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STATUTORY INSTRUMENTS

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**2009 No. 1801**

**COMPANIES**

**The Overseas Companies Regulations 2009**

*Made* - - - - *8th July 2009*

*Coming into force* *1st October 2009*

**THE OVERSEAS COMPANIES REGULATIONS 2009**

PART 1

1. Citation and commencement
2. Interpretation

PART 2

3. Application and interpretation of Part
4. Duty to deliver return and documents
5. Particulars to be included in return
6. Particulars of the company
7. Particulars of the establishment
8. Documents to be delivered with the return: copy of company's constitution
9. Documents to be delivered with the return: copies of accounting documents
10. Statement as to future manner of compliance with accounting requirements
11. Penalty for non-compliance

PART 3

12. Application of Part
13. Return of alteration in registered particulars
14. Return of alteration in company's constitution
15. Return of alteration as regards filing of certified copy of constitution
16. Return of alteration of manner of compliance with accounting requirements
17. Penalty for non-compliance

PART 4

18. Application and interpretation of Part
19. Protected information

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20. Protected information: restriction on use or disclosure by company
21. Protected information: restriction on use or disclosure by registrar
22. Permitted use of protected information by the registrar: communication
23. Permitted disclosure by the registrar: disclosure to specified public authority
24. Permitted disclosure by the registrar: disclosure to credit reference agency
25. Application to prevent disclosure to credit reference agency
26. Disclosure under court order
27. Circumstances in which registrar may put address on the public record
28. Putting the address on the public record
29. Penalty for non-compliance

## PART 5

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30. Application of Part

### CHAPTER 2

31. Application and interpretation of Chapter
32. Duty to file copies of accounting documents disclosed under parent law
33. Statement of details of parent law and other information
34. Period allowed for filing copies of accounting documents
35. Penalty for non-compliance

### CHAPTER 3

36. Application of Chapter
37. A company's financial year
38. Duty to prepare accounts
39. Approval and signing of accounts
40. Duty to file accounts
41. Penalty for non-compliance
42. Supplementary provisions

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### CHAPTER 1

43. Application and interpretation of Part

### CHAPTER 2

44. Application and interpretation of Chapter
45. Initial filing of copies of accounting documents
46. Filing of copies of subsequent accounting documents
47. Statement of details of parent law and other information

48. Supplementary provisions as to obligation to file copies of accounting documents
49. Exception where documents available for inspection
50. Penalty for non-compliance

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51. Application of Chapter
52. An institution's financial year
53. Duty to prepare accounts
54. Approval and signing of accounts
55. Duty to file accounts
56. Penalty for non-compliance
57. Supplementary provisions

### PART 7

58. Application and interpretation of Part
59. Legibility of displays and disclosures
60. Requirement to display name etc at business location
61. Manner of display of name etc
62. Company's name to appear on communications
63. Particulars to appear in business letters, order forms and websites
64. Disclosure of names of directors
65. Disclosures relating to address for service
66. Civil consequences of failure to make a required disclosure
67. Penalty for non-compliance

### PART 8

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68. Application of Part
69. Return in case of winding up
70. Returns to be made by liquidator
71. Return in case of insolvency proceedings etc (other than winding up)
72. Penalties for non-compliance
73. Notice of appointment of judicial factor
74. Offence of failure to give notice

### PART 9

75. Service of documents on director, secretary or permanent representative
76. Documents subject to Directive disclosure requirements
77. Duty to give notice of closure of UK establishment

### PART 10

78. Documents that may be drawn up and delivered in a language other than English
79. Revocations
80. Transitional provisions and savings  
Signature

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SCHEDULE 1 — SPECIFIED PUBLIC AUTHORITIES

SCHEDULE 2 — CONDITIONS FOR PERMITTED DISCLOSURE

PART 1 — DISCLOSURE TO SPECIFIED PUBLIC AUTHORITY

1. Paragraphs 2 and 3 set out the conditions specified for...
2. The specified public authority has delivered to the registrar a...
3. Subject to paragraph 4, the specified public authority (“the authority”)...
4. Paragraph 3 does not apply where the specified public authority...

PART 2 — DISCLOSURE TO CREDIT REFERENCE AGENCY

5. Paragraphs 6 to 10 set out the conditions specified for...
6. The credit reference agency— (a) is carrying on in the...
7. The credit reference agency has delivered to the registrar a...
8. The credit reference agency has delivered to the registrar a...
9. The credit reference agency has delivered to the registrar a...
10. The credit reference agency has delivered to the registrar a...

PART 3 — INTERPRETATION OF THIS SCHEDULE

11. (1) In this Schedule— “processor” means any person who provides...

SCHEDULE 3 — APPLICATION TO PREVENT DISCLOSURE OF ADDRESS TO  
CREDIT REFERENCE AGENCY

1. Introductory
2. Application by the individual concerned
3. Application by company
4. Supplementary provisions relating to applications
5. Appeals
6. Duration of favourable decision on application
7. Revocation of favourable decision on application

SCHEDULE 4 — OVERSEAS COMPANIES INDIVIDUAL ACCOUNTS

PART 1 — GENERAL RULES

1. Subject to the following provisions of this Schedule—
2. (1) The company’s directors must use the same line items...
3. Where the company’s directors consider it appropriate, the balance sheet...
4. (1) Items that are not of a similar nature or...
5. (1) Where the nature of the company’s business requires it,...
6. (1) Subject to sub-paragraph (2), the directors may exclude an...
7. (1) For every item shown in the balance sheet or...
8. Amounts in respect of items representing assets or income may...
9. The company’s directors must, in determining how amounts are presented...

