
STATUTORY INSTRUMENTS

2009 No. 2437

**The Companies (Companies Authorised
to Register) Regulations 2009**

PART 2

REGISTRATION REQUIREMENTS

Requirements for registration

Registration documents

4.—(1) An application for registration of the company must be delivered to the registrar together with the documents required by this regulation and a statement of compliance.

(2) The application for registration must state—

- (a) the name with which the company is proposed to be registered,
- (b) whether the company's registered office is to be situated in England and Wales (or in Wales), in Scotland or in Northern Ireland,
- (c) whether the liability of the members of the company is to be limited, and if so whether it is to be limited by shares or by guarantee, and
- (d) whether the company is to be a private or a public company.

(3) The application must contain—

- (a) in the case of a joint stock company, a statement of capital and initial shareholdings (see regulation 5);
- (b) in the case of a company that is to be limited by guarantee, a statement of guarantee (see regulation 6);
- (c) a statement of the company's proposed officers (see regulation 7).

(4) The application must contain—

- (a) a statement of the intended address of the company's registered office, and
- (b) a copy of any enactment, royal charter, letters patent, deed of settlement, contract of partnership or other instrument constituting or regulating the company.

(5) The application must be delivered—

- (a) to the registrar of companies for England and Wales, if the registered office of the company is to be situated in England and Wales (or in Wales);
- (b) to the registrar of companies for Scotland, if the registered office of the company is to be situated in Scotland;
- (c) to the registrar of companies for Northern Ireland, if the registered office of the company is to be situated in Northern Ireland.

Statement of capital and initial shareholdings

5.—(1) The statement of capital and initial shareholdings required to be delivered in the case of a joint stock company must comply with this regulation.

(2) It must state—

- (a) the total number of shares of the company that on a date specified in the statement (“the reference date”) are held by members of the company,
- (b) the aggregate nominal value of those shares,
- (c) for each class of shares—
 - (i) the particulars specified in paragraph (4) below of the rights attached to the shares,
 - (ii) the total number of shares of that class, and
 - (iii) the aggregate nominal value of shares of that class, and
- (d) the amount to be paid up and the amount (if any) to be unpaid on each share (whether on account of the nominal value of the share or by way of premium).

(3) The reference date must be not more than 28 days before the date of the application for registration.

(4) The particulars referred to in paragraph (2)(c)(i) are—

- (a) particulars of any voting rights attached to the shares, including rights that arise only in certain circumstances;
- (b) particulars of any rights attached to the shares, as respects dividends, to participate in a distribution;
- (c) particulars of any rights attached to the shares, as respects capital, to participate in a distribution (including on winding up); and
- (d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

(5) The statement of capital and initial shareholdings must also state—

- (a) the names and service addresses of all persons who on the reference date were members of the company, and
- (b) with respect to each member of the company—
 - (i) the number, nominal value (of each share) and class of shares held by that member on that date, and
 - (ii) the amount to be paid up and the amount (if any) to be unpaid on each share (whether on account of the nominal value of the share or by way of premium).

(6) For the purposes of paragraph (5)(a) a person’s “name” means his Christian name (or other forename) and surname, except that in the case of—

- (a) a peer, or
- (b) an individual usually known by a title,

the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.

(7) Where a member of the company holds shares of more than one class, the information required under paragraph (5)(b)(i) is required for each class.

Statement of guarantee

6.—(1) Where the company proposes to register as a company limited by guarantee, the members' assent to its being registered (see regulation 3) must be accompanied by a resolution containing a statement of guarantee.

(2) The statement of guarantee required is a statement that each member undertakes that, if the company is wound up while he is a member, or within one year after he ceases to be a member, he will contribute to the assets of the company such amount as may be required for—

- (a) payment of the debts and liabilities of the company contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributories among themselves,

not exceeding a specified amount.

(3) The statement of guarantee required to be delivered to the registrar in the case of a company that is to be limited by guarantee is a copy of the resolution containing the statement of guarantee.

Statement of proposed officers

7.—(1) The statement of the company's proposed officers required to be delivered to the registrar must contain the required particulars of—

- (a) the person who is, or persons who are, to be a director or directors of the company on registration;
- (b) in the case of a company that is to be a private company, any person who is (or any persons who are) to be the secretary (or joint secretaries) of the company on registration;
- (c) in the case of a company that is to be a public company, the person who is (or the persons who are) to be the secretary (or joint secretaries) of the company on registration;
- (d) a consent by each person named as a director, as secretary or as one of joint secretaries, to act in the relevant capacity.

(2) The required particulars are the particulars that will be required to be stated—

- (a) in the case of a director, in the company's register of directors and register of residential addresses (see sections 162 to 165 of the Companies Act 2006);
- (b) in the case of a secretary, in the company's register of secretaries (see sections 277 to 278 of that Act).

(3) Regulation 7 of the Companies (Disclosure of Address) Regulations 2009⁽¹⁾ (disclosure of protected information: application under section 243 on behalf of proposed director) applies as if—

- (a) references to a subscriber to the memorandum of association were to any member of the company, and
- (b) references to the proposed company were to the company proposing to register.

Statement of compliance

8.—(1) The statement of compliance required to be delivered to the registrar is a statement that the requirements of this Part as to registration have been complied with.

(2) The registrar may accept the statement of compliance as sufficient evidence of compliance.

(1) [S.I. 2009/214](#).

Status: *This is the original version (as it was originally made).*
