known as the company's registered number.
- (2) Companies' registered numbers shall be in such form, consisting of one or more sequences of figures or letters, as the registrar may determine.
- (3) The registrar may on adopting a new form of registered number make such changes of existing registered numbers as appear necessary.
- (4) A change of a company's registered number has effect from the date on which the company is notified by the registrar of the change.
- (5) For a period of three years beginning with that date any requirement to disclose the company's registered number imposed by regulations under section 82 or section 1051 (trading disclosures) is satisfied by the use of either the old number or the new.
- (6) In this section "company" includes an overseas company whose particulars have been registered under section 1046, other than a company that appears to the registrar not to be required to register particulars under that section.

1067 Registered numbers of branches of overseas company

- (1) The registrar shall allocate to every branch of an overseas company whose particulars are registered under section 1046 a number, which shall be known as the branch's registered number.

- (2) Branches' registered numbers shall be in such form, consisting of one or more sequences of figures or letters, as the registrar may determine.
- (3) The registrar may on adopting a new form of registered number make such changes of existing registered numbers as appear necessary.
- (4) A change of a branch's registered number has effect from the date on which the company is notified by the registrar of the change.
- (5) For a period of three years beginning with that date any requirement to disclose the branch's registered number imposed by regulations under section 1051 (trading disclosures) is satisfied by the use of either the old number or the new.

Delivery of documents to the registrar

1068 Registrar's requirements as to form, authentication and manner of delivery

- (1) The registrar may impose requirements as to the form, authentication and manner of delivery of documents required or authorised to be delivered to the registrar under any enactment.
- (2) As regards the form of the document, the registrar may—
 - (a) require the contents of the document to be in a standard form;
 - (b) impose requirements for the purpose of enabling the document to be scanned or copied.
- (3) As regards authentication, the registrar may—
 - (a) require the document to be authenticated by a particular person or a person of a particular description;
 - (b) specify the means of authentication;
 - (c) require the document to contain or be accompanied by the name or registered number of the company to which it relates (or both).
- (4) As regards the manner of delivery, the registrar may specify requirements as to—
 - (a) the physical form of the document (for example, hard copy or electronic form);
 - (b) the means to be used for delivering the document (for example, by post or electronic means);
 - (c) the address to which the document is to be sent;
 - (d) in the case of a document to be delivered by electronic means, the hardware and software to be used, and technical specifications (for example, matters relating to protocol, security, anti-virus protection or encryption).
- (5) The registrar must secure that as from 1st January 2007 all documents subject to the Directive disclosure requirements (see section 1078) may be delivered to the registrar by electronic means.
- (6) The power conferred by this section does not authorise the registrar to require documents to be delivered by electronic means (see section 1069).
- (7) Requirements imposed under this section must not be inconsistent with requirements imposed by any enactment with respect to the form, authentication or manner of delivery of the document concerned.

1069 Power to require delivery by electronic means

- (1) The Secretary of State may make regulations requiring documents that are authorised or required to be delivered to the registrar to be delivered by electronic means.
- (2) Any such requirement to deliver documents by electronic means is effective only if registrar's rules have been published with respect to the detailed requirements for such delivery.
- (3) Regulations under this section are subject to affirmative resolution procedure.

1070 Agreement for delivery by electronic means

- (1) The registrar may agree with a company that documents relating to the company that are required or authorised to be delivered to the registrar—
 - (a) will be delivered by electronic means, except as provided for in the agreement, and
 - (b) will conform to such requirements as may be specified in the agreement or specified by the registrar in accordance with the agreement.
- (2) An agreement under this section may relate to all or any description of documents to be delivered to the registrar.
- (3) Documents in relation to which an agreement is in force under this section must be delivered in accordance with the agreement.

1071 Document not delivered until received

- (1) A document is not delivered to the registrar until it is received by the registrar.
- (2) Provision may be made by registrar's rules as to when a document is to be regarded as received.

*Requirements for proper delivery***1072 Requirements for proper delivery**

- (1) A document delivered to the registrar is not properly delivered unless all the following requirements are met—
 - (a) the requirements of the provision under which the document is to be delivered to the registrar as regards—
 - (i) the contents of the document, and
 - (ii) form, authentication and manner of delivery;
 - (b) any applicable requirements under—
 - section 1068 (registrar's requirements as to form, authentication and manner of delivery),
 - section 1069 (power to require delivery by electronic means), or
 - section 1070 (agreement for delivery by electronic means);
 - (c) any requirements of this Part as to the language in which the document is drawn up and delivered or as to its being accompanied on delivery by a certified translation into English;

- (d) in so far as it consists of or includes names and addresses, any requirements of this Part as to permitted characters, letters or symbols or as to its being accompanied on delivery by a certificate as to the transliteration of any element;
 - (e) any applicable requirements under section 1111 (registrar's requirements as to certification or verification);
 - (f) any requirement of regulations under section 1082 (use of unique identifiers);
 - (g) any requirements as regards payment of a fee in respect of its receipt by the registrar.
- (2) A document that is not properly delivered is treated for the purposes of the provision requiring or authorising it to be delivered as not having been delivered, subject to the provisions of section 1073 (power to accept documents not meeting requirements for proper delivery).

