
STATUTORY INSTRUMENTS

1987 No. 752

COMPANIES

The Companies (Forms) (Amendment) Regulations 1987

Made - - - - - *6th April 1987*

Coming into force - - - - - *30th April 1987*

The Secretary of State, in exercise of the powers conferred on him by the enactments specified in Schedule 1, hereby makes the following Regulations:—

1. These Regulations may be cited as the Companies (Forms) (Amendment) Regulations 1987 and shall come into force on 30th April 1987.

2. In these Regulations “the 1985 Regulations” means the Companies (Forms) Regulations 1985(1).

3. Regulation 9 of the 1985 Regulations is revoked.

4.—(1) For the purposes of sections 429(4) and 430(A)(3) of the Companies Act 1985(2), a notice to a holder of shares in the company shall be given to him, in the form prescribed by regulation 5(2), either personally or by sending it to him by post.

(2) Where such a notice cannot be given personally or by post because the holder of the shares is the holder of a share warrant to bearer, the notice shall be given:—

(a) in a case where the articles of association or the regulations of the company provide that notice to such holders of shares may be given by advertisement, by advertisement in the manner so provided, and

(b) in any other case, by advertisement in the Gazette.

(3) Where in accordance with paragraph (1) a notice is sent to a holder of shares by post it shall be sent to him:—

(a) at his address in the United Kingdom registered in the books of the company;

(b) if no such address is registered, to the address (if any) in the United Kingdom given by him to the company for the giving of notices to him; or

(c) if no address in the United Kingdom is registered or has been so notified, to his address outside the United Kingdom registered in the books of the company.

(4) Where in accordance with paragraph (1) a notice is sent to a holder of shares by post:—

(1) S.I.1985/854, as amended by S.I. 1986/2097.

(2) 1985 c. 6, as substituted by section 172 of and Schedule 12 to the Financial Services Act 1986 (c. 60).

- (a) if it is sent to an address in the United Kingdom, it shall be sent by recorded delivery; and
- (b) if it is sent to an address outside the United Kingdom it shall be sent by airmail, if that form of post is available.

5.—(1) The forms 169, 225(1) and 225(2) set out in Part I of Schedule 2 to these Regulations with such variations as circumstances require, are the forms prescribed for the purposes of section 169, 225(1) and 225(2) of the Companies Act 1985.

(2) The forms 429(4), 429 dec and 430A set out in Part II of Schedule 2 to these Regulations, with such variations as circumstances require, are the forms prescribed for the purposes of sections 429(4) and 430A(3) respectively of the Companies Act 1985.

(3) The forms 600 and 600a set out in Part III of Schedule 2 to these Regulations, with such variations as circumstances require, are the forms prescribed for the purposes of section 109 of the Insolvency Act 1986(3).

(4) The forms 169, 225(1), 225(2), 428, 429(2), 429(3), 600 and 600a, set out in Schedule 3 to the 1985 Regulations, are revoked, except to the extent specified in regulation 7 below.

6.—(1) The forms set out in Schedule 3 to the 1985 Regulations which are listed in Schedule 3 to these Regulations are amended by deleting the words “[Director] [Secretary]” in the description of the signatory of the form and substituting the words “Designation‡” and inserting in the left hand margin of the form the words “‡Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate”.

(2) The form 400 set out in Schedule 3 to the 1985 Regulations is amended by deleting the words “[Director] [Secretary]” in the description of the signatory of the form and substituting the words “Designation‡” and inserting in the left hand margin the words “‡Insert Director, Secretary, Administrator or Administrative Receiver as appropriate”.

(3) The forms of statutory declaration 403a and 403b set out in Schedule 3 to the 1985 Regulations are amended by deleting the words “a director/the secretary” or “[a director] [the secretary]” as the case may be, in the description of the person making the declaration, and substituting the words “[a director] [the secretary] [the administrator] [the administrative receiver]”.

(4) The forms of statutory declaration 419a (Scot) and 419b (Scot) set out in Schedule 3 to the 1985 Regulations are amended by adding after the words “[a director] [the secretary] [the liquidator] [the receiver]” in the description of the person making the declaration the words “[the administrator]”.

7.—(1) Notwithstanding the provisions of regulation 5(4), the forms 225(1) and 225(2) revoked by that paragraph of that regulation may continue to be used in relation to companies which are not subject to an administration order or in respect of which no receiver or administrative receiver has been appointed.

