

1979 No. 53

COMPANIES

The Companies (Registers and other Records) Regulations 1979

<i>Made</i> - - -	19th January 1979
<i>Laid before Parliament</i>	22nd January 1979
<i>Coming into Operation</i>	12th February 1979

The Secretary of State, in exercise of his powers under section 3(4) of the Stock Exchange (Completion of Bargains) Act 1976(a) hereby makes the following Regulations—

Citation, Commencement and Interpretation

1.—(1) These Regulations may be cited as the Companies (Registers and other Records) Regulations 1979 and shall come into operation on 12th February 1979.

(2) In these Regulations, unless the context otherwise requires—

“the Act” means the Stock Exchange (Completion of Bargains) Act 1976;

“the Companies Acts” means the Companies Acts 1948 to 1976;

“the place for inspection” means, in relation to a register, or a register of holders of debentures of a company, which is kept by recording the matters in question otherwise than in a legible form, the place where the duty to allow inspection of the register is for the time being performed in accordance with these Regulations;

“register” means a register or other record as is mentioned in section 436(1) of the Companies Act 1948(b);

“the register of directors’ interests” means the register required to be kept under section 29(1) of the Companies Act 1967(c)

(3) Any reference in these Regulations to the duty to allow inspection of a register, or of the register of holders of debentures, is a reference to the duty provided for in section 3(3) of the Act to allow inspection of, or to furnish, a reproduction of the recording of the register, or of the relevant part of the recording in a legible form.

(4) Any reference in these Regulations to the register of interests in voting shares shall be construed as including a reference to the separate part of that register referred to in section 27(5) of the Companies Act 1976(d) (power of a company to require disclosure of beneficial interests in its voting shares).

(a) 1976 c. 47
(c) 1967 c. 81.

(b) 1948 c. 38.
(d) 1976 c. 69.

(5) In these Regulations, any expression to which a meaning is assigned by section 455(1) of the Companies Act 1948 has the same meaning as in that Act, except where the context otherwise requires.

Requirements with respect to registers kept otherwise than in a legible form

2.—(1) This Regulation applies with respect to any register specified in Schedule 1 to these Regulations which is kept by a company by recording the matters in question otherwise than in a legible form.

(2) The company shall perform the duty to allow inspection of any register to which this Regulation applies at a place specified in the said Schedule 1 in relation to that register.

(3) In the case of any register to which this Regulation applies, the company shall not be required—

- (a) to keep the register in any place where it is required to be kept under the Companies Acts,
- (b) to give any notice to the registrar of companies required to be given under the Companies Acts of the place where the register is kept, or of any change in that place, or
- (c) to include in its annual return any statement required to be given under the Companies Acts of the address of the place where the register is kept.

(4) Where provision is made in the Companies Acts with respect to default in complying with any requirement of those Acts regarding the place where a register specified in Schedule 1 to these Regulations is to be kept, that provision shall have effect in relation to any such register to which this Regulation applies as if there were substituted for the reference therein to such default, a reference to default in complying with the requirements of paragraph (2) above.

Notification of place for inspection of registers

3.—(1) Subject to the provisions of paragraph (3) below, where a company keeps any register specified in paragraph (2) below by recording the matters in question otherwise than in a legible form, the company shall send to the registrar of companies notice, in the form indicated in Part I of Schedule 2 to these Regulations, of the place for inspection of that register and of any change in that place.

(2) The registers referred to in paragraph (1) above are

- (a) the register of members
- (b) the dominion register, and
- (c) the register of directors' interests.

(3) The company shall not be obliged to give notice under paragraph (1) above—

- (a) where the company changes from keeping a register in a legible form to keeping it otherwise than in a legible form and the place for inspection of the register immediately following the change is the same as the place where the register was kept in a legible form immediately prior to the change, or
- (b) in the case of a register specified in paragraph (2)(a) or (c) above, where since the register first came into existence—
 - (i) it has been kept by recording the matters in question otherwise than in a legible form, and
 - (ii) the place for inspection has been the registered office of the company.

(4) Where the register of members of a company is kept by recording the matters in question otherwise than in a legible form and the place for inspection of that register is elsewhere than at the registered office, the company shall include in its annual return a statement of the address of the place for inspection of that register.

