



Companies Act 1976

1976 CHAPTER 69

PART II

MISCELLANEOUS AND SUPPLEMENTARY

Returns as to directors and registered office

21 Statement of first directors and secretary to be delivered on application for registration of company

- (1) With every memorandum delivered for registration under section 12 of the Act of 1948 there shall be delivered a statement in the prescribed form containing the names and relevant particulars of—
 - (a) the person who is, or the persons who are, to be the first director or directors of the company ; and
 - (b) the person who is, or the persons who are, to be the first secretary or joint secretaries of the company.
- (2) The relevant particulars mentioned above are—
 - (a) with respect to a person named as director, the particulars which by subsection (2) of section 200 of the Act of 1948 are required to be contained in the register kept under that section with respect to a director; and
 - (b) with respect to a person named as secretary or as one of joint secretaries, the particulars which by subsection (3) of that section are required to be contained in that register with respect to the secretary or, where there are joint secretaries, with respect to each of them.
- (3) The statement required by this section shall be signed by or on behalf of the subscribers of the memorandum and shall contain a consent signed by each of the persons named in it as a director, as secretary or as one of joint secretaries to act in the relevant capacity.
- (4) Where the memorandum is delivered by a person as agent for the subscribers of the memorandum, the statement required by this section shall specify that fact and the name and address of that person.

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- (5) The persons named in the statement required by this section as the director or directors, secretary or joint secretaries of a company shall, on the incorporation of the company, be deemed to have been respectively appointed as the first director or directors, secretary or joint secretaries of the company; and any appointment by any articles delivered with the memorandum of a person as director or secretary of the company shall be void unless he is named as a director or as secretary in the statement.
- (6) If a statement complying with the requirements of this section is not delivered as required by subsection (1) above with any memorandum delivered for registration under section 12 of the Act of 1948 the registrar of companies shall not register the memorandum or any articles delivered with it.

22 Notification of changes in directors and secretary, etc.

- (1) For subsections (4) and (5) of section 200 of the Act of 1948 (which require a company to make a return of its first directors and secretary and to notify any change) there shall be substituted—
- “(4) The company shall within the period of fourteen days from the occurrence of—
- (a) any change among its directors or in its secretary, or
- (b) any change in the particulars contained in the register,
- send to the registrar of companies a notification in the prescribed form of the change and of the date on which it occurred ; and any notification of a person having become a director or secretary or one of joint secretaries of the company shall contain a consent signed by that person to act in the relevant capacity.”
- (2) Notwithstanding subsection (1) above—
- (a) where the memorandum of a company has been delivered for registration under section 12 of the Act of 1948 before the coming into operation of section 21 above subsections (4) and (5) of section 200 of that Act, as originally enacted, shall continue to apply so as to require that company to send to the registrar of companies a return containing the particulars of its first directors and secretary specified in the register required to be kept under section 200 ; and
- (b) those subsections, as originally enacted, shall continue to apply in relation to any change among a company's directors or in its secretary or in any of the particulars contained in that register which occurred before the coming into operation of this section.
- (3) In section 9(3) of the European Communities Act 1972 for paragraph (c) (official notification of receipt by registrar of return relating to a company's register of directors or notification of a change among its directors) there shall be substituted—
- “(c) any notification of a change among the directors of a company”;
- but this subsection shall not affect the operation of the original paragraph (c) in relation to any return sent to the registrar of companies under section 200(4) of the Act of 1948 as originally enacted after the coming into operation of this section.

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23 Registered office of company

- (1) A company shall at all times have a registered office to which all communications and notices may be addressed.
- (2) The intended situation of a company's registered office on, incorporation shall be specified in the statement delivered prior to incorporation of the company under section 21 above.
- (3) Notice in the prescribed form of any change in the situation of a company's registered office shall be given within fourteen days of the change to the registrar of companies, who shall record the new situation.
- (4) If default is made in complying with subsection (1) or (3) above, the company and every officer of the company who is in default shall be liable to a default fine.
- (5) Section 107 of the Act of 1948 (which is superseded by this section) shall cease to have effect, but notwithstanding its repeal by this Act—
 - (a) where the memorandum of a company has been delivered for registration under section 12 of that Act before the coming into operation of section 21 above, section 107 shall continue to apply so as to require that company to send notice of the situation of its registered office to the registrar of companies within the time there mentioned ; and
 - (b) section 107 shall continue to apply in relation to any change in the situation of a company's registered office which occurred before the coming into operation of this section.
- (6) In section 9(3) of the European Communities Act 1972, for paragraph (e) (official notification of receipt by registrar of notice of the situation of a company's registered office or of any change therein) there shall be substituted—

