



Companies Act 2006

2006 CHAPTER 46

PART 8

A COMPANY'S MEMBERS

CHAPTER 3

OVERSEAS BRANCH REGISTERS

129 Overseas branch registers

- (1) A company having a share capital may, if it transacts business in a country or territory to which this Chapter applies, cause to be kept there a branch register of members resident there (an “overseas branch register”).
- (2) This Chapter applies to—
 - (a) any part of Her Majesty's dominions outside the United Kingdom, the Channel Islands and the Isle of Man, and
 - (b) the countries or territories listed below.

Bangladesh	Malaysia
Cyprus	Malta
Dominica	Nigeria
The Gambia	Pakistan
Ghana	Seychelles
Guyana	Sierra Leone
The Hong Kong Special Administrative Region of the People's Republic of China	Singapore

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India	South Africa
Ireland	Sri Lanka
Kenya	Swaziland
Kiribati	Trinidad and Tobago
Lesotho	Uganda
Malawi	Zimbabwe

- (3) The Secretary of State may make provision by regulations as to the circumstances in which a company is to be regarded as keeping a register in a particular country or territory.
- (4) Regulations under this section are subject to negative resolution procedure.
- (5) References—
 - (a) in any Act or instrument (including, in particular, a company's articles) to a dominion register, or
 - (b) in articles registered before 1st November 1929 to a colonial register,
 are to be read (unless the context otherwise requires) as a reference to an overseas branch register kept under this section.

130 Notice of opening of overseas branch register

- (1) A company that begins to keep an overseas branch register must give notice to the registrar within 14 days of doing so, stating the country or territory in which the register is kept.
- (2) If default is made in complying with subsection (1), an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (3) A person guilty of an offence under subsection (2) is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

131 Keeping of overseas branch register

- (1) An overseas branch register is regarded as part of the company's register of members ("the main register").
- (2) The Secretary of State may make provision by regulations modifying any provision of Chapter 2 (register of members) as it applies in relation to an overseas branch register.
- (3) Regulations under this section are subject to negative resolution procedure.
- (4) Subject to the provisions of this Act, a company may by its articles make such provision as it thinks fit as to the keeping of overseas branch registers.

132 Register or duplicate to be kept available for inspection in UK

- (1) A company that keeps an overseas branch register must keep available for inspection—

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- (a) the register, or
 - (b) a duplicate of the register duly entered up from time to time,
- at the place in the United Kingdom where the company's main register is kept available for inspection.
- (2) Any such duplicate is treated for all purposes of this Act as part of the main register.
 - (3) If default is made in complying with subsection (1), 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 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

133 Transactions in shares registered in overseas branch register

- (1) Shares registered in an overseas branch register must be distinguished from those registered in the main register.
- (2) No transaction with respect to shares registered in an overseas branch register may be registered in any other register.
- (3) An instrument of transfer of a share registered in an overseas branch register—
 - (a) is regarded as a transfer of property situated outside the United Kingdom, and
 - (b) unless executed in a part of the United Kingdom, is exempt from stamp duty.

134 Jurisdiction of local courts

- (1) A competent court in a country or territory where an overseas branch register is kept may exercise the same jurisdiction as is exercisable by a court in the United Kingdom—
 - (a) to rectify the register (see section 125), or
 - (b) in relation to a request for inspection or a copy of the register (see section 117).
- (2) The offences—
 - (a) of refusing inspection or failing to provide a copy of the register (see section 118), and
 - (b) of making a false, misleading or deceptive statement in a request for inspection or a copy (see section 119),may be prosecuted summarily before any tribunal having summary criminal jurisdiction in the country or territory where the register is kept.
- (3) This section extends only to those countries and territories to which paragraph 3 of Schedule 14 to the Companies Act 1985 (c. 6) (which made similar provision) extended immediately before the coming into force of this Chapter.

135 Discontinuance of overseas branch register

- (1) A company may discontinue an overseas branch register.
- (2) If it does so all the entries in that register must be transferred—
 - (a) to some other overseas branch register kept in the same country or territory, or

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- (b) to the main register.
- (3) The company must give notice to the registrar within 14 days of the discontinuance.
- (4) If default is made in complying with subsection (3), an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (5) A person guilty of an offence under subsection (4) is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.