(5) Subsection (4) of section 110 of the Companies Act 1948 shall apply with respect to any default in complying with paragraph (1) above as it applies in relation to a default in complying with subsection (3) of that section; and subsection (3) of section 124 of the Companies Act 1948 shall apply with respect to any failure to comply with paragraph (4) above as it applies in relation to a failure to comply with that section.

Requirements with respect to a register of debenture holders kept otherwise than in a legible form.

4.—(1) This Regulation applies to any register of holders of debentures of a company which is kept by a company by recording the matters in question otherwise than in a legible form.

(2) A company registered in England and Wales shall not perform the duty to allow inspection of a register to which this Regulation applies in Scotland and a company registered in Scotland shall not perform such duty in England and Wales.

(3) A company shall not perform the duty to allow inspection of a register to which this Regulation applies in England and Wales, in the case of a company registered in England and Wales, or in Scotland, in the case of a company registered in Scotland, elsewhere than at—

- (a) the registered office of the company,
- (b) any other office of the company at which the work of ensuring that the register is duly made up is done, or
- (c) if the company arranges with some other person for the carrying out of the work referred to in (b) above to be undertaken on behalf of the company by that other person, the office of that other person at which the work is done.

(4) The requirements of section 86 of the Companies Act 1948 (provisions as to registers of debenture holders) and sections 124 and 125 of and Schedule 6 to that Act (annual returns) shall not apply to a register to which this Regulation applies insofar as they relate to any of the following matters—

- (a) the place where the register is permitted to be kept,
- (b) the giving of notice to the registrar of companies of the place where the register is kept, or of any change in that place, and
- (c) the inclusion in the annual return of a statement of the address of the place where the register is kept.

Notification of the place for inspection of registers of debenture holders.

5.—(1) Subject to paragraph (2) below, where the place for inspection of a register to which Regulation 4 above applies is in England and Wales or Scotland, the company shall send to the registrar of companies, notice in the form indicated in Part II of Schedule 2 to these Regulations of the place for inspection of that register and of any change in that place.

(2) The company shall not be obliged to give notice under paragraph (1) above—

- (a) where a company changes from keeping the register in a legible form to keeping it otherwise than in a legible form and the place for inspection of the register immediately following the change is the same as the place where the register was kept in a legible form immediately prior to the change, or

(b) where since the register first came into existence—

(i) it has been kept by recording the matters in question otherwise than in a legible form, and

(ii) the place for inspection has been the registered office of the company.

(3) Where the place for inspection of a register to which Regulation 4 above applies is situated in England and Wales, in the case of a company registered in England and Wales, or in Scotland, in the case of a company registered in Scotland, elsewhere than at the registered office of the company, the company shall include in its annual return a statement of the address of that place.

(4) Subsection (3) of section 124 of the Companies Act 1948 shall apply with respect to any failure to comply with paragraph (3) above as it applies in relation to a failure to comply with that section.

Other provisions relating to registers kept otherwise than in a legible form

6.—(1) Where a register or a register of holders of debentures, is kept by recording the matters in question otherwise than in a legible form, any reference to such register in any provision of the Companies Acts relating to the place where a duplicate of such register, another register or duplicate of another register is required to be kept, shall be construed as a reference to the place for inspection of the first mentioned register.

(2) Where the place for inspection of the register of members is the office of some person other than the company and by reason of any default of that person the company fails to comply with—

(a) the provisions of Regulation 2 above relating to the duty to allow inspection of the index of the register of members, or

(b) the provisions of Regulation 3 above relating to the register of members, section 114 of the Companies Act 1948 (consequences of failure to comply with requirements as to register owing to agent's default) shall apply with respect to such failure as it applies in relation to a failure to comply with the provisions specified in that section by reason of any default of the person other than the company, at whose office the register of members is kept.

(3) Where a dominion register is kept by a company by recording the matters in question otherwise than in a legible form, section 120(2) of the Companies Act 1948 shall have effect as if, for the references to the district and the part of Her Majesty's dominions where that register is kept, there were substituted references to the district and the part of Her Majesty's dominions where the place for inspection of the register is situated.