(2) Notwithstanding the provisions of regulation 5(4) above, the forms 428, 429(2) and 429(3) revoked by that paragraph of that regulation shall continue to be used in relation to an offer in respect of the scheme or contract mentioned in section 428(1) of the Companies Act 1985 made before 30th April 1987.

(3) Notwithstanding the provisions of regulation 6, the forms amended by that regulation may continue to be used in their unamended form if they are signed, or in the case of a statutory declaration made, by a person holding the office stated in the description of the signatory, or person making the declaration, given on those forms.

6th April 1987

Sarah E Brown
An Under Secretary,
Department of Trade and Industry

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

SCHEDULE 1

The Companies Act 1985:

Sections 6(1)(b)(i), 54(4), 88(2)(a) and (3), 122(1), 123(2), 128(1), (3) and (4), 129(1), (2) and (3), 157(3), 169(1), 176(3)(a), 190(5), 224(2), 225(1) and (2), 266(1) and (3), 287(2), 288(2), 318(4), 325(5), 353(2), 362(3), 386(2), 400(2), 403(1), 416(1), 419(1), 428(2), 429(2), 429(3), 429(4)(4), 430A(3)(4) and 744.

Schedule 13, paragraph 27, and Schedule 14, paragraph 1(1).

The Companies Consolidation (Consequential Provisions) Act 1985(5): Section 4(1).

The Insolvency Act 1986: Section 109.

The Financial Services Act 1986: Section 172.

-
- (4) Sections 429(4) and 430A(3) are substituted by section 172 of and Schedule 12 to the Financial Services Act 1986 which repeals the existing sections 428 to 430 of the Companies Act 1985.
- (4) Sections 429(4) and 430A(3) are substituted by section 172 of and Schedule 12 to the Financial Services Act 1986 which repeals the existing sections 428 to 430 of the Companies Act 1985.
- (5) 1985 c. 9.

SCHEDULE 2

Regulation 5(1)

PART I

G

COMPANIES FORM No. 169

Return by a company purchasing its own shares

169

Pursuant to section 169 of the Companies Act 1985

Please do not write in this margin

To the Registrar of Companies

Please do not write in the space below. For Inland Revenue use only.

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

For official use

Company number

[] [] [] [] [] [] [] [] [] []

[]

Name of company ^{or}

* []

* insert full name of company

Note

This return must be delivered to the Registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company

Shares were purchased by the company under section 162 of the above Act as follows:

Class of shares			
Number of shares purchased			
Nominal value of each share			
Date(s) on which the shares were delivered to the company			
Maximum prices paid § for each share			
Minimum prices paid § for each share			

§ A private company is not required to give this information

The aggregate amount paid by the company for the shares to which this return relates was: £

Stamp duty payable pursuant to section 66 of the Finance Act 1986 on the aggregate amount at 50p per £100 or part of £100 £

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Designation‡

Date

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

For official Use	
General Section	Post room

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

G

COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

[]

[]

Name of company

* []

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

[]

Note Please read notes 1 to 4 overleaf before completing this form

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

[] 1 9 []

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Signed _____ Designation‡ _____ Date _____

‡ Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

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

For official Use
General Section | Post room

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

Notes

- 1 Under section 225(1) of the Companies Act 1985, at any time during one of its accounting reference periods a company can give notice to the registrar of companies specifying a new date ("the new accounting reference date") on which that period is to be treated as coming to an end (or, alternatively, is to be treated as having come to an end), and on which subsequent accounting reference periods are also to be treated as coming to an end. The day and month specified in the notice must be the same for both the accounting reference date and the end of the accounting reference period.
- 2 The notice can **shorten** the current accounting reference period. But, unless the company is subject to an administration order or unless the Secretary of State directs otherwise, a notice can **extend** a current accounting reference period only if EITHER
 - (a) the company giving the notice is a subsidiary or holding company of another company, and the new accounting reference date coincides with the accounting reference date of the other company, or
 - (b) no previous accounting reference period of the company has been extended by virtue of a previous notice given by the company under section 225, or
 - (c) the notice is given not less than 5 years after the date on which any earlier accounting reference period of the company which was so extended came to an end.
- 3 Unless the company is subject to an administration order, a current accounting reference period cannot be extended so as to make it longer than 18 months

- 4 The date shown in the boxes on the form should be completed in the manner shown below.