“(e) any notice of a change in the situation of a company's registered office”;

but this subsection shall not affect the operation of the original paragraph (e) in relation to any notice of the situation of a company's registered office given to the registrar of companies under section 107(2) of the Act of 1948 after the coming into operation of this section.
- (7) Section 21(6) above shall apply as if the requirements of subsection (2) above were included among the requirements of that section.

Disclosure of interests in shares

24 Duty of director to notify company of acquisition, etc. of its securities

- (1) In section 27(3) and (12) and section 31(2) of the Act of 1967 (duty of directors to notify company within fourteen days of acquisition etc. of securities of the company) for the words " fourteen days " wherever they occur there shall be substituted the words " five days ".
- (2) Subsection (1) above does not affect the time for fulfilling any obligation which arose before the coming into operation of this section.

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25 Duty of company to notify recognised stock exchange of acquisition, etc. of its securities by director

- (1) Whenever a company in the case of which shares or debentures are listed on a recognised stock exchange is notified of any matter by a director in consequence of the fulfilment of an obligation imposed on him by section 27 or section 31 of the Act of 1967 (duty of directors to notify company of acquisition etc. of securities of the company), and that matter relates to shares or debentures listed on a recognised stock exchange, the company shall be under an obligation to notify that stock exchange of that matter; and the stock exchange may publish, in such manner as it may determine, any information received by it under this subsection.
- (2) An obligation imposed by subsection (1) above must be fulfilled before the end of the day next following that on which it arises ; but for this purpose, a day which is a Saturday or Sunday or a bank holiday in any part of Great Britain shall be disregarded.
- (3) If default is made in complying with this section, the company and every officer of the company who is in default shall be guilty of an offence and liable, on summary conviction, to a fine not exceeding £500 and further to a default fine.
- (4) Proceedings in respect of an offence under this section shall not, in England and Wales, be instituted except by, or with the consent of, the Secretary of State or the Director of Public Prosecutions.

26 Duty to notify company of acquisition, etc. of voting shares

- (1) In section 33 of the Act of 1967 (duty to notify company within fourteen days of acquisition etc. of shares amounting to one tenth or more of relevant share capital) for the words " one tenth" and " fourteen days " wherever they occur, there shall be respectively substituted the words " the prescribed percentage " and " five days ".
- (2) In the said section 33 as amended by subsection Q) above " the prescribed percentage " means 5 per cent. or such other percentage as may from time to time be prescribed for the purposes of that section by regulations made by the Secretary of State by statutory instrument, and different percentages may be so prescribed in relation to companies of different classes or descriptions.
- (3) No regulations shall be made under subsection (2) above unless a draft of the instrument containing the regulations has been laid before Parliament and has been approved by resolution of each House of Parliament.
- (4) In the case of a company which, at the time when this section comes into operation, is one to which the said section 33 applies, every person who at that time is interested in shares comprised in relevant share capital of the company of a nominal value equal to 5 per cent. or more but less than 10 per cent. of the nominal value of that share capital shall be under an obligation to notify the company of the subsistence of his interests at that time and the number of shares comprised in that share capital (specifying it) in which each interest subsists at that time.
- (5) Subsections (4) to (10) of the said section 33 (which relate to the enforcement and interpretation of that section) shall have effect in relation to subsection (4) above as they have effect in relation to subsection (2) of that section but as if in subsections (5) and (9) for references to five days there were substituted references to fourteen days and as if in subsection (5) for references to the prescribed percentage there were substituted references to 5 per cent.

