

1985 No. 680

COMPANIES

The Companies (Unregistered Companies) Regulations 1985

<i>Made</i> - - - - -	<i>29th April 1985</i>
<i>Laid before Parliament</i>	<i>8th May 1985</i>
<i>Coming into Operation</i>	<i>1st July 1985</i>

The Secretary of State, in exercise of the powers conferred by section 718 of and Schedule 22 to the Companies Act 1985(a) hereby makes the following Regulations:—

1. These Regulations may be cited as the Companies (Unregistered Companies) Regulations 1985 and shall come into operation on 1st July 1985.

2. In these Regulations—

“the Act” means the Companies Act 1985;

“instrument constituting or regulating the company” means any Act of Parliament, royal charter, letters patent, deed of settlement, contract of copartnery, or other instrument constituting or regulating the company; and

“unregistered company” means any body corporate, incorporated in and having a principal place of business in Great Britain, other than a body corporate mentioned in section 718(2) of the Act.

3. The Companies (Unregistered Companies) (Completion of Stock Exchange Bargains) Regulations 1980(b) and the Companies (Unregistered Companies) Regulations 1984(c) are hereby revoked.

4. Subject to Regulation 5 below, the provisions of the Act specified in the Schedule to these Regulations shall apply to any unregistered company.

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—

(a) 1985 c.6.
(b) S.I. 1980/926.
(c) S.I. 1984/682.

- (i) a company registered in England and Wales if its principal office on 5th January 1976 or, in the case of a company incorporated after that date, immediately after its incorporation was situated in England or Wales; or
- (ii) a company registered in Scotland if its principal office on 5th January 1976 or, in the case of a company incorporated after that date, immediately after its incorporation was situated in Scotland;

and “registrar of companies” shall be construed accordingly;

- (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;
- (c) references to a public company shall be construed as references to an unregistered company which has power under the instrument constituting or regulating it to offer its shares or debentures to the public, and references to a private company shall be construed as references to an unregistered company which does not have power so to offer its shares or debentures;
- (d) in relation to expenses and commissions incurred before 1st January 1985, Schedule 4 to the Act shall have effect, for the purposes of accounts of the company for any financial year beginning before 1st January 1990, as though paragraphs 3(2)(a) and (b) were omitted; and
- (e) 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(e) 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 18 of the Act 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 5th January 1976, 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;
- (c) section 35 of the Act 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;

- (d) in sections 40 and 186, for the references to the common seal of the company there shall be substituted references to the common or other authorised seal of the company;
- (e) section 185(4) shall have effect as if for the words “subsection (1)” there were substituted “any provision of any instrument constituting or regulating the company”;
- (f) in section 351(1) of the Act for paragraphs (a) to (d) 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”;
- (g) notice of the receipt by the registrar of companies of
- (i) any instrument constituting or regulating the company; and
 - (ii) any notice of the situation of the company’s principal office
- shall be included in the matters which the registrar is required to cause to be published in the Gazette by virtue of section 711 of the Act;
- (h) Schedule 4 to the Act shall have effect as if:—
- (i) item K, II in balance sheet format 1 and liability item A, II in balance sheet format 2;
 - (ii) paragraph 51(2);
 - (iii) Part V; and
 - (iv) Part VI;
- were omitted;
- (i) Schedule 9 to the Act shall have effect as if paragraph 13(3) and (4) and paragraph 31 were omitted.

Alexander Fletcher,
Parliamentary Under-Secretary of State,
Department of Trade and Industry.

29th April 1985.

SCHEDULE

Regulation 4

PROVISIONS OF THE ACT APPLIED TO UNREGISTERED COMPANIES BY
REGULATION 4

Provisions of the Act applied	Subject matter
In Part I— section 18.....	Statutory and other amend- ments of memorandum and articles to be registered.
section 35.....	Company's capacity; power of directors to bind it.
section 36(4).....	Binding effect of contract made for company before its formation.
section 40.....	Official seal for share certificates etc.
section 42.....	Events affecting a company's status to be officially notified.
In Part III, Chapter I (with Schedule 3)	Prospectus and requirements in connection with it.
In Part IV, sections 82, 86 and 87.....	Allotments
In Part V— section 185(4).....	Exemption from duty to prepare certificates where shares etc. issued to stock exchange nominee.
section 186.....	Certificate as evidence of title.
Part VII, with— Schedules 4 to 6.....	}Accounts and Audit
Schedule 7 (except paragraphs 2, 7 and 8).....	
Schedule 8.....	
Schedule 9 (except sub-paragraphs (a) to (d) of paragraph 2, sub-paragraphs (c), (d) and (e) of paragraph 3 and sub-paragraph (1)(c) of paragraph 10), and	
Schedule 10.....	
In Part IX— section 287.....	Registered office
In Part X— sections 343 to 347.....	Register to be kept of certain transactions not disclosed in accounts; other related matters.

SCHEDULE

Provisions of the Act applied	Subject matter
In Part XI— sections 351(1), (2) and (5)(a)..... sections 363 (with Schedule 15) to 365 sections 384 to 393.....	Particulars of company to be given in correspondence. Annual return. Appointment, qualifications etc. of auditors.
In Part XXIV— section 711.....	Public notice by registrar of companies with respect to certain documents.
In Part XXV— section 720.....	Companies to publish periodical statement.

EXPLANATORY NOTE

(This Note is not part of the Regulations.)

These Regulations replace the Companies (Unregistered Companies) Regulations 1984. They provide, consequent upon consolidation of the Companies Acts 1948 to 1983, for the application to unregistered companies of certain provisions of the Companies Act 1985.

They also incorporate provisions formerly in the Companies (Unregistered Companies) (Completion of Stock Exchange Bargains) Regulations 1980, and adapt section 186 dealing with the use of company seals.

SI 1985/680
ISBN 0-11-056680-7



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