

SCHEDULE 1

PROVISIONS OF THE COMPANIES ACTS APPLYING TO UNREGISTERED COMPANIES

A company's constitution

1. Sections 26 and 27 of the Companies Act 2006 (filing obligations in connection with company's articles) apply to unregistered companies, modified so that they read as follows—

“Registrar to be sent copy of company's constitution

26.—(1) A company must, not later than 15 days after the date of its incorporation, send to the registrar a copy of every instrument constituting or regulating the company.

(2) Where a company amends any instrument constituting or regulating the company, it must, not later than 15 days after the amendment takes effect, send to the registrar a copy of the instrument as amended.

(3) If a company fails to comply with subsection (1) or (2) an offence is committed by—

- (a) the company, and
- (b) every officer of the company who is in default.

(4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Registrar's notice to comply in case of failure with respect to company's constitution

27.—(1) If it appears to the registrar that a company has failed to comply with—

- (a) section 26(1) or (2) (registrar to be sent copy of company's constitution), or
- (b) any enactment requiring the company to send to the registrar—
 - (i) a document making or evidencing an alteration in any instrument constituting or regulating the company, or
 - (ii) a copy of any such instrument as amended,

the registrar may give notice to the company requiring it to comply.

(2) The notice must—

- (a) state the date on which it is issued, and
- (b) require the company to comply within 28 days from that date.

(3) If the company complies with the notice within the specified time, no criminal proceedings may be brought in respect of the failure mentioned in subsection (1).

(4) If the company does not comply with the notice within the specified time, it is liable to a civil penalty of £200.

(5) This is in addition to any liability to criminal proceedings in respect of the failure mentioned in subsection (1).

(6) The penalty may be recovered by the registrar and is to be paid into the Consolidated Fund.”.