1073 Power to accept documents not meeting requirements for proper delivery

- (1) The registrar may accept (and register) a document that does not comply with the requirements for proper delivery.
- (2) A document accepted by the registrar under this section is treated as received by the registrar for the purposes of section 1077 (public notice of receipt of certain documents).
- (3) No objection may be taken to the legal consequences of a document's being accepted (or registered) by the registrar under this section on the ground that the requirements for proper delivery were not met.
- (4) The acceptance of a document by the registrar under this section does not affect—
 - (a) the continuing obligation to comply with the requirements for proper delivery, or
 - (b) subject as follows, any liability for failure to comply with those requirements.
- (5) For the purposes of—
 - (a) section 453 (civil penalty for failure to file accounts and reports), and
 - (b) any enactment imposing a daily default fine for failure to deliver the document,the period after the document is accepted does not count as a period during which there is default in complying with the requirements for proper delivery.
- (6) But if, subsequently—
 - (a) the registrar issues a notice under section 1094(4) in respect of the document (notice of administrative removal from the register), and
 - (b) the requirements for proper delivery are not complied with before the end of the period of 14 days after the issue of that notice,any subsequent period of default does count for the purposes of those provisions.

1074 Documents containing unnecessary material

- (1) This section applies where a document delivered to the registrar contains unnecessary material.
- (2) “Unnecessary material” means material that—

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- (a) is not necessary in order to comply with an obligation under any enactment, and
 - (b) is not specifically authorised to be delivered to the registrar.
- (3) For this purpose an obligation to deliver a document of a particular description, or conforming to certain requirements, is regarded as not extending to anything that is not needed for a document of that description or, as the case may be, conforming to those requirements.
- (4) If the unnecessary material cannot readily be separated from the rest of the document, the document is treated as not meeting the requirements for proper delivery.
- (5) If the unnecessary material can readily be separated from the rest of the document, the registrar may register the document either—
- (a) with the omission of the unnecessary material, or
 - (b) as delivered.

1075 Informal correction of document

- (1) A document delivered to the registrar may be corrected by the registrar if it appears to the registrar to be incomplete or internally inconsistent.
- (2) This power is exercisable only—
- (a) on instructions, and
 - (b) if the company has given (and has not withdrawn) its consent to instructions being given under this section.
- (3) The following requirements must be met as regards the instructions—
- (a) the instructions must be given in response to an enquiry by the registrar;
 - (b) the registrar must be satisfied that the person giving the instructions is authorised to do so—
 - (i) by the person by whom the document was delivered, or
 - (ii) by the company to which the document relates;
 - (c) the instructions must meet any requirements of registrar’s rules as to—
 - (i) the form and manner in which they are given, and
 - (ii) authentication.
- (4) The company’s consent to instructions being given under this section (and any withdrawal of such consent)—
- (a) may be in hard copy or electronic form, and
 - (b) must be notified to the registrar.
- (5) This section applies in relation to documents delivered under Part 25 (company charges) by a person other than the company as if the references to the company were to the company or the person by whom the document was delivered.
- (6) A document that is corrected under this section is treated, for the purposes of any enactment relating to its delivery, as having been delivered when the correction is made.
- (7) The power conferred by this section is not exercisable if the document has been registered under section 1073 (power to accept documents not meeting requirements for proper delivery).

1076 Replacement of document not meeting requirements for proper delivery

- (1) The registrar may accept a replacement for a document previously delivered that—
 - (a) did not comply with the requirements for proper delivery, or
 - (b) contained unnecessary material (within the meaning of section 1074).
- (2) A replacement document must not be accepted unless the registrar is satisfied that it is delivered by—
 - (a) the person by whom the original document was delivered, or
 - (b) the company to which the original document relates,and that it complies with the requirements for proper delivery.
- (3) The power of the registrar to impose requirements as to the form and manner of delivery includes power to impose requirements as to the identification of the original document and the delivery of the replacement in a form and manner enabling it to be associated with the original.
- (4) This section does not apply where the original document was delivered under Part 25 (company charges) (but see sections 873 and 888 (rectification of register of charges)).

Public notice of receipt of certain documents

1077 Public notice of receipt of certain documents

- (1) The registrar must cause to be published—
 - (a) in the Gazette, or
 - (b) in accordance with section 1116 (alternative means of giving public notice),notice of the receipt by the registrar of any document that, on receipt, is subject to the Directive disclosure requirements (see section 1078).
- (2) The notice must state the name and registered number of the company, the description of document and the date of receipt.
- (3) The registrar is not required to cause notice of the receipt of a document to be published before the date of incorporation of the company to which the document relates.

1078 Documents subject to Directive disclosure requirements

- (1) The documents subject to the “Directive disclosure requirements” are as follows.

The requirements referred to are those of Article 3 of the First Company Law Directive ([68/151/EEC](#)), as amended, extended and applied.
- (2) In the case of every company—

Constitutional documents

 1. The company’s memorandum and articles.
 2. Any amendment of the company’s articles (including every resolution or agreement required to be embodied in or annexed to copies of the company’s articles issued by the company).

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3. After any amendment of the company's articles, the text of the articles as amended.

4. Any notice of a change of the company's name.

Directors

1. The statement of proposed officers required on formation of the company.

2. Notification of any change among the company's directors.

3. Notification of any change in the particulars of directors required to be delivered to the registrar.

Accounts, reports and returns

1. All documents required to be delivered to the registrar under section 441 (annual accounts and reports).

2. The company's annual return.

Registered office

Notification of any change of the company's registered office.

Winding up

(i) Copy of any winding-up order in respect of the company.

(ii) Notice of the appointment of liquidators.

(iii) Order for the dissolution of a company on a winding up.