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- (6) If regulations under subsection (2) above come into operation whereby the prescribed percentage for the purposes of the said section 33 is reduced, subsections (4) and (5) above shall apply in the case of a company in relation to which the regulations have effect as in the case there mentioned but with the substitution—
- (a) for references to the time when this section comes into operation of references to the time when the regulations come into operation ; and
 - (b) for references to 5 per cent. and 10 per cent. of references to the reduced percentage and the percentage prior to the reduction.
- (7) Neither this section nor any regulations made under subsection (2) above shall be construed as requiring the notification by any person of the occurrence of an event before the time when this section or the regulations come into operation; and subsection (1) above does not affect the time for fulfilling any obligation which arose before the time when this section comes into operation.
- (8) A person who would, apart from this subsection, be under an obligation, by virtue of subsection (1)(b) of the said section 33, to notify a company of the occurrence of an event shall not be under that obligation if—
- (a) the nominal value of shares comprised in relevant share capital of the company in which he was interested immediately before the event, and
 - (b) the nominal value of shares so comprised in which he is interested immediately after the event,
- produce, when each of them is expressed as a percentage of the nominal value of that share capital and (as so expressed) is rounded down, if not a whole number, to the nearest such number, the same result.
- (9) In subsection (4) of the said section 33, after paragraph (a) there shall be inserted the following paragraph—
- “(aa) an interest as holder of shares of a member of The Stock Exchange who—
 - (i) is recognised by the Council thereof as carrying on the business of a jobber,
 - (ii) carries on that business in the United Kingdom, and
 - (iii) holds the shares for the purposes of that business;”.
- (10) For the avoidance of doubt it is hereby declared that where the relevant share capital of a company to which the said section 33 applies is divided into different classes of shares, references in that section and this section to a percentage of the nominal value of its relevant share capital are references to a percentage of the nominal value of the issued shares comprised in each of those classes taken separately.

27 Power of company to require disclosure of beneficial interests in its voting shares

- (1) Any company to which section 33 of the Act of 1967 applies (companies with shares listed on a recognised stock exchange) may by notice in writing require any member of the company within such reasonable time as is specified in the notice—
- (a) to indicate in writing the capacity in which he holds any shares comprised in relevant share capital of the company; and
 - (b) if he holds them otherwise than as beneficial owner, to indicate in writing so far as it lies within his knowledge the persons who have an interest in them

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(either by name and address or by other particulars sufficient to enable those persons to be identified) and the nature of their interest.

- (2) Where a company is informed in pursuance of a notice given to any person under subsection (1) above or under this subsection that any other person has an interest in any shares comprised in relevant share capital of the company, the company may by notice in writing require that other person within such reasonable time as is specified in the notice—
- (a) to indicate in writing the capacity in which he holds that interest; and
 - (b) if he holds it otherwise than as beneficial owner, to indicate in writing so far as it lies within his knowledge the persons who have an interest in it (either by name and address or by other particulars sufficient to enable them to be identified) and the nature of their interest.
- (3) Any company to which the said section 33 applies may by notice in writing require any member of the company to indicate in writing, within such reasonable time as is specified in the notice, whether any of the voting rights carried by any shares comprised in relevant share capital of the company held by him are the subject of an agreement or arrangement under which another person is entitled to control his exercise of those rights and, if so, to give so far as it lies within his knowledge written particulars of the agreement or arrangement and the parties to it.
- (4) Where a company is informed in pursuance of a notice given to any person under subsection (3) above or under this subsection that any other person is a party to any such agreement or arrangement as is mentioned in subsection (3) above, the company may by notice in writing require that other person within such reasonable time as is specified in the notice to give so far as it lies within his knowledge written particulars of the agreement or arrangement and the parties to it.
- (5) Whenever a company receives information from a person in pursuance of a requirement imposed on him under this section with respect to shares held by a member of the company, it shall be under an obligation to inscribe against the name of that member in a separate part of the register kept by it under section 34 of the Act of 1967 (register of interests in voting shares)—
- (a) the fact that the requirement was imposed and the date on which it was imposed ; and
 - (b) the information received in pursuance of the requirement.
- (6) Subsections (2) to (9) of the said section 34 (which relate to the manner in which the register is to be made up and provide for public inspection of the register) shall apply in relation to the part of the register referred to in subsection (5) above as they apply in relation to the remainder of the register and as if references to subsection (1) of that section included references to subsection (5) above.
- (7) Subject to subsections (8) and (9) below, any person who—
- (a) fails to comply with a notice under this section; or
 - (b) in purported compliance with such a notice makes any statement which he knows to be false in a material particular or recklessly makes any statement which is false in a material particular,
- shall be guilty of an offence and liable—
- (i) on conviction on indictment, to imprisonment for a term not exceeding two years or to a fine or to both; or