Day Month

0	5	0	4
---	---	---	---

Day Month Year

0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

Notes

- 1 Under section 225(2) of the Companies Act 1985, a company can give notice to the Registrar of Companies specifying a date ("the new accounting reference date") on which an accounting reference period which has already ended is to be treated as coming to an end (or, alternatively, is to be treated as having come to an end) and on which subsequent accounting reference periods are also to be treated as coming, or as having come, to an end. The day and month specified in the notice must be the same for both the accounting reference date and the end of the accounting reference period.
- 2 But, unless the company is subject to an administration order, the notice can be given only by a company which is a subsidiary or holding company of another company, and the new accounting reference period specified must be the same as the accounting reference period of that other company.
- 3 Furthermore, unless the company is subject to an administration order, the notice can be given only within 10 months after the end of one of its accounting reference periods (7 months in the case of a public company).
- 4 The notice can either shorten or extend the previous accounting reference period, but, unless the company is subject to an administration order, an accounting reference period which has already ended cannot be extended to make it longer than **18 months**.
- 5 The date shown in the boxes on the form should be completed in the manner shown below.

Day Month

0	5	0	4
---	---	---	---

Day Month Year

0	5	0	4	1	9	8	5
---	---	---	---	---	---	---	---

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

SCHEDULE 2

Regulation 5(2)

PART II

COMPANIES FORM No. 429(4)

Notice to non-assenting shareholders

429(4)

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

Pursuant to section 429(4) of the Companies Act 1985 as inserted by Schedule 12 to the Financial Services Act 1986

* Name(s) and address(es) of non-assenting shareholder(s)

To* _____

** Insert date of offer

A takeover offer was made on _____ ** by

_____ "the offeror(s)"

§ Insert description of class or classes of shares or convertible securities to which offer relates.

for§ _____ shares/securities in

_____ "the company"

The offeror(s) has/have within 4 months of making the offer acquired or contracted to acquire not less than nine-tenths in value of the shares/securities of _____ class/classes to which the offer relates. The offeror(s) give(s) notice that he/they now intend(s) to exercise his/their right under section 429 of the Companies Act 1985 to acquire shares held by you in the company.

† Insert terms of offer

The terms of the offer are † _____

†† State address to which acceptance should be sent

If these terms include a choice of consideration, you should within 6 weeks of the date of this notice inform the offeror(s) in writing at †† _____

which of the choices you wish to accept. If you fail to make a choice and do not make application to the Court (see below) the offeror(s) will acquire your shares/securities on the following terms

NOTE You are entitled under section 430C of the Companies Act 1985 to make application to the court within 6 weeks of the date of this notice for an order either that the offeror(s) shall not be entitled and bound to acquire your shares or that different terms to those of the offer shall apply to the acquisition. If you are contemplating such an action you may wish to seek legal advice.

§§ If this notice is given by a company, it should be signed by a director or the secretary.

Signed _____ §§ Date _____

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

COMPANIES FORM No. 429dec

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

Statutory Declaration relating to a Notice to non-assenting shareholders

429dec

Pursuant to section 429(4) of the Companies Act 1985 as inserted by Schedule 12 to the Financial Services Act 1986

* Insert name and address of the company

To* _____

"the company"

Note

If there are joint offerors, this declaration must be made by all of them. Where any of the offerors is a company (whether or not a company within the meaning of the Companies Act 1985) this declaration must be signed by a director.

† Delete as appropriate

[I] [We]† _____

do solemnly and sincerely declare that the conditions for giving the attached notice are satisfied and [I] [We]† make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at _____

Declarants to sign below

the _____ day of _____

One thousand nine hundred and _____

before me _____

A Commissioner for Oaths or Notary
Public or Justice of the Peace or
Solicitor having the powers conferred
on a Commissioner for Oaths.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

COMPANIES FORM No. 430A

Notice to non-assenting shareholders

430A

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

Pursuant to section 430A(3) of the Companies Act 1985 as inserted by Schedule 12 to the Financial Services Act 1986

* Name(s) and address(es) of non-assenting shareholder(s)

To* _____

A takeover offer has been made by

_____ "the offeror(s)"

§ insert description of class or classes of shares or convertible securities to which offer relates.

for § _____ shares/securities in

_____ "the company"

† Delete as appropriate

The offer [† expired on _____] [† expires on _____ and is still open for acceptance until that date] [† will remain open for acceptance until closed in accordance with its terms] On _____ the offeror(s) had acquired or contracted to acquire not less than nine-tenths in value of all the shares/securities of _____ class in the company [including shares/securities already held by the offeror(s) at the time of the offer **]