(iv) Return by a liquidator of the final meeting of a company on a winding up.

(3) In the case of a public company—

Share capital

1. Any statement of capital and initial shareholdings.

2. Any return of allotment and the statement of capital accompanying it.

3. Copy of any resolution under section 570 or 571 (disapplication of pre-emption rights).

4. Copy of any report under section 593 or 599 as to the value of a non-cash asset.

5. Statement of capital accompanying notice given under section 625 (notice by company of redenomination of shares).

6. Statement of capital accompanying notice given under section 627 (notice by company of reduction of capital in connection with redenomination of shares).

7. Notice delivered under section 636 (notice of new name of class of shares) or 637 (notice of variation of rights attached to shares).

8. Statement of capital accompanying order delivered under section 649 (order of court confirming reduction of capital).

9. Notification (under section 689) of the redemption of shares and the statement of capital accompanying it.

10. Statement of capital accompanying return delivered under section 708 (notice of cancellation of shares on purchase of own shares) or 730 (notice of cancellation of shares held as treasury shares).

11. Any statement of compliance delivered under section 762 (statement that company meets conditions for issue of trading certificate).

Mergers and divisions

1. Copy of any draft of the terms of a scheme required to be delivered to the registrar under section 906 or 921.

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2. Copy of any order under section 899 or 900 in respect of a compromise or arrangement to which Part 27 (mergers and divisions of public companies) applies.
- (4) Where a private company re-registers as a public company (see section 96)—
 - (a) the last statement of capital relating to the company received by the registrar under any provision of the Companies Acts becomes subject to the Directive disclosure requirements, and
 - (b) section 1077 (public notice of receipt of certain documents) applies as if the statement had been received by the registrar when the re-registration takes effect.
- (5) In the case of an overseas company, such particulars, returns and other documents required to be delivered under Part 34 as may be specified by the Secretary of State by regulations.
- (6) Regulations under subsection (5) are subject to negative resolution procedure.

1079 Effect of failure to give public notice

- (1) A company is not entitled to rely against other persons on the happening of any event to which this section applies unless—
 - (a) the event has been officially notified at the material time, or
 - (b) the company shows that the person concerned knew of the event at the material time.
- (2) The events to which this section applies are—
 - (a) an amendment of the company's articles,
 - (b) a change among the company's directors,
 - (c) (as regards service of any document on the company) a change of the company's registered office,
 - (d) the making of a winding-up order in respect of the company, or
 - (e) the appointment of a liquidator in a voluntary winding up of the company.
- (3) If the material time falls—
 - (a) on or before the 15th day after the date of official notification, or
 - (b) where the 15th day was not a working day, on or before the next day that was,the company is not entitled to rely on the happening of the event as against a person who shows that he was unavoidably prevented from knowing of the event at that time.
- (4) "Official notification" means—
 - (a) in relation to an amendment of the company's articles, notification in accordance with section 1077 (public notice of receipt by registrar of certain documents) of the amendment and the amended text of the articles;
 - (b) in relation to anything else stated in a document subject to the Directive disclosure requirements, notification of that document in accordance with that section;
 - (c) in relation to the appointment of a liquidator in a voluntary winding up, notification of that event in accordance with section 109 of the Insolvency Act 1986 (c. 45) or Article 95 of the Insolvency (Northern Ireland) Order 1989 (S.I.1989/2405 (N.I. 19))

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The register

1080 The register

- (1) The registrar shall continue to keep records of—
 - (a) the information contained in documents delivered to the registrar under any enactment,
 - (b) certificates of incorporation issued by the registrar, and
 - (c) certificates issued by the registrar under section 869(5) or 885(4) (certificates of registration of charge).
- (2) The records relating to companies are referred to collectively in the Companies Acts as “the register”.
- (3) Information deriving from documents subject to the Directive disclosure requirements (see section 1078) that are delivered to the registrar on or after 1st January 2007 must be kept by the registrar in electronic form.
- (4) Subject to that, information contained in documents delivered to the registrar may be recorded and kept in any form the registrar thinks fit, provided it is possible to inspect it and produce a copy of it.

This is sufficient compliance with any duty of the registrar to keep, file or register the document or to record the information contained in it.

- (5) The records kept by the registrar must be such that information relating to a company is associated with that company, in such manner as the registrar may determine, so as to enable all the information relating to the company to be retrieved.

1081 Annotation of the register

- (1) The registrar must place a note in the register recording—
 - (a) the date on which a document is delivered to the registrar;
 - (b) if a document is corrected under section 1075, the nature and date of the correction;
 - (c) if a document is replaced (whether or not material derived from it is removed), the fact that it has been replaced and the date of delivery of the replacement;
 - (d) if material is removed—
 - (i) what was removed (giving a general description of its contents),
 - (ii) under what power, and
 - (iii) the date on which that was done.
- (2) The Secretary of State may make provision by regulations—
 - (a) authorising or requiring the registrar to annotate the register in such other circumstances as may be specified in the regulations, and
 - (b) as to the contents of any such annotation.
- (3) No annotation is required in the case of a document that by virtue of section 1072(2) (documents not meeting requirements for proper delivery) is treated as not having been delivered.

- (4) A note may be removed if it no longer serves any useful purpose.
- (5) Any duty or power of the registrar with respect to annotation of the register is subject to the court's power under section 1097 (powers of court on ordering removal of material from the register) to direct—
 - (a) that a note be removed from the register, or
 - (b) that no note shall be made of the removal of material that is the subject of the court's order.
- (6) Notes placed in the register in accordance with subsection (1), or in pursuance of regulations under subsection (2), are part of the register for all purposes of the Companies Acts.
- (7) Regulations under this section are subject to negative resolution procedure.