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- (ii) on summary conviction, to imprisonment for a term not exceeding six months or to a fine not exceeding £400 or to both.
- (8) A person shall not be guilty of an offence under subsection (7) (a) above if he proves that the information in question was already in the possession of the company or that the requirement to give it was for any other reason frivolous or vexatious.
- (9) A person shall not be obliged to comply with a notice under this section if he is for the time being exempted by the Secretary of State from the operation of this section; but the Secretary of State shall not grant any such exemption except after consultation with the Governor of the Bank of England and unless satisfied that, having regard to any undertaking given by the person in question with respect to the shares held or to be held by him, there are special reasons why that person should not be subject to the obligations imposed by this section.
- (10) In this section "relevant share capital" has the same meaning as in section 33 of the Act of 1967.

Disqualification orders

28 Disqualification for persistent default in relation to delivery of documents to registrar

- (1) Where, on the application of the Secretary of State, it appears to the High Court that a person has been persistently in default in relation to relevant requirements of the Companies Acts, the court may make an order that that person shall not, without the leave of the court, be a director of or in any way, whether directly or indirectly, be concerned or take part in the management of a company for such period beginning with the date of the order and not exceeding five years as may be specified in the order.

In the preceding provisions of this subsection " the court", in relation to the granting of leave, means any court having jurisdiction to wind up the company as respects which leave is sought, and in the application of this section to Scotland the references in this subsection to the High Court shall be construed as references to the Court of Session.

- (2) Any provision of the Companies Acts which requires any return, account or other document to be filed with, delivered or sent, or notice of any matter to be given, to the registrar of companies is a relevant requirement of the Companies Acts for the purposes of this section.
- (3) For the purposes of this section, the fact that a person has been persistently in default in relation to relevant requirements of the Companies Acts may, subject to subsection (4) below (and without prejudice to its proof in any other manner), be conclusively proved by showing that in the five years ending with the date of the application he has been adjudged guilty (whether or not on the same occasion) of three or more defaults in relation to any such requirements.

A person shall be treated as being adjudged guilty of a default in relation to a relevant requirement of the Companies Acts for the purposes of this subsection if—

- (a) he is convicted of any offence by virtue of any contravention of or failure to comply with any such requirement (whether on his own part or on the part of any company) ; or

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- (b) an order is made against him under section 428 of the Act of 1948 (enforcement of duty of company to make returns to the registrar) or under section 5(1) above.
- (4) No account shall be taken for the purposes of this section of any offence which was committed or, in the case of a continuing offence, began before the date on which this section comes into operation.
- (5) The Secretary of State shall give not less than ten days' notice of his intention to apply for an order under this section to the person against whom the order is sought, and on the hearing of the application that person may appear and himself give evidence or call witnesses.
- (6) On the hearing of any application for an order under this section, or of any application for leave under this section by a person against whom an order under this section has been made, the Secretary of State shall appear and call the attention of the court to any matters which seem to him to be relevant and may himself give evidence or call witnesses.
- (7) If any person acts in contravention of an order under this section he shall in respect of each offence be liable—
 - (a) on conviction on indictment, to imprisonment for a term not exceeding two years or to a fine or to both; or
 - (b) on summary conviction, to imprisonment for a term not exceeding six months or to a fine not exceeding £400 or to both.
- (8) In this section " company" includes an unregistered company (wherever incorporated) within the meaning of Part IX of the Act of 1948.

29 Register of disqualification orders

- (1) The prescribed officer of any court which—
 - (a) makes an order, after the coming into operation of this section, that a person shall not, without the leave of the court, be a director of or in any way, whether directly or indirectly, be concerned or take part in the management of a company for such period as may be specified in the order, or
 - (b) grants leave in relation to any such order which is so made,
 shall, at such time and in such manner and form as may be prescribed, furnish the Secretary of State with the prescribed particulars of the order or the grant of leave.

