

**2008 No. 1659**

**COMPANIES**

**The Companies Act 1985 (Annual Return) and Companies  
(Principal Business Activities) (Amendment) Regulations 2008**

<i>Made</i> - - - -	<i>24th June 2008</i>
<i>Laid before Parliament</i>	<i>27th June 2008</i>
<i>Coming into force</i> - -	<i>1st October 2008</i>

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 364(3) and 365(1) of the Companies Act 1985(a) and section 1167 of the Companies Act 2006(b).

**Citation and commencement**

1.—(1) These Regulations may be cited as the Companies Act 1985 (Annual Return) and Companies (Principal Business Activities) (Amendment) Regulations 2008.

(2) These Regulations come into force on 1st October 2008 and apply in relation to annual returns made up to that date or a later date.

**Information about whether shares admitted to trading on regulated market**

2. In section 364 of the Companies Act 1985 (contents of annual return: general), in subsection (1), after paragraph (i), insert—

“(j) whether the company was a traded company at any time during the return period.”.

**Information about shareholders**

3. In section 364A of the Companies Act 1985 (contents of annual return: particulars of share capital and shareholders)—

- (a) in the heading omit “and shareholders”;
- (b) in subsection (1) omit “and members”; and
- (c) omit subsections (4) to (7).

4. After that section insert—

**“Contents of annual return: information about shareholders: non-traded companies**

**364B.**—(1) The annual return of a company that was a non-traded company throughout the return period must also contain the following information.

(2) The return must contain a list of the names of every person who was a member of the company at any time during the return period.

If the names are not arranged in alphabetical order the return must have annexed to it an index sufficient to enable the name of any person in the list to be easily found.

(3) The return must also state—

- (a) the number of shares of each class held at the end of the date to which the return is made up by each person who was a member of the company at that time,
- (b) the number of shares of each class transferred during the return period by or to each person who was a member of the company at any time during that period, and
- (c) the dates of registration of those transfers.

(4) If either of the two immediately preceding returns has given the full particulars required by subsections (2) and (3), the return need only give such particulars as relate—

- (a) to persons who became, or ceased to be, members during the return period, and
- (b) to shares transferred during that period.

(5) Subsections (2) and (3) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company's registered office by the date to which the return is made up.

Those particulars must be included in the company's next annual return after they are received.

#### **Contents of annual return: information about shareholders: traded companies**

**364C.**—(1) The annual return of a company that was a traded company at any time during the return period must also contain the following information.

(2) The return must contain a list of the names and addresses of every person who held at least 5% of the issued shares of any class of the company at any time during the return period.

If the names are not arranged in alphabetical order the return must have annexed to it an index sufficient to enable the name of any person in the list to be easily found.

(3) The return must also state—

- (a) the number of shares of each class held at the end of the date to which the return is made up by each person who held at least 5% of the issued shares of any class of the company at that time,
- (b) the number of shares of each class transferred during the return period by or to each person who held at least 5% of the issued shares of any class of the company at any time during the return period, and
- (c) the dates of registration of those transfers.

(4) If either of the two immediately preceding returns has given the full particulars required by subsections (2) and (3), the return need only give such particulars as relate—

- (a) to persons who came to hold, or ceased to hold, at least 5% of the issued shares of any class of the company during the return period, and
- (b) to shares transferred during that period.

(5) Subsections (2) and (3) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company's registered office by the date to which the return is made up.

Those particulars must be included in the company's next annual return after they are received.

## **Contents of annual return: information about shareholders: supplementary**

**364D.**—(1) In sections 364, 364B and 364C—

“non-traded company” means a company none of whose shares are shares admitted to trading on a regulated market (so that “traded company” means a company any of whose shares are shares admitted to trading on a regulated market);

“regulated market” means a market which appears on the list drawn up by an EEA State pursuant to Article 47 of Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments<sup>(a)</sup>; and

“return period”, in relation to an annual return, means the period beginning immediately after the date to which the last return was made up (or, in the case of the first return, with the incorporation of the company) and ending with the date to which the return is made up.

(2) Where a company has converted any of its shares into stock, the return must give information in relation to that stock corresponding to that required by section 364B or 364C (as the case may be) in relation to shares of the company, stating the amount of stock instead of the number of shares.”.

## **Amendments relating to principal business activities**

**5.**—(1) The Companies (Forms Amendment No. 2 and Company’s Type and Principal Business Activities) Regulations 1990<sup>(b)</sup> are amended as follows.

(2) In Part II of Schedule 3 to those Regulations—

- (a) before “9800 RESIDENTS’ PROPERTY MANAGEMENT COMPANY” insert “7499 NON-TRADING COMPANY”; and
- (b) after “9800 RESIDENTS’ PROPERTY MANAGEMENT COMPANY” insert “9999 DORMANT COMPANY”.

24th June 2008

*Gareth Thomas*  
Parliamentary Under Secretary of State for Trade and Consumer Affairs,  
Department for Business, Enterprise and Regulatory Reform

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<sup>(a)</sup> OJ No. L145, 30.4.2004, p.1.

<sup>(b)</sup> 1990/1766, amended by S.I. 1996/1105, 2002/3081.

## **EXPLANATORY NOTE**

*(This note is not part of the Regulations)*

These Regulations relate to information to be provided about share capital and shareholders in the annual return of a company under the Companies Act 1985 (c.6) (“the Act”). The type of information to be supplied depends on whether or not any of the company’s shares were shares admitted to trading on a regulated market during the period to which the return relates.

The Companies (Forms Amendment No. 2 and Company’s Type and Principal Business Activities) Regulations 1990 (S.I. 1990/1766) are amended by prescribing additional codes for non-trading companies and dormant companies for the purposes of section 364(3) of the Act (classifying the principal business activities of a company).

An Impact Assessment in respect of these Regulations has been produced and copies are available from the Company Law and Governance Directorate, Department for Business, Enterprise and Regulatory Reform, 1 Victoria Street, London, SW1H 0ET or on [www.berr.gov.uk/bbf/co-act-2006](http://www.berr.gov.uk/bbf/co-act-2006).

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