1082 Allocation of unique identifiers

- (1) The Secretary of State may make provision for the use, in connection with the register, of reference numbers (“unique identifiers”) to identify each person who—
 - (a) is a director of a company,
 - (b) is secretary (or a joint secretary) of a company, or
 - (c) in the case of an overseas company whose particulars are registered under section 1046, holds any such position as may be specified for the purposes of this section by regulations under that section.
- (2) The regulations may—
 - (a) provide that a unique identifier may be in such form, consisting of one or more sequences of letters or numbers, as the registrar may from time to time determine;
 - (b) make provision for the allocation of unique identifiers by the registrar;
 - (c) require there to be included, in any specified description of documents delivered to the registrar, as well as a statement of the person's name—
 - (i) a statement of the person's unique identifier, or
 - (ii) a statement that the person has not been allocated a unique identifier;
 - (d) enable the registrar to take steps where a person appears to have more than one unique identifier to discontinue the use of all but one of them.
- (3) The regulations may contain provision for the application of the scheme in relation to persons appointed, and documents registered, before the commencement of this Act.
- (4) The regulations may make different provision for different descriptions of person and different descriptions of document.
- (5) Regulations under this section are subject to affirmative resolution procedure.

1083 Preservation of original documents

- (1) The originals of documents delivered to the registrar in hard copy form must be kept for three years after they are received by the registrar, after which they may be destroyed provided the information contained in them has been recorded in the register.

This is subject to section 1087(3) (extent of obligation to retain material not available for public inspection).

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- (2) The registrar is under no obligation to keep the originals of documents delivered in electronic form, provided the information contained in them has been recorded in the register.
- (3) This section applies to documents held by the registrar when this section comes into force as well as to documents subsequently received.

1084 Records relating to companies that have been dissolved etc

- (1) This section applies where—
 - (a) a company is dissolved,
 - (b) an overseas company ceases to have any connection with the United Kingdom by virtue of which it is required to register particulars under section 1046, or
 - (c) a credit or financial institution ceases to be within section 1050 (overseas institutions required to file accounts with the registrar).
- (2) At any time after two years from the date on which it appears to the registrar that—
 - (a) the company has been dissolved,
 - (b) the overseas company has ceased to have any connection with the United Kingdom by virtue of which it is required to register particulars under section 1046, or
 - (c) the credit or financial institution has ceased to be within section 1050 (overseas institutions required to file accounts with the registrar),
 the registrar may direct that records relating to the company or institution may be removed to the Public Record Office or, as the case may be, the Public Record Office of Northern Ireland.
- (3) Records in respect of which such a direction is given shall be disposed of under the enactments relating to that Office and the rules made under them.
- (4) In subsection (1)(a) “company” includes a company provisionally or completely registered under the Joint Stock Companies Act 1844 (c. 110).
- (5) This section does not extend to Scotland.

Inspection etc of the register

1085 Inspection of the register

- (1) Any person may inspect the register.
- (2) The right of inspection extends to the originals of documents delivered to the registrar in hard copy form if, and only if, the record kept by the registrar of the contents of the document is illegible or unavailable.

The period for which such originals are to be kept is limited by section 1083(1).
- (3) This section has effect subject to section 1087 (material not available for public inspection).

1086 Right to copy of material on the register

- (1) Any person may require a copy of any material on the register.
- (2) The fee for any such copy of material derived from a document subject to the Directive disclosure requirements (see section 1078), whether in hard copy or electronic form, must not exceed the administrative cost of providing it.
- (3) This section has effect subject to section 1087 (material not available for public inspection).

1087 Material not available for public inspection

- (1) The following material must not be made available by the registrar for public inspection—
 - (a) the contents of any document sent to the registrar containing views expressed pursuant to section 56 (comments on proposal by company to use certain words or expressions in company name);
 - (b) protected information within section 242(1) (directors' residential addresses: restriction on disclosure by registrar) or any corresponding provision of regulations under section 1046 (overseas companies);
 - (c) any application to the registrar under section 1024 (application for administrative restoration to the register) that has not yet been determined or was not successful;
 - (d) any document received by the registrar in connection with the giving or withdrawal of consent under section 1075 (informal correction of documents);
 - (e) any application or other document delivered to the registrar under section 1088 (application to make address unavailable for public inspection) and any address in respect of which such an application is successful;
 - (f) any application or other document delivered to the registrar under section 1095 (application for rectification of register);
 - (g) any court order under section 1096 (rectification of the register under court order) that the court has directed under section 1097 (powers of court on ordering removal of material from the register) is not to be made available for public inspection;
 - (h) the contents of—
 - (i) any instrument creating or evidencing a charge and delivered to the registrar under section 860 (registration of company charges: England and Wales or Northern Ireland), or
 - (ii) any certified copy of an instrument creating or evidencing a charge and delivered to the registrar under section 878 (registration of company charges: Scotland);
 - (i) any e-mail address, identification code or password deriving from a document delivered for the purpose of authorising or facilitating electronic filing procedures or providing information by telephone;
 - (j) the contents of any documents held by the registrar pending a decision of the Regulator of Community Interest Companies under section 36 or 38 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27) (decision on eligibility for registration as community interest company) and that the registrar is not later required to record;

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- (k) any other material excluded from public inspection by or under any other enactment.
- (2) A restriction applying by reference to material deriving from a particular description of document does not affect the availability for public inspection of the same information contained in material derived from another description of document in relation to which no such restriction applies.
- (3) Material to which this section applies need not be retained by the registrar for longer than appears to the registrar reasonably necessary for the purposes for which the material was delivered to the registrar.