This subsection applies whether the order is made under section 188 of the Act of 1948, section 9 of the Insolvency Act 1976, or section 28 above.
- (2) The Secretary of State shall, from the particulars with which he is furnished under subsection (1) above, maintain a register of such orders and of cases in which the court has granted leave.
- (3) On the expiration of an order of which particulars are entered on the register, the Secretary of State shall delete from the register—
 - (a) those particulars, and
 - (b) any particulars of cases in which the court has granted leave in relation to that order.

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- (4) The register shall be open to inspection on payment of such fee as may be specified by the Secretary of State in regulations made by statutory instrument.
- (5) A statutory instrument containing regulations made under subsection (4) above shall be subject to annulment in pursuance of a resolution of either House of Parliament.

Companies with registered offices in Wales

30 Companies with registered offices in Wales

- (1) The memorandum of a company registered after the coming into operation of this section may, instead of containing the statement required by section 2(1)(b) of the Act of 1948, contain a statement that the registered office of the company is to be situated in Wales.
- (2) A company registered before the coming into operation of this section whose registered office is situated in Wales may, within the period of twelve months beginning with the coming into operation of this section, by special resolution alter its memorandum so as to provide that the registered office of the company is to be situated in Wales.
- (3) Where after the coming into operation of this section a limited company is to be registered with a memorandum stating that its registered office is to be situated in Wales, the memorandum may, instead of stating the name of the company as required by section 2(1)(a) of the Act of 1948, state the name of the company with " cyfyngedig " as the last word of that name.
- (4) Where the memorandum of a limited company states that its registered office is to be situated in Wales, the approval of the Secretary of State shall not be required for any change of the name of the company which consists only of substituting " cyfyngedig " for " limited " or vice versa.
- (5) Where the name of a limited company has " cyfyngedig " as the last word of that name, the fact that the company is a limited company shall be stated in English and in legible characters—
 - (a) in all prospectuses, bill-heads, letter paper, notices and other official publications of the company ; and
 - (b) in a notice conspicuously displayed in every place in which the company's business is carried on;and if this subsection is contravened the company and every officer of the company who is in default shall be guilty of an offence and liable on summary conviction to a fine not exceeding £50.
- (6) Where after the coming into operation of this section a company is to be registered with a memorandum stating that its registered office is to be situated in Wales, the memorandum and articles to be delivered for registration under section 12 of the Act of 1948 may be in Welsh but, if they are, they shall be accompanied by a certified translation into English; and where a company has altered its memorandum as mentioned in subsection (2) above it may deliver to the registrar of companies for registration a certified translation into Welsh of its memorandum and articles.
- (7) Any company whose memorandum states that its registered office is to be situated in Wales may comply with any provision of the Companies Acts requiring it to deliver

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any document to the registrar of companies by delivering to him that document in Welsh (or, if it consists of a prescribed form, completed in Welsh) together with a certified translation into English; but any document making or evidencing an alteration in the company's memorandum or articles and any copy of a company's memorandum or articles as altered shall be in the same language as the memorandum and articles originally registered and, if that language is Welsh, shall be accompanied by a certified translation into English.

- (8) Where a company has under subsection (6) above delivered a translation into Welsh of its memorandum and articles it may, when delivering to the registrar of companies a document making or evidencing an alteration in the memorandum or articles or a copy of the memorandum or articles as altered, deliver therewith a certified translation into Welsh.
- (9) In this section " certified translation " means a translation certified in the prescribed manner to be a correct translation and any reference to delivering a document shall be construed as including a reference to sending, forwarding, producing or (in the case of a notice) giving it.

Regulation of names used by overseas companies for business purposes

31 Regulation of name under which overseas company may carry on business in Great Britain

- (1) Subject to subsection (2) below, the Secretary of State may, if he is of opinion that it is or would be undesirable for an overseas company to carry on business in Great Britain under its corporate name, cause a notice to that effect to be served on the company by the registrar of companies.
- (2) No notice shall be served on a company under subsection (1) above later than six months after the relevant date or, if that date is before the coming into operation of this section, later than six months after the coming into operation of this section.