PART 2 — ACCOUNTING PRINCIPLES AND RULES

10. Preliminary
11. Accounting principles
12. Accounting policies must be applied consistently within the same accounts...
13. All income and charges relating to the financial year to...
14. In determining the aggregate amount of any item, the amount...

PART 3 — NOTES TO THE ACCOUNTS

15. Any information required in the case of any company by...
16. The accounting policies adopted by the company in determining the...
17. It must be stated whether the accounts have been prepared...
18. The company must include in the statement of accounting policies—...

19. (1) The company must provide information which is relevant to...
20. In this Schedule the expression "line item" has the same...

#### SCHEDULE 5 — OVERSEAS COMPANIES GROUP ACCOUNTS

1. General rules
2. The consolidated balance sheet and profit and loss account must...
3. (1) Where assets and liabilities to be included in the...
4. Amounts that in the particular context of any provision of...
5. Elimination of group transactions
6. (1) The following provisions apply where an undertaking becomes a...
7. (1) An acquisition must be accounted for—
8. Minority interests
9. Joint ventures
10. Associated undertakings
11. (1) The interest of an undertaking in an associated undertaking,...

#### SCHEDULE 6 — CREDIT AND FINANCIAL INSTITUTIONS INDIVIDUAL ACCOUNTS

##### PART 1 — GENERAL RULES

1. Subject to the following provisions of this Schedule—
2. (1) The institution's directors must use the same line items...
3. Where the institution's directors consider it appropriate, the balance sheet...
4. (1) Items that are not of a similar nature or...
5. (1) Where the nature of the institution's business requires it,...
6. (1) Subject to sub-paragraph (2), the directors may exclude an...
7. (1) For every item shown in the balance sheet or...
8. Amounts in respect of items representing assets or income may...
9. The institution's directors must, in determining how amounts are presented...

##### PART 2 — ACCOUNTING PRINCIPLES AND RULES

10. (1) The amounts to be included in respect of all...
11. (1) The institution is presumed to be carrying on business...
12. Accounting policies must be applied consistently within the same accounts...
13. All income and charges relating to the financial year to...
14. In determining the aggregate amount of any item, the amount...

##### PART 3 — NOTES TO THE ACCOUNTS

15. Any information required in the case of any institution by...
16. The accounting policies adopted by the institution in determining the...
17. It must be stated whether the accounts have been prepared...
18. The institution must include in the statement of accounting policies—...
19. (1) The institution must provide information which is relevant to...
20. In this Schedule the expression "line item" has the same...

#### SCHEDULE 7 — CREDIT AND FINANCIAL INSTITUTIONS GROUP ACCOUNTS

1. General rules
2. The consolidated balance sheet and profit and loss account must...
3. (1) Where assets and liabilities to be included in the...
4. Amounts that in the particular context of any provision of...
5. Elimination of group transactions
6. (1) The following provisions apply where an undertaking becomes a...
7. (1) An acquisition must be accounted for—

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8. Minority interests
9. Joint ventures
10. Associated undertakings
11. (1) The interest of an undertaking in an associated undertaking,...

## SCHEDULE 8 — TRANSITIONAL PROVISIONS AND SAVINGS

### PART 1 — INTRODUCTION

1. Interpretation
2. Registration of returns and documents delivered before 1st October 2009

### PART 2 — INITIAL REGISTRATION OF PARTICULARS

3. Company with existing registered branch
4. (1) The following particulars about the company, as they appeared...
5. (1) The following particulars about the branch, as they appeared...
6. (1) The certified copy of the company's constitution delivered under...
7. (1) Copies of accounting documents delivered under paragraph 6(1)(a) of...
8. (1) If the company is one to which Chapter 2...
9. Company with existing registered place of business
10. (1) The following particulars about the company, as they appeared...
11. (1) The following particulars about the place of business, as...
12. (1) The certified copy of the company's constitution delivered under...
13. Duty to deliver transitional return
14. Company with existing unregistered branch or place of business

### PART 3 — ALTERATIONS TO REGISTERED PARTICULARS

15. Alteration to registered particulars
16. Alteration in company's constitution
17. Alteration as regards filing of certified copy of constitution

### PART 4 — RESIDENTIAL ADDRESSES: PROTECTION FROM DISCLOSURE

18. Existing registered residential address treated as service address
19. Residential addresses: protection from disclosure
20. In determining under regulation 27 whether to put a director...
21. Continuation of protection afforded by confidentiality orders under the 1985 Act
22. Effect of pending application for confidentiality order

### PART 5 — DELIVERY OF ACCOUNTING DOCUMENTS: GENERAL

23. Companies required to prepare and disclose accounts under parent law
24. Companies not required to prepare and disclose accounts under parent law

### PART 6 — DELIVERY OF ACCOUNTING DOCUMENTS: CREDIT OR FINANCIAL INSTITUTIONS

25. Institutions required to prepare accounts under parent law
26. Institutions not require to prepare accounts under parent law

### PART 7 — RETURNS IN CASE OF WINDING UP ETC

27. Return in case of winding up
28. Returns to be made by liquidator
29. Return in case of insolvency proceedings etc (other than winding up)
30. Notice of appointment of judicial factor

### PART 8 — SUPPLEMENTARY PROVISIONS

31. Saving for provisions as to form or manner in which documents to be delivered

Explanatory Note