1088 Application to registrar to make address unavailable for public inspection

- (1) The Secretary of State may make provision by regulations requiring the registrar, on application, to make an address on the register unavailable for public inspection.
- (2) The regulations may make provision as to—
 - (a) who may make an application,
 - (b) the grounds on which an application may be made,
 - (c) the information to be included in and documents to accompany an application,
 - (d) the notice to be given of an application and of its outcome, and
 - (e) how an application is to be determined.
- (3) Provision under subsection (2)(e) may in particular—
 - (a) confer a discretion on the registrar;
 - (b) provide for a question to be referred to a person other than the registrar for the purposes of determining the application.
- (4) An application must specify the address to be removed from the register and indicate where on the register it is.
- (5) The regulations may provide—
 - (a) that an address is not to be made unavailable for public inspection under this section unless replaced by a service address, and
 - (b) that in such a case the application must specify a service address.
- (6) Regulations under this section are subject to affirmative resolution procedure.

1089 Form of application for inspection or copy

- (1) The registrar may specify the form and manner in which application is to be made for—
 - (a) inspection under section 1085, or
 - (b) a copy under section 1086.
- (2) As from 1st January 2007, applications in respect of documents subject to the Directive disclosure requirements may be submitted to the registrar in hard copy or electronic form, as the applicant chooses.

This does not affect the registrar's power under subsection (1) above to impose requirements in respect of other matters.

1090 Form and manner in which copies to be provided

- (1) The following provisions apply as regards the form and manner in which copies are to be provided under section 1086.
- (2) As from 1st January 2007, copies of documents subject to the Directive disclosure requirements must be provided in hard copy or electronic form, as the applicant chooses.

This is subject to the following proviso.

- (3) The registrar is not obliged by subsection (2) to provide copies in electronic form of a document that was delivered to the registrar in hard copy form if—
 - (a) the document was delivered to the registrar on or before 31st December 1996, or
 - (b) the document was delivered to the registrar on or before 31st December 2006 and ten years or more elapsed between the date of delivery and the date of receipt of the first application for a copy on or after 1st January 2007.
- (4) Subject to the preceding provisions of this section, the registrar may determine the form and manner in which copies are to be provided.

1091 Certification of copies as accurate

- (1) Copies provided under section 1086 in hard copy form must be certified as true copies unless the applicant dispenses with such certification.
- (2) Copies so provided in electronic form must not be certified as true copies unless the applicant expressly requests such certification.
- (3) A copy provided under section 1086, certified by the registrar (whose official position it is unnecessary to prove) to be an accurate record of the contents of the original document, is in all legal proceedings admissible in evidence—
 - (a) as of equal validity with the original document, and
 - (b) as evidence (in Scotland, sufficient evidence) of any fact stated in the original document of which direct oral evidence would be admissible.
- (4) The Secretary of State may make provision by regulations as to the manner in which such a certificate is to be provided in a case where the copy is provided in electronic form.
- (5) Except in the case of documents that are subject to the Directive disclosure requirements (see section 1078), copies provided by the registrar may, instead of being certified in writing to be an accurate record, be sealed with the registrar's official seal.

1092 Issue of process for production of records kept by the registrar

- (1) No process for compelling the production of a record kept by the registrar shall issue from any court except with the permission of the court.
- (2) Any such process shall bear on it a statement that it is issued with the permission of the court.

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Correction or removal of material on the register

1093 Registrar’s notice to resolve inconsistency on the register

- (1) Where it appears to the registrar that the information contained in a document delivered to the registrar is inconsistent with other information on the register, the registrar may give notice to the company to which the document relates—
 - (a) stating in what respects the information contained in it appears to be inconsistent with other information on the register, and
 - (b) requiring the company to take steps to resolve the inconsistency.
- (2) The notice must—
 - (a) state the date on which it is issued, and
 - (b) require the delivery to the registrar, within 14 days after that date, of such replacement or additional documents as may be required to resolve the inconsistency.
- (3) If the necessary documents are not delivered within the period specified, an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (4) A person guilty of an offence under subsection (3) is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.

1094 Administrative removal of material from the register

- (1) The registrar may remove from the register anything that there was power, but no duty, to include.
- (2) This power is exercisable, in particular, so as to remove—
 - (a) unnecessary material within the meaning of section 1074, and
 - (b) material derived from a document that has been replaced under—
 - section 1076 (replacement of document not meeting requirements for proper delivery), or
 - section 1093 (notice to remedy inconsistency on the register).
- (3) This section does not authorise the removal from the register of—
 - (a) anything whose registration has had legal consequences in relation to the company as regards—
 - (i) its formation,
 - (ii) a change of name,
 - (iii) its re-registration,
 - (iv) its becoming or ceasing to be a community interest company,
 - (v) a reduction of capital,
 - (vi) a change of registered office,
 - (vii) the registration of a charge, or
 - (viii) its dissolution;
 - (b) an address that is a person’s registered address for the purposes of section 1140 (service of documents on directors, secretaries and others).

