

SCHEDULES

SCHEDULE 14

Article 370

EXTERNAL BRANCH REGISTERS

- F1** Order repealed (prosp.) by [Companies Act 2006 \(c. 46\)](#), ss. 1284(2), 1295, 1300(2), [Sch. 16](#) and the repeal being partly in force, as to which see individual Articles (with savings (with adaptations) by Companies Act 2006 (Commencement No. 6, Saving and Commencement Nos. 3 and 5 (Amendment)) Order 2008 (S.I. 2008/674), arts. 2(3), {4}, Sch. 2) and subject to amendments (6.4.2008) by [Companies Act 2006 \(Consequential Amendments etc\) Order 2008 \(S.I. 2008/948\)](#), arts. 2(2), 3(1)(b)(2), Sch. 1 paras. 135, 147, 148 {Sch. 2 Note 1} (with arts. 6, 11, 12) and subject to amendments (6.4.2008) by [S.R. 2008/133](#), {regs. 2, 3}

PART I

COUNTRIES AND TERRITORIES IN WHICH EXTERNAL BRANCH REGISTER MAY BE KEPT

Great Britain

Any part of Her Majesty's dominions outside the United Kingdom, the Channel Islands or the Isle of Man

Bangladesh

Cyprus

Dominica

The Gambia

Ghana

Guyana

The Hong Kong Special Administrative Region of the People's Republic of China

India

Kenya

Kiribati

Lesotho

Malawi

Malaysia

Malta

Nigeria

Pakistan

Republic of Ireland

Seychelles

Status: Point in time view as at 01/01/2006.

Changes to legislation: There are currently no known outstanding effects for the The Companies (Northern Ireland) Order 1986 (revoked), SCHEDULE 14. (See end of Document for details)

Sierra Leone
Singapore
South Africa
Sri Lanka
Swaziland
Trinidad and Tobago
Uganda
Zimbabwe

PART II

GENERAL PROVISIONS WITH RESPECT TO EXTERNAL BRANCH REGISTERS

1.—(1) A company keeping an external branch register shall give to the registrar notice in the prescribed form of the situation of the office where any external branch register is kept and of any change in its situation, and if it is discontinued of its discontinuance.

(2) Any such notice shall be given within 14 days of the opening of the office or of the change or discontinuance, as the case may be.

(3) If default is made in complying with this paragraph, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

2.—(1) An external branch register is deemed to be part of the company's register of members (“the principal register”).

(2) It shall be kept in the same manner in which the principal register is required to be kept, except that the advertisement before closing the register shall be inserted in some newspaper circulating in the district where the external branch register is kept.

3.—(1) The company shall—

- (a) transmit to its registered office a copy of every entry in its external branch register as soon as may be after the entry is made, and
- (b) cause to be kept at the place where the company's principal register is kept a duplicate of its external branch register duly entered up from time to time.

Every such duplicate is deemed for all purposes of this Order to be part of the principal register.

(2) If default is made in complying with sub-paragraph (1), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

(3) Where, by virtue of Article 361(1)(b), the principal register is kept at the office of some person other than the company, and by reason of any default of his the company fails to comply with sub-paragraph (1)(b), he is liable to the same penalty as if he were an officer of the company who was in default.

4. Subject to the above provisions with respect to the duplicate register, the shares registered in an external branch register shall be distinguished from those registered in the principal register; and

no transaction with respect to any shares registered in an external branch register shall, during the continuance of that registration, be registered in any other register.

5. A company may discontinue to keep an external branch register, and thereupon all entries in that register shall be transferred to some other external branch register kept by the company in the same country or territory, or to the principal register.

6. Subject to the provisions of this Order, any company may, by its articles, make such provisions as it thinks fit respecting the keeping of external branch registers.

7. An instrument of transfer of a share register in an external branch register (other than such a register kept in Great Britain) is deemed a transfer of property situated outside the United Kingdom^{F1} and, unless executed in a part of the United Kingdom, is exempt from stamp duty chargeable in Northern Ireland.

F1 prosp. rep. by [1990 c. 29](#)

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