** Delete if not applicable

†† Insert terms of offer

The terms of the offer are †† _____

§§ If the offer has expired or will expire on a stated date, a date may be inserted which must be not less than 3 months after the closing date of the offer

If you wish you have the right to require the offeror(s) to acquire the shares/securities you hold either on the terms of the offer or on terms agreed between yourself and the offeror(s). [† You may] [† You have until §§ _____ to] advise the offeror(s) in writing at _____

ø State address of offeror

if you require him/them to acquire your shares and if so, on what terms. If the terms of the offer as shown above include a choice of consideration, you should, if you wish the offeror(s) to purchase your shares on the terms of the offer, state your choice of consideration.

This section must be either completed or deleted by the offeror

If you fail to indicate a choice the offeror(s) will acquire your shares on the following terms _____

NOTE If you wish the offeror(s) to acquire your shares on terms other than those of the offer but are unable to agree other terms the offeror(s) is/are bound and entitled to acquire your shares on the terms of the offer. If those terms include a choice of consideration, you should indicate which you would prefer if alternative terms cannot be agreed. You are however entitled under section 430C of the Companies Act 1985 to make application to the court for an order that the offeror(s) must acquire your shares on such terms as the court thinks fit. If you are contemplating such an action you may wish to seek legal advice.

øø If this notice is given by a company, it should be signed by a director or the secretary

Signed _____ øø Date _____

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

SCHEDULE 2

Regulation 5(3)

PART III

G

FORM No. 600

**Notice of appointment of liquidator
Voluntary winding up
(Members or Creditors)**

600

Please do not write in this margin

Pursuant to section 109 of the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] [] [] []

Name of company

* _____

* insert full name of company

Nature of Business

I/We give notice that I/we have been appointed liquidator(s) of the above company on _____ 19 _____.

† delete as appropriate

The appointment was by [the company][the creditors]†

Type of liquidation [Members] [Creditors] †

Name of Liquidator	
Office holder number	
Address	
Signature	Date

Name of Liquidator	
Office holder number	
Address	
Signature	Date

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

For official Use

General Section

Post room

Time Critical Reference

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

FORM No. 600a

**Notice of appointment of liquidator
voluntary winding up
(Members or Creditors)**

600a

Pursuant to section 109 of the Insolvency Act 1986

† delete as appropriate

For insertion in the [London][Edinburgh]† Gazette

Company Number
Name of company
Previous name(s) of company (if any)
Nature of business
Type of liquidation [Members] [Creditors] †
Address of registered office

Liquidator(s) name(s) and address(es)	
Office holder number(s)	
Date of appointment	
By whom appointed	
Signature(s)	Date
	(Liquidator(s))
Attested by	
Description	

SCHEDULE 3

Regulation 6

AMENDED FORMS

6, 54, 88(2), 88(3), 122, 123, 128(1), 128(3), 128(4), 129(1), 129(2), 129(3), 157, 176, 190, 224, 266(1), 266(3), 287, 288, 318, 325, 353, 362, 386, 416 (Scot) and R7a.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations further amend the Companies (Forms) Regulations 1985 (“the 1985 Regulations”) as amended by the Companies (Forms) (Amendment) Regulations 1986.

The Regulations amend certain forms prescribed by the 1985 Regulations, to specify that they can be signed by an administrator, or administrative receiver, and also in Scotland by a receiver, in accordance with their powers under the Insolvency Act 1986 (c. 45).

They prescribe a new Form 169, to take account of section 66 of the Finance Act 1986 (c. 41) which relates to stamp duty, and Forms 225(1) and 225(2), which deal with an alteration in a company’s accounting reference date, to provide for it to be stated if the company is subject to an administration order under the Insolvency Act 1986. The Regulations also prescribe forms 429 dec, 429(4) and 430A under the provisions substituted by section 172 of and Schedule 12 to the Financial Services Act 1986 for sections 428 to 430 of the Companies Act 1985, and the forms previously prescribed under sections 428 to 430 are revoked, except in relation to offers under section 428 made before 30th April 1987, where the previously prescribed forms must be used. They also prescribe new forms 600 and 600a, because section 600 of the Companies Act 1985 under which that they were prescribed has now been repealed and replaced by section 109 of the Insolvency Act 1986, and to require certain additional information.