(4) Where the register of directors' interests is kept by a company by recording the matters in question otherwise than in a legible form, section 29(11) of the Companies Act 1967 shall have effect as if, for the reference to that register, there were substituted a reference to a reproduction of the recording of that register in a legible form.

(5) Where the accounting records of a company are kept otherwise than in a legible form and the place for inspection of such records is outside Great Britain, section 12(7) of the Companies Act 1976 shall have effect as if, for the references to the accounting records being kept at a place outside Great Britain, there were substituted references to the place for inspection of such records being at a place outside Great Britain.

19th January 1979.

Stanley Clinton Davis,
Parliamentary Under-Secretary of State,
Department of Trade.

Regulation 2

SCHEDULE 1
PLACES FOR PERFORMANCE OF DUTY TO ALLOW INSPECTION OF
REGISTERS KEPT OTHERWISE THAN IN A LEGIBLE FORM.

<i>Statutory Provision</i>	<i>Register</i>	<i>Place</i>
COMPANIES ACT 1948 Sections 104(1) and 106I(1)	Register of charges	The registered office of the company.
Section 110(2)	Register of members	The registered office of the company provided that— (a) if the work of ensuring that the requirements of the Companies Acts with regard to entries in the register are complied with is done at another office of the company, the place for inspection may be that other office and (b) if the company arranges with some other person for the carrying out of the work referred to in (a) above to be undertaken on behalf of the company by that other person, the place for inspection may be the office of that other person at which the work is done; so however that the place for inspection shall not, in the case of a company registered in England and Wales, be at a place outside England and Wales and, in the case of a company registered in Scotland, be at a place outside Scotland.
Section 111(3)	Index of the register of members	(a) Where the register of members is kept otherwise than in a legible form, the place for inspection of that register. (b) Where the register of members is kept in a legible form, the place where it is so kept.
Section 119(1)	Dominion register	Any place where, but for these Regulations, the register would be permitted to be kept under section 119 of the Companies Act 1948.
Section 120(3)	Duplicate of dominion register	(a) Where the register of members is kept otherwise than in a legible form, the place for inspection of that register. (b) Where the register of members is kept in a legible form, the place where it is so kept.
Section 200(1)	Register of directors and secretaries	The registered office of the company.

<i>Statutory Provision</i>	<i>Register</i>	<i>Place</i>
COMPANIES ACT 1967 Section 29(7)	Register of directors' interests	<p>(a) Where the register of members is kept otherwise than in a legible form:</p> <p>(i) if the place for inspection of that register is the registered office of the company, that office, and</p> <p>(ii) if not, the place for inspection of that register or the registered office of the company.</p> <p>(b) Where the register of members is kept in a legible form:</p> <p>(i) if that register is kept at the registered office of the company, that office, and</p> <p>(ii) if that register is not so kept, the place where that register is kept or the registered office of the company.</p>
Section 29(9)	Index of the register of directors' interests	<p>(a) Where the register of directors' interests is kept otherwise than in a legible form, the place for inspection of that register.</p> <p>(b) Where the register of directors' interests is kept in a legible form, the place where it is so kept.</p>
Section 34(5)	Register of interests in voting shares	<p>(a) Where the register of directors' interests is kept otherwise than in a legible form, the place for inspection of that register.</p> <p>(b) Where the register of directors' interests is kept in a legible form, the place where it is so kept.</p>
Section 34(6)	Index of the register of interests in voting shares	<p>(a) Where the register of interests in voting shares is kept otherwise than in a legible form, the place for inspection of that register.</p> <p>(b) Where the register of interests in voting shares is kept in a legible form, the place where it is so kept.</p>
COMPANIES ACT 1976 Section 12(6)	Accounting records	The registered office of the company or such other place as the directors of the company think fit.