- (4) On or before removing any material under this section (otherwise than at the request of the company) the registrar must give notice—
 - (a) to the person by whom the material was delivered (if the identity, and name and address of that person are known), or
 - (b) to the company to which the material relates (if notice cannot be given under paragraph (a) and the identity of that company is known).
- (5) The notice must—
 - (a) state what material the registrar proposes to remove, or has removed, and on what grounds, and
 - (b) state the date on which it is issued.

1095 Rectification of register on application to registrar

- (1) The Secretary of State may make provision by regulations requiring the registrar, on application, to remove from the register material of a description specified in the regulations that—
 - (a) derives from anything invalid or ineffective or that was done without the authority of the company, or
 - (b) is factually inaccurate, or is derived from something that is factually inaccurate or forged.
- (2) The regulations may make provision as to—
 - (a) who may make an application,
 - (b) the information to be included in and documents to accompany an application,
 - (c) the notice to be given of an application and of its outcome,
 - (d) a period in which objections to an application may be made, and
 - (e) how an application is to be determined.
- (3) An application must—
 - (a) specify what is to be removed from the register and indicate where on the register it is, and
 - (b) be accompanied by a statement that the material specified in the application complies with this section and the regulations.
- (4) If no objections are made to the application, the registrar may accept the statement as sufficient evidence that the material specified in the application should be removed from the register.
- (5) Where anything is removed from the register under this section the registration of which had legal consequences as mentioned in section 1094(3), any person appearing to the court to have a sufficient interest may apply to the court for such consequential orders as appear just with respect to the legal effect (if any) to be accorded to the material by virtue of its having appeared on the register.
- (6) Regulations under this section are subject to affirmative resolution procedure.

1096 Rectification of the register under court order

- (1) The registrar shall remove from the register any material—

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- (a) that derives from anything that the court has declared to be invalid or ineffective, or to have been done without the authority of the company, or
 - (b) that a court declares to be factually inaccurate, or to be derived from something that is factually inaccurate, or forged,
- and that the court directs should be removed from the register.
- (2) The court order must specify what is to be removed from the register and indicate where on the register it is.
 - (3) The court must not make an order for the removal from the register of anything the registration of which had legal consequences as mentioned in section 1094(3) unless satisfied—
 - (a) that the presence of the material on the register has caused, or may cause, damage to the company, and
 - (b) that the company's interest in removing the material outweighs any interest of other persons in the material continuing to appear on the register.
 - (4) Where in such a case the court does make an order for removal, it may make such consequential orders as appear just with respect to the legal effect (if any) to be accorded to the material by virtue of its having appeared on the register.
 - (5) A copy of the court's order must be sent to the registrar for registration.
 - (6) This section does not apply where the court has other, specific, powers to deal with the matter, for example under—
 - (a) the provisions of Part 15 relating to the revision of defective accounts and reports, or
 - (b) section 873 or 888 (rectification of the register of charges).

1097 Powers of court on ordering removal of material from the register

- (1) Where the court makes an order for the removal of anything from the register under section 1096 (rectification of the register), it may give directions under this section.
- (2) It may direct that any note on the register that is related to the material that is the subject of the court's order shall be removed from the register.
- (3) It may direct that its order shall not be available for public inspection as part of the register.
- (4) It may direct—
 - (a) that no note shall be made on the register as a result of its order, or
 - (b) that any such note shall be restricted to such matters as may be specified by the court.
- (5) The court shall not give any direction under this section unless it is satisfied—
 - (a) that—
 - (i) the presence on the register of the note or, as the case may be, of an unrestricted note, or
 - (ii) the availability for public inspection of the court's order, may cause damage to the company, and
 - (b) that the company's interest in non-disclosure outweighs any interest of other persons in disclosure.

1098 Public notice of removal of certain material from the register

- (1) The registrar must cause to be published—
 - (a) in the Gazette, or
 - (b) in accordance with section 1116 (alternative means of giving public notice), notice of the removal from the register of any document subject to the Directive disclosure requirements (see section 1078) or of any material derived from such a document.
- (2) The notice must state the name and registered number of the company, the description of document and the date of receipt.

The registrar's index of company names

1099 The registrar's index of company names

- (1) The registrar of companies must keep an index of the names of the companies and other bodies to which this section applies.

This is “the registrar’s index of company names”.
- (2) This section applies to—
 - (a) UK-registered companies;
 - (b) any body to which any provision of the Companies Acts applies by virtue of regulations under section 1043 (unregistered companies); and
 - (c) overseas companies that have registered particulars with the registrar under section 1046, other than companies that appear to the registrar not to be required to do so.
- (3) This section also applies to—
 - (a) limited partnerships registered in the United Kingdom;
 - (b) limited liability partnerships incorporated in the United Kingdom;
 - (c) European Economic Interest Groupings registered in the United Kingdom;
 - (d) open-ended investment companies authorised in the United Kingdom;
 - (e) societies registered under the Industrial and Provident Societies Act 1965 (c. 12) or the Industrial and Provident Societies Act (Northern Ireland) 1969 (c. 24 (N.I.)).
- (4) The Secretary of State may by order amend subsection (3)—
 - (a) by the addition of any description of body;
 - (b) by the deletion of any description of body.
- (5) Any such order is subject to negative resolution procedure.

1100 Right to inspect index

Any person may inspect the registrar’s index of company names.

