

## SCHEDULE 3

Regulation 4.

### CONSEQUENTIAL AMENDMENTS

#### **Civil Aviation Act 1982 (c. 16)**

1. In section 23(3) of the Civil Aviation Act 1982 (when reasonable inquiries to find a body corporate deemed to have been made) in paragraph (b) for the words from “made” to the end there shall be substituted

“made—

- (i) at every address registered in respect of that company for the purposes of section 691(1)(b) (ii) of the said Act of 1985 or, as the case may be, at every address for service registered in respect of a branch of that company under Schedule 21A of that Act, and
- (ii) at every address registered in respect of that company for the purposes of Article 641(1)(b) (ii) of the said Order of 1986.”

#### **Insurance Companies Act 1982 (c. 50)**

2. In section 87(2) of the Insurance Companies Act 1982 (application of provisions to insurance companies) for paragraph (a) there shall be substituted—

“(a) sections 691, 692, 693(1), 695, 696 to 698, 700 to 703 and 708 of the Companies Act,”

#### **Companies Act 1985 (c. 6)**

3. The Companies Act 1985 shall be amended as mentioned in paragraphs 4 to 9 below.

4. In section 696(3), after “this Part” there shall be inserted “(except references in Schedule 21C)”.

5. In section 705(5)(1) there shall be inserted the following before paragraph (a):

“(za) any oversea company which has complied with paragraph 1 of Schedule 21A other than a company which appears to the registrar not to have a branch in Great Britain;”

6. In sections 706(2)(a) and 707(4)(a) (documents required to be delivered to the registrar to state company’s registered number) there shall be inserted at the end “and, if the document is delivered under sections 695A(3), 703P or 703Q or Schedules 21A or 21D the registered number of the branch to which it relates,”.

7. In section 711(1) (public notice by registrar of receipt of certain documents) there shall be inserted at the end—

- “(u) any return delivered under paragraph 1, 7 or 8 of Schedule 21A (branch registration),
- (v) any document delivered under paragraph 1 or 8 of that Schedule,
- (w) any notice under section 695A(3) of the closure of a branch,
- (x) any document delivered under Schedule 21C (accounts and reports of foreign credit and financial institutions),
- (y) any document delivered under Schedule 21D (accounts and reports of oversea companies subject to branch registration, other than credit and financial institutions),

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(1) Section 705 was inserted into the principal Act by section 145 of, and paragraph 14 of Schedule 19 to, the 1989 Act.

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(z) any return delivered under section 703P (particulars of winding up of overseas companies subject to branch registration).”

8. In section 714(1) (registrar’s index of companies) after paragraph (a) there shall be inserted—

“(aa) companies incorporated outside the United Kingdom and Gibraltar which have complied with paragraph 1 of Schedule 21A and which do not appear to the registrar of companies not to have a branch in Great Britain,”

9.—(1) Schedule 24 (punishment of offences) shall be amended as follows.

(2) The following entries shall be inserted at the appropriate places—

“697(3)	Overseas Company failing to comply with Section 695A or Schedule 21A	Summary	For an offence which is not a continuing offence, one fifth of level 5 of the standard scale.	£100
			For an offence which is a continuing offence one fifth of level 5 of the standard scale.	
703R(1)	Company failing to register winding up or commencement of insolvency proceedings etc.	1. On indictment.	A fine	
		2. Summary.	The statutory maximum.	£100
703R(2).	Liquidator failing to register appointment, termination of winding up or striking-off of company.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	£100
Sch. 21C, Pt.I, para. 7	Credit or financial institution failing to deliver accounting documents.	1. On indictment.	A fine.	
		2. Summary.	The statutory maximum.	£100

Sch. 21C, Pt.II, para. 15	Credit or financial institution failing to deliver accounts and reports.	1. On indictment.	A fine.	
		2. Summary	The statutory maximum.	£100
Sch. 21D, Pt.I, para. 5	Company failing to deliver accounting documents.	1. On indictment.	A fine.	
		2. Summary	The statutory maximum.	£100
Sch. 21D, Pt.I, para. 13	Company failing to deliver accounts and reports.	1. On indictment.	A fine.	
		2. Summary	The statutory maximum.	£100”

### **Banking Act 1987 (c. 22)**

**10.**—(1) Section 79 of the Banking Act 1987 (duty to provide information and documents) shall be amended as follows.

(2) In subsection (2), after paragraph (a) there shall be inserted—

“(aa) in the case of an overseas institution to which section 690A of that Act applies, copies of the documents which it is required to deliver for registration in accordance with paragraph 1(1) or (2) of Schedule 21A of that Act;”.