Regulations 3 and 5

SCHEDULE 2

PART I

FORMS OF NOTICE TO BE GIVEN UNDER REGULATION 3(3)

G

[For use only when the register is kept by computer or other non-legible recording]

103a

THE COMPANIES ACTS 1948 TO 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type or bold block lettering
*delete if in-appropriate

Notice of place for inspection of a register of members which is kept by recording the matters in question otherwise than in a legible form, or of any change in that place Pursuant to section 3(4) of the Stock Exchange (Completion of Bargains) Act 1976 and The Companies (Registers and Other Records) Regulations 1979

To the Registrar of Companies Company number For official use

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Name of company

	Limited*
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hereby gives you notice:

- (a) that the register of members of the company kept under section 110 of the Companies Act 1948 is kept by recording the matters in question otherwise than in a legible form, and
- (b) in accordance with regulation 3(1) of the Companies (Registers and Other Records) Regulations 1979, that the place for inspection of that register† is situate at:

†see note below

‡delete as appropriate

Signed [Director][Secretary]‡ Date

Presenter's name, address and reference (if any):

	For official use General section	Post room
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NOTE

Extract from Regulations 1(2) and 1(3) of the Companies (Registers and Other Records) Regulations 1979.

- 1(2) In these Regulations, unless the context otherwise requires—
 - “the Act” means the Stock Exchange (Completion of Bargains) Act 1976;
 - “the Companies Acts” means the Companies Acts 1948 to 1976;
 - “the place for inspection” means, in relation to a register, or a register of holders of debentures of a company, which is kept by recording the matters in question otherwise than in a legible form, the place where the duty to allow inspection of the register is for the time being performed in accordance with these regulations;
 - “register” means a register or other record as is mentioned in section 436(1) of the Companies Act 1948.
- 1(3) Any reference in these Regulations to the duty to allow inspection of a register, or of the register of holders of debentures, is a reference to the duty provided for in section 3(3) of the Act to allow inspection of, or to furnish, a reproduction of the recording of the register, or of the relevant part of the recording, in a legible form.

G

[For use only when the register is kept by computer or other non-legible recording]

29a

THE COMPANIES ACTS 1948 TO 1976

Please do not write in this binding margin

Please complete legibly preferably in black type or bold block lettering
*delete if in-appropriate

‡delete as appropriate
†see note below

‡delete as appropriate

Notice of place for inspection of a dominion register which is kept by recording the matters in question otherwise than in a legible form or of any change in that place

Pursuant to section 3(4) of the Stock Exchange (Completion of Bargains) Act 1976 and The Companies (Registers and Other Records) Regulations 1979

To the Register of Companies Company number For official use

Name of company

	Limited*
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hereby gives you notice that:

- (a) a dominion register kept by the company pursuant to section 119 of the Companies Act 1948 [is][was]‡ kept by recording the matters in question otherwise than in a legible form, and
- (b) in accordance with Regulation 3(1) of the Companies (Registers and Other Records) Regulations 1979 that the place for inspection of that register† [is][is now]‡ at the first [or only]* address noted below [in lieu of at the second address noted below]‡

Current place for inspection:

Former place for inspection:

Signed _____ [Director][Secretary] ‡Date _____

Presentor's name, address and reference (if any):	For official use General section	Post room

NOTE

Extract from Regulations 1(2) and 1(3) of the Companies (Registers and Other Records) Regulations 1979.

- 1(2) In these Regulations, unless the context otherwise requires—
 - “the Act” means the Stock Exchange (Completion of Bargains) Act 1976;
 - “the Companies Acts” means the Companies Acts 1948 to 1976;
 - “the place for inspection” means, in relation to a register, or a register of holders of debentures of a company, which is kept by recording the matters in question otherwise than in a legible form, the place where the duty to allow inspection of the register is for the time being performed in accordance with these regulations;
 - “register” means a register or other record as is mentioned in section 436(1) of the Companies Act 1948.
- 1(3) Any reference in these Regulations to the duty to allow inspection of a register, or of the register of holders of debentures, is a reference to the duty provided for in section 3(3) of the Act to allow inspection of, or to furnish, a reproduction of the recording of the register, or of the relevant part of the recording, in a legible form.