1101 Power to amend enactments relating to bodies other than companies

- (1) The Secretary of State may by regulations amend the enactments relating to any description of body for the time being within section 1099(3) (bodies other than companies whose names are to be entered in the registrar's index), so as to—
- (a) require the registrar to be provided with information as to the names of bodies registered, incorporated, authorised or otherwise regulated under those enactments, and
 - (b) make provision in relation to such bodies corresponding to that made by—
 - section 66 (company name not to be the same as another in the index), and
 - sections 67 and 68 (power to direct change of company name in case of similarity to existing name).
- (2) Regulations under this section are subject to affirmative resolution procedure.

Language requirements: translation

1102 Application of language requirements

- (1) The provisions listed below apply to all documents required to be delivered to the registrar under any provision of—
- (a) the Companies Acts, or
 - (b) the Insolvency Act 1986 (c. 45) or the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)).
- (2) The Secretary of State may make provision by regulations applying all or any of the listed provisions, with or without modifications, in relation to documents delivered to the registrar under any other enactment.
- (3) The provisions are—
- section 1103 (documents to be drawn up and delivered in English),
 - section 1104 (documents relating to Welsh companies),
 - section 1105 (documents that may be drawn up and delivered in other languages),
 - section 1107 (certified translations).
- (4) Regulations under this section are subject to negative resolution procedure.

1103 Documents to be drawn up and delivered in English

- (1) The general rule is that all documents required to be delivered to the registrar must be drawn up and delivered in English.
- (2) This is subject to—
- section 1104 (documents relating to Welsh companies) and
 - section 1105 (documents that may be drawn up and delivered in other languages).

1104 Documents relating to Welsh companies

- (1) Documents relating to a Welsh company may be drawn up and delivered to the registrar in Welsh.
- (2) On delivery to the registrar any such document must be accompanied by a certified translation into English, unless it is—
 - (a) of a description excepted from that requirement by regulations made by the Secretary of State, or
 - (b) in a form prescribed in Welsh (or partly in Welsh and partly in English) by virtue of section 26 of the Welsh Language Act 1993 (c. 38)
- (3) Where a document is properly delivered to the registrar in Welsh without a certified translation into English, the registrar must obtain such a translation if the document is to be available for public inspection.

The translation is treated as if delivered to the registrar in accordance with the same provision as the original.

- (4) A Welsh company may deliver to the registrar a certified translation into Welsh of any document in English that relates to the company and is or has been delivered to the registrar.
- (5) Section 1105 (which requires certified translations into English of documents delivered to the registrar in another language) does not apply to a document relating to a Welsh company that is drawn up and delivered in Welsh.

1105 Documents that may be drawn up and delivered in other languages

- (1) Documents to which this section applies may be drawn up and delivered to the registrar in a language other than English, but when delivered to the registrar they must be accompanied by a certified translation into English.
- (2) This section applies to—
 - (a) agreements required to be forwarded to the registrar under Chapter 3 of Part 3 (agreements affecting the company's constitution);
 - (b) documents required to be delivered under section 400(2)(e) or section 401(2)(f) (company included in accounts of larger group: required to deliver copy of group accounts);
 - (c) instruments or copy instruments required to be delivered under Part 25 (company charges);
 - (d) documents of any other description specified in regulations made by the Secretary of State.
- (3) Regulations under this section are subject to negative resolution procedure.

1106 Voluntary filing of translations

- (1) A company may deliver to the registrar one or more certified translations of any document relating to the company that is or has been delivered to the registrar.
- (2) The Secretary of State may by regulations specify—

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- (a) the languages, and
 - (b) the descriptions of document,
- in relation to which this facility is available.
- (3) The regulations must provide that it is available as from 1st January 2007—
 - (a) in relation to all the official languages of the European Union, and
 - (b) in relation to all documents subject to the Directive disclosure requirements (see section 1078).
 - (4) The power of the registrar to impose requirements as to the form and manner of delivery includes power to impose requirements as to the identification of the original document and the delivery of the translation in a form and manner enabling it to be associated with the original.
 - (5) Regulations under this section are subject to negative resolution procedure.
 - (6) This section does not apply where the original document was delivered to the registrar before this section came into force.

1107 Certified translations

- (1) In this Part a “certified translation” means a translation certified to be a correct translation.
- (2) In the case of any discrepancy between the original language version of a document and a certified translation—
 - (a) the company may not rely on the translation as against a third party, but
 - (b) a third party may rely on the translation unless the company shows that the third party had knowledge of the original.
- (3) A “third party” means a person other than the company or the registrar.

Language requirements: transliteration

1108 Transliteration of names and addresses: permitted characters

- (1) Names and addresses in a document delivered to the registrar must contain only letters, characters and symbols (including accents and other diacritical marks) that are permitted.
- (2) The Secretary of State may make provision by regulations—
 - (a) as to the letters, characters and symbols (including accents and other diacritical marks) that are permitted, and
 - (b) permitting or requiring the delivery of documents in which names and addresses have not been transliterated into a permitted form.
- (3) Regulations under this section are subject to negative resolution procedure.

1109 Transliteration of names and addresses: voluntary transliteration into Roman characters

- (1) Where a name or address is or has been delivered to the registrar in a permitted form using other than Roman characters, the company may deliver to the registrar a transliteration into Roman characters.
- (2) The power of the registrar to impose requirements as to the form and manner of delivery includes power to impose requirements as to the identification of the original document and the delivery of the transliteration in a form and manner enabling it to be associated with the original.