In this subsection " relevant date " means the date on which the company has complied with—

- (a) section 407 of the Act of 1948 (documents to be delivered for registration by overseas company when establishing a place of business in Great Britain); or
- (b) if there has been a change in its corporate name, section 409(2) of that Act (return to be delivered for registration by overseas company where corporate name is changed).
- (3) An overseas company on which a notice is served under subsection (1) above may deliver to the registrar of companies for registration a statement in the prescribed form specifying a name approved by the Secretary of State other than its corporate name under which it proposes to carry on business in Great Britain and may, after that name has been registered, at any time deliver to the registrar for registration a statement in the prescribed form specifying a name approved by the Secretary of State other than its corporate name in substitution for the name previously registered.
- (4) The name by which an overseas company is for the time being registered under subsection (3) above shall for all purposes of the law applying in Great Britain (including the Registration of Business Names Act 1916) be deemed to be the corporate name of the company; but this subsection shall not affect references to the corporate name of the company in this section or any rights or obligations of the

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company, or render defective any legal proceedings by or against the company, and any legal proceedings that might have been continued or commenced against it by its corporate name or its name previously registered under this section may be continued or commenced against it by its name for the time being so registered.

- (5) An oversea company on which a notice is served under subsection (1) above shall not at any time after the expiration of two months from the service of that notice carry on business in Great Britain under its corporate name; and if this subsection is contravened, the company and every officer or agent of the company who knowingly and wilfully authorises or permits the contravention shall be guilty of an offence and liable on conviction on indictment to a fine and on summary conviction to a fine not exceeding £40 for every day during which the contravention continues; but nothing in this subsection shall invalidate any transaction entered into by the company.

32 Amendments of Registration of Business Names Act 1916

- (1) In section 1 of the Registration of Business Names Act 1916 (which requires registration under that Act of persons carrying on business under a business name) after paragraph (d) there shall be inserted—
- “(e) every corporation incorporated outside Great Britain having a place of business in Great Britain and carrying on business under a business name which does not consist of its corporate name without any addition ;”.
- (2) In relation to any such corporation as is mentioned in subsection (1) above the said Act of 1916 shall have effect—
- (a) as if references in sections 3(1), 11 and 15 to its principal place of business were references to its principal place of business in Great Britain;
- (b) as if the reference in section 4 to a director or secretary of the corporation and in section 10(1) to the secretary or any other officer of the corporation performing the duties of secretary included a reference to any person responsible for the management of the business carried on by the corporation in Great Britain or any other officer of the corporation, and the reference in section 19 to every director, secretary and officer of the corporation included a reference to any such person as aforesaid.
- (3) Section 13 of the said Act of 1916 (removal of name from register where person ceases to carry on business) shall apply in relation to any such corporation as is mentioned in subsection (1) above on its ceasing to carry on business in Great Britain as it applies in relation to a company as defined in the Act of 1948 on its ceasing altogether to carry on business, except that the person whose duty it is to give the notice required by subsection (1) of that section shall be every person who, when the corporation ceases to carry on business in Great Britain, is responsible for the management of the business of the corporation carried on in Great Britain or who is then an officer or liquidator of the corporation.
- (4) Section 3(1) of the said Act of 1916 (particulars to be registered) and the proviso to section 5 of that Act (time for registration) shall apply in relation to registration by virtue of the preceding provisions of this section as if references to the passing of that Act were references to the coming into operation of those provisions.

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Contents of prospectus

33 Contents of prospectus

In Schedule 4 to the Act of 1948 (matters to be specified in prospectus etc.), in paragraph 6 after the words " on each share " there shall be inserted the words " including the amount, if any, payable by way of premium " and at the end of that paragraph there shall be inserted the words " including the amount, if any, paid by way of premium " .

Forms, etc.

34 Use of prescribed forms for notices, etc. under Acts of 1948 and 1967

- (1) The provisions of the Acts of 1948 and 1967 specified in Schedule 1 to this Act shall have effect subject to the amendments there specified, being amendments requiring the use of prescribed forms for the purposes of those provisions.
- (2) In so far as any of the forms set out in the Schedule to the Companies (Forms) Order 1949 are forms provided for the purposes of any of the provisions specified in Schedule 1 to this Act, they shall be treated as from the coming into operation of this section as being prescribed by that Order in pursuance of those provisions as amended by Schedule 1.