G

[For use only when the register is kept by computer or other non-legible recording]

27a

THE COMPANIES ACTS 1948 TO 1976

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Please complete legibly, preferably in black type or bold block lettering

*delete if in-appropriate

†see note below

‡delete as appropriate

Notice of place for inspection of a register of directors' interests in shares etc which is kept otherwise than in a legible form or of any change in that place

Pursuant to section 3(4) of the Stock Exchange (Completion of Bargains) Act 1976 and The Companies (Registers and Other Records) Regulations 1979

To the Registrar of Companies Company number For official use

Name of company

	Limited*
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hereby gives you notice that:

- (a) the register of directors' interests in shares in, or debentures of, the company or any other body corporate, being the company's subsidiary or holding company or a subsidiary of the company's holding company kept by the company pursuant to section 29(1) of the Companies Act 1967 as amended is kept by recording the matters in question otherwise than in a legible form, and
- (b) in accordance with regulation 3(1) of the Companies (Registers and Other Records) Regulations 1979, that the place for inspection of that register† is situate at:

Signed _____ [Director][Secretary]‡ Date _____

Presentor's name, address and reference (if any):	For official use General section	Post room
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NOTE

Extract from Regulations 1(2) and 1(3) of the Companies (Registers and Other Records) Regulations 1979.

- 1(2) In these Regulations, unless the context otherwise requires—
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 - “the Companies Acts” means the Companies Acts 1948 to 1976;
 - “the place for inspection” means, in relation to a register, or a register of holders of debentures of a company, which is kept by recording the matters in question otherwise than in a legible form, the place where the duty to allow inspection of the register is for the time being performed in accordance with these regulations;
 - “register” means a register or other record as is mentioned in section 436(1) of the Companies Act 1948.
- 1(3) Any reference in these Regulations to the duty to allow inspection of a register, or of the register of holders of debentures, is a reference to the duty provided for in section 3(3) of the Act to allow inspection of, or to furnish, a reproduction of the recording of the register, or of the relevant part of the recording, in a legible form.

PART II

FORMS OF NOTICE TO BE GIVEN UNDER REGULATION 5(1)

G

[For use only when the register is kept by computer or other non-legible recording]

102a

THE COMPANIES ACTS 1948 TO 1976

Please do not write in this binding margin

Please complete legibly, preferably in black type or bold block lettering

*delete if in-appropriate

Notice of place for inspection of a register of holders of debentures which is kept by recording the matters in question otherwise than in a legible form, or of any change in that place.

Pursuant to section 3(4) of the Stock Exchange (Completion of Bargains) Act 1976 and The Companies (Registers and Other Records) Regulations 1979

To the Registrar of Companies Company number For official use

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Name of Company

	Limited*
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hereby gives you notice that:

- (a) the register of holders of debentures of the company is kept by recording the matters in question otherwise than in a legible form, and
- (b) in accordance with regulation 5(1) of the Companies (Registers and Other Records) Regulations 1979, that the place for inspection of that register† is situate at:

†see note below

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‡delete as appropriate

Signed _____ [Director][Secretary]‡ Date _____

Presentor's name, address and reference (if any):

	For official use General section	Post room
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NOTE

Extract from Regulations 1(2) and 1(3) of the Companies (Registers and Other Records) Regulations 1979

- 1(2) In these Regulations, unless the context otherwise requires—
 - “the Act” means the Stock Exchange (Completion of Bargains) Act 1976;
 - “the Companies Acts” means the Companies Acts 1948 to 1976;
 - “the place for inspection” means, in relation to a register, or a register of holders of debentures of a company, which is kept by recording the matters in question otherwise than in a legible form, the place where the duty to allow inspection of the register is for the time being performed in accordance with these regulations;
 - “register” means a register or other record as is mentioned in section 436(1) of the Companies Act 1948.
- 1(3) Any reference in these Regulations to the duty to allow inspection of a register or, of the register of holders of debentures, is a reference to the duty provided for in section 3(3) of the Act to allow inspection of, or to furnish, a reproduction of the recording of the register, or of the relevant part of the recording, in a legible form.

EXPLANATORY NOTE

(This Note is not part of the Regulations.)

These Regulations make provision with respect to registers and other records provided for under the Companies Acts 1948-76 which are kept by recording the matters in question otherwise than in a legible form. They stipulate the place where the duty provided for in section 3(3) of the Stock Exchange (Completion of Bargains) Act 1976 to allow inspection of and to furnish reproductions of such registers and other records, is to be performed. They also make provision for the giving of notice of the place for inspection of such registers and modify the provisions of the Companies Acts relating to them.

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