1110 Transliteration of names and addresses: certification

- (1) The Secretary of State may make provision by regulations requiring the certification of transliterations and prescribing the form of certification.
- (2) Different provision may be made for compulsory and voluntary transliterations.
- (3) Regulations under this section are subject to negative resolution procedure.

Supplementary provisions

1111 Registrar's requirements as to certification or verification

- (1) Where a document required or authorised to be delivered to the registrar under any enactment is required—
 - (a) to be certified as an accurate translation or transliteration, or
 - (b) to be certified as a correct copy or verified,the registrar may impose requirements as to the person, or description of person, by whom the certificate or verification is to be given.
- (2) The power conferred by section 1068 (registrar's requirements as to form, authentication and manner of delivery) is exercisable in relation to the certificate or verification as if it were a separate document.
- (3) Requirements imposed under this section must not be inconsistent with requirements imposed by any enactment with respect to the certification or verification of the document concerned.

1112 General false statement offence

- (1) It is an offence for a person knowingly or recklessly—
 - (a) to deliver or cause to be delivered to the registrar, for any purpose of the Companies Acts, a document, or
 - (b) to make to the registrar, for any such purpose, a statement, that is misleading, false or deceptive in a material particular.
- (2) A person guilty of an offence under this section is liable—
 - (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
 - (b) on summary conviction—

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- (i) in England and Wales, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
- (ii) in Scotland or Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

1113 Enforcement of company's filing obligations

- (1) This section applies where a company has made default in complying with any obligation under the Companies Acts—
 - (a) to deliver a document to the registrar, or
 - (b) to give notice to the registrar of any matter.
- (2) The registrar, or any member or creditor of the company, may give notice to the company requiring it to comply with the obligation.
- (3) If the company fails to make good the default within 14 days after service of the notice, the registrar, or any member or creditor of the company, may apply to the court for an order directing the company, and any specified officer of it, to make good the default within a specified time.
- (4) The court's order may provide that all costs (in Scotland, expenses) of or incidental to the application are to be borne by the company or by any officers of it responsible for the default.
- (5) This section does not affect the operation of any enactment making it an offence, or imposing a civil penalty, for the default.

1114 Application of provisions about documents and delivery

- (1) In this Part—
 - (a) “document” means information recorded in any form, and
 - (b) references to delivering a document include forwarding, lodging, registering, sending, producing or submitting it or (in the case of a notice) giving it.
- (2) Except as otherwise provided, this Part applies in relation to the supply to the registrar of information otherwise than in documentary form as it applies in relation to the delivery of a document.

1115 Supplementary provisions relating to electronic communications

- (1) Registrar's rules may require a company to give any necessary consents to the use of electronic means for communications by the registrar to the company as a condition of making use of any facility to deliver material to the registrar by electronic means.
- (2) A document that is required to be signed by the registrar or authenticated by the registrar's seal shall, if sent by electronic means, be authenticated in such manner as may be specified by registrar's rules.

1116 Alternative to publication in the Gazette

- (1) Notices that would otherwise need to be published by the registrar in the Gazette may instead be published by such means as may from time to time be approved by the registrar in accordance with regulations made by the Secretary of State.
- (2) The Secretary of State may make provision by regulations as to what alternative means may be approved.
- (3) The regulations may, in particular—
 - (a) require the use of electronic means;
 - (b) require the same means to be used—
 - (i) for all notices or for all notices of specified descriptions, and
 - (ii) whether the company is registered in England and Wales, Scotland or Northern Ireland;
 - (c) impose conditions as to the manner in which access to the notices is to be made available.
- (4) Regulations under this section are subject to negative resolution procedure.
- (5) Before starting to publish notices by means approved under this section the registrar must publish at least one notice to that effect in the Gazette.
- (6) Nothing in this section prevents the registrar from giving public notice both in the Gazette and by means approved under this section.

In that case, the requirement of public notice is met when notice is first given by either means.

1117 Registrar's rules

- (1) Where any provision of this Part enables the registrar to make provision, or impose requirements, as to any matter, the registrar may make such provision or impose such requirements by means of rules under this section.

This is without prejudice to the making of such provision or the imposing of such requirements by other means.

- (2) Registrar's rules—
 - (a) may make different provision for different cases, and
 - (b) may allow the registrar to disapply or modify any of the rules.
- (3) The registrar must—
 - (a) publicise the rules in a manner appropriate to bring them to the notice of persons affected by them, and
 - (b) make copies of the rules available to the public (in hard copy or electronic form).

1118 Payments into the Consolidated Fund

Nothing in the Companies Acts or any other enactment as to the payment of receipts into the Consolidated Fund shall be read as affecting the operation in relation to the registrar of section 3(1) of the Government Trading Funds Act 1973 (c. 63)

1119 Contracting out of registrar's functions

- (1) Where by virtue of an order made under section 69 of the Deregulation and Contracting Out Act 1994 (c. 40)

a person is authorised by the registrar to accept delivery of any class of documents that are under any enactment to be delivered to the registrar, the registrar may direct that documents of that class shall be delivered to a specified address of the authorised person.

Any such direction must be printed and made available to the public (with or without payment).

- (2) A document of that class that is delivered to an address other than the specified address is treated as not having been delivered.
- (3) Registrar's rules are not subordinate legislation for the purposes of section 71 of the Deregulation and Contracting Out Act 1994 (functions excluded from contracting out).

1120 Application of this Part to overseas companies

Unless the context otherwise requires, the provisions of this Part apply to an overseas company as they apply to a company as defined in section 1.