(3) In subsection (5)—

- (a) for “section 692 or 696(4) of” there shall be substituted “section 692, 695A(3) or 696 of, or paragraph 7 or 8 of Schedule 21A to;”;
- (b) for “that section or Article applied)” there shall be substituted “that section, paragraph or Article applied)”.

### **The Companies Act 1989 (c. 40)**

**11.** Schedule 15 to the Companies Act 1989 (which prospectively inserts new sections 703A to 703N into the principal Act) shall be amended as mentioned in paragraphs 12 to 15 below.

**12.** In the new section 703A(3) (definition of “registered overseas company”), prospectively inserted by Schedule 15, after “which” there shall be inserted—

- “(a) has duly delivered documents under paragraph 1 of Schedule 21A to the registrar for that part of Great Britain and has not subsequently given notice to him under section 695A(3) that it has closed the branch in respect of which the documents were registered, or
- (b)”

**13.** In the new section 703B(2) (date for determining whether a charge requires registration), prospectively inserted by Schedule 15, for paragraph (a) there shall be substituted—

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“(a) in the case of a charge over property of a company at the date when it becomes a registered overseas company, as at that date.”.

**14.—(1)** The new section 703D (duty to deliver particulars of charges for registration), prospectively inserted by Schedule 15, shall be amended as follows.

(2) In subsection (1), for “delivers documents for registration under section 691” there shall be substituted—

“(a) delivers documents for registration under paragraph 1 of Schedule 21A—

(i) in respect of a branch in England and Wales, or

(ii) in respect of a branch in Scotland,

for the first time since becoming a company to which section 690A applies, or

(b) delivers documents for registration under section 691.”.

(3) After that subsection there shall be inserted—

“(1A) Subsection (1) above does not apply in relation to a charge if—

(a) the particulars of it required to be delivered under that subsection have already been so delivered to the registrar to whom the documents mentioned in subsection (1) above are delivered, and

(b) the company has at all times since they were so delivered to him been a registered overseas company in relation to the part of Great Britain for which he is registrar.”

**15.—(1)** The new section 703E (registrar to whom particulars etc. to be delivered), prospectively inserted by Schedule 15, shall be amended as follows.

(2) In subsection (1), after “under” there shall be inserted “paragraph 1 of Schedule 21A or, as the case may be,”.

(3) In subsection (2), for paragraphs (a) and (b) and the words after paragraph (b) there shall be inserted—

“(a) where the company is a company to which section 690A applies—

(i) if it has registered a branch in one part of Great Britain but has not registered a branch in the other, to the registrar for the part in which it has registered a branch,

(ii) if it has registered a branch in both parts of Great Britain but the property subject to the charge is situated in one part of Great Britain only, to the registrar for that part, and

(iii) in any other case, to the registrars for both parts of Great Britain; and

(b) where the company is a company to which section 691 applies—

(i) if it is registered in one part of Great Britain and not in the other, to the registrar for the part in which it is registered,

(ii) if it is registered in both parts of Great Britain but the property subject to the charge is situated in one part of Great Britain only, to the registrar for that part, and

(iii) in any other case, to the registrar for both parts of Great Britain.”

(4) In subsection (4), for the first sentence there shall be substituted—

“If a company ceases to be a registered overseas company in relation to either part of Great Britain, charges over property of the company shall cease to be subject to the provisions of this Chapter, as regards registration in that part of Great Britain, as from the date on which the notice under section 695A(3) or, as the case may be, 696(3) is given.”

**16.** Schedule 16 to the Companies Act 1989 shall be amended by the insertion, immediately after the heading “Companies Act 1985 (c. 6)”, of the following:

“**1A.** Section 695A(1) is amended by the insertion of the words “or Chapter III of this Part” after “Schedule 21C”.”

**17.** Paragraph 13 of Schedule 19 to the 1989 Act (which prospectively substitutes a new section 696 (registrar to whom documents to be delivered) of the principal Act) shall be amended as follows:

- (a) by the insertion in the new subsection (1) of “to which section 691 applies” after “oversea company”; and
- (b) by the substitution, in subsection (1) of “in Schedule 21C or Chapter III of this Part)” for “in Chapter III of this Part (registration of charges): see section 703E)”.