

1975 No. 597

COMPANIES

The Companies (Unregistered Companies) Regulations 1975

<i>Made</i>	- - -	<i>9th April 1975</i>
<i>Laid before Parliament</i>		<i>21st April 1975</i>
<i>Coming into Operation</i>		<i>5th January 1976</i>

The Secretary of State, in exercise of the powers conferred by section 435 of, and Schedule 14 to, the Companies Act 1948(a), as amended by section 54 of the Companies Act 1967(b) and section 9 of the European Communities Act 1972(c) and now vested in him(d), hereby makes the following Regulations:—

1. These Regulations may be cited as the Companies (Unregistered Companies) Regulations 1975 and shall come into operation on 5th January 1976.

2.—(1) In these Regulations—

“the commencement date” means the date on which these Regulations come into operation;

“the Act of 1948” means the Companies Act 1948;

“the Act of 1967” means the Companies Act 1967;

“the Act of 1972” means the European Communities Act 1972;

“unregistered company” means any body corporate incorporated in and having a principal place of business in Great Britain, other than a body mentioned in section 435(2) of the Act of 1948; and

“instrument constituting or regulating the company” means any Act of Parliament, royal charter, letters patent, deed of settlement, contract of copartnery, cost-book regulations or other instrument constituting or regulating the company.

(2) The Interpretation Act 1889(e) shall apply for the interpretation of these Regulations as it applies for the interpretation of an Act of Parliament and as if these Regulations and the Regulations hereby revoked were Acts of Parliament.

3. The Companies (Unregistered Companies) Regulations 1967(f) are hereby revoked.

(a) 1948 c. 38.

(b) 1967 c. 81.

(c) 1972 c.68.

(d) See S.I. 1970/1537 (1970 III, p. 5293).

(e) 1889 c. 63.

(f) S.I. 1967/1876 (1967 III, p. 5096).

4. Subject to Regulation 5 below the following provisions shall apply to any unregistered company—

- (a) the provisions of the Act of 1948 and of the Act of 1967 (other than section 16(1)(e) of the Act of 1967) relating to prospectuses and allotments, annual return, and accounts and audit which are specified in the second column of Schedule 14 to the Act of 1948 as amended by section 54 of the Act of 1967;
- (b) sections 9(1) to (7) of the Act of 1972;
- (c) sections 107(2) and (3) of the Act of 1948; and
- (d) section 437 of the Act of 1948.

5. For the purposes of the application to any unregistered company of the provisions which apply to it by virtue of Regulation 4 above—

- (a) that company shall be deemed to be—
 - (i) a company registered in England and Wales if its principal office on the commencement date or, in the case of a company incorporated after that date, immediately after its incorporation is situated in England or Wales; or
 - (ii) a company registered in Scotland if its principal office on the commencement date or, in the case of a company incorporated after that date, immediately after its incorporation is situated in Scotland;
- (b) references to the registered office of a company shall be construed as references to the principal office of the company in England, Wales or Scotland, as the case may be, and “registrar of companies” shall be construed accordingly; and
- (c) the said provisions shall be subject to the modifications and extensions set out in Regulation 6 below.

6. The modifications and extensions referred to in Regulation 5(c) above are the following:

- (a) for references to the memorandum or articles of association of a company there shall be substituted references to any instrument constituting or regulating the company;
- (b) section 9(1) of the Act of 1972 shall have effect as though it were expressed to be without prejudice to any rule of law which gives to a person dealing with a company incorporated by letters patent or by royal charter any greater protection in relation to the capacity of such a company than that afforded by that section;
- (c) notice of the receipt by the registrar of companies of any instrument constituting or regulating the company shall be included in the matters which the registrar is required to cause to be published in the Gazette by virtue of section 9(3) of the Act of 1972;

- (d) section 9(5) of the Act of 1972 shall have effect as if:
- (i) for the words “by any statutory provision, whether contained in an Act of Parliament or in an instrument made under an Act, a printed copy of the Act or instrument” there were substituted the words “a printed copy of the instrument effecting the alteration” and for the words “that provision comes into force” there were substituted the words “that instrument comes into effect”; and
 - (ii) in the case of a company incorporated on or after the commencement date, it required a printed copy of any instrument constituting or regulating the company to be forwarded to the registrar of companies not later than fifteen days after the date of the incorporation of the company and recorded by him, notwithstanding that such instrument has not been the subject of any alteration;
- (e) section 9(6) of the Act of 1972 shall have effect as if:
- (i) for the words “the coming into force of this subsection” in both places where they appear there were substituted the words “the commencement date”;
 - (ii) in paragraph (a) for the words “by any statutory provision, and a printed copy of the relevant Act or instrument” there were substituted the words “and a printed copy of the instrument effecting the alteration”; and
 - (iii) in the case of a company incorporated before the commencement date, it required a printed copy of any instrument constituting or regulating the company to be forwarded to the registrar of companies not later than one month after the commencement date, whether or not such instrument has been the subject of any alteration;
- (f) in section 9(7) of the Act of 1972 for paragraphs (a) to (c) there shall be substituted the following:—
- “(a) whether the company has its principal office in England, Wales or Scotland, as the case may be, and the number which has been allocated to the company by the registrar of companies;
 - (b) the address of its principal office; and
 - (c) the manner in which it was incorporated and, if it is a limited company, that fact”; and
- (g) section 107(2) of the Act of 1948 shall have effect in the case of a company incorporated before the commencement date as if for the words “the date of the incorporation of the company” there were substituted the words “the commencement date”.

S. Clinton Davis,

Parliamentary Under-Secretary of
State for Companies, Aviation
and Shipping, Department of Trade.

9th April 1975.

EXPLANATORY NOTE

(This Note is not part of the Regulations.)

These Regulations supersede the Companies (Unregistered Companies) Regulations 1967, Sections 107(2) & (3) and 437 of the Companies Act 1948 and the provisions of the European Communities Act 1972 which apply to companies registered under the Companies Acts 1948 to 1967 are applied to unregistered companies in addition to the provisions of those Acts which previously applied to unregistered companies.

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