35 Size, durability and legibility of documents delivered to registrar

- (1) For the purposes of securing that documents delivered to the registrar of companies under the provisions of the Companies Acts are of standard size, durable and easily legible, regulations made by the Secretary of State by statutory instrument may prescribe such requirements (whether as to size, weight, quality or colour of paper, size, type or colouring of lettering, or otherwise) as he may consider appropriate; and different requirements may be so prescribed for different documents or classes of documents.
- (2) If under any such provision there is delivered to the registrar of companies a document (whether being an original document or a copy) which in the opinion of the registrar does not comply with such requirements prescribed under this section as are applicable to it, the registrar may serve on any person by whom under that provision the document was required to be delivered (or, if there are two or more such persons, may serve on any of them) a notice stating his opinion to that effect and indicating the requirements so prescribed with which in his opinion the document does not comply.
- (3) Where the registrar of companies serves a notice under subsection (2) above with respect to a document delivered under any such provision, then, for the purposes of any enactment which enables a penalty to be imposed in respect of any omission to deliver to the registrar of companies a document required to be delivered under that provision (and, in particular, for the purposes of any such enactment whereby such a penalty may be imposed by reference to each day during which the omission continues)—
 - (a) any duty imposed by that provision to deliver such a document to the registrar shall be treated as not having been discharged by the delivery of that document; but

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- (b) no account shall be taken of any days falling within the period mentioned in subsection (4) below.
- (4) The period referred to in subsection (3)(b) above is the period beginning with the day on which the document was delivered to the registrar as mentioned in subsection (2) above and ending with the fourteenth day after the date of service of the notice under subsection (2) above by virtue of which subsection (3) above applies.
- (5) In this section any reference to delivering a document shall be construed as including a reference to sending, forwarding, producing or (in the case of a notice) giving it.

36 Power of registrar to accept information on microfilm, etc.

- (1) The registrar of companies may, if he thinks fit, accept under any provision of the Companies Acts requiring a : document to be delivered to him any material other than a document which contains the information in question and is of a kind approved by him.
- (2) The delivery to the registrar of material accepted by him as aforesaid shall be a sufficient compliance with the provision in question.
- (3) Section 426 of the Act of 1948 (inspection, production and evidence of documents kept by the registrar) shall have effect as if any material so accepted were a document kept by the registrar.
- (4) In this section any reference to delivering a document shall be construed as including a reference to sending, forwarding, producing or (in the case of a notice) giving it.

Fees payable to registrar

37 Fees payable to registrar

- (1) The Secretary of State shall have power by regulations made by statutory instrument to require the payment to the registrar of companies of such fees as may be specified in the regulations in respect of—
 - (a) the performance by the registrar of such functions under the Companies Acts as may be so specified, including the receipt by him of any notice or other document which under those Acts is required to be given, delivered, sent or forwarded to him ;
 - (b) the inspection of documents kept by him under those Acts.
- (2) A statutory instrument containing regulations made under this section requiring the payment of a fee in respect of a matter for which no fee was previously payable or increasing a fee shall be laid before Parliament after being made and shall cease to have effect at the end of the period of twenty-eight days beginning with the day on which the regulations were made (but without prejudice to anything previously done under the regulations or to the making of further regulations) unless at some time before the end of that period the regulations are approved by resolution of each House of Parliament.

In reckoning the period of twenty-eight days mentioned in this subsection no account shall be taken of any time during which Parliament is dissolved or prorogued or during which both Houses are adjourned for more than four days.

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- (3) A statutory instrument containing regulations made under this section, not being regulations to which subsection (2) above applies, shall be subject to annulment in pursuance of a resolution of either House of Parliament.
- (4) Section 425(1) of the Act of 1948 and section 48 of, and Schedule 3 to, the Act of 1967 (which specify fees payable to the registrar in respect of certain matters) shall cease to have effect.
- (5) Section 425(2) of the Act of 1948 (which provides for the payment into the Consolidated Fund of all fees payable to the registrar in pursuance of that Act) shall apply to fees payable to him in pursuance of this Act.
- (6) It is hereby declared that the registrar may charge a fee for any services provided by him otherwise than in pursuance of an obligation imposed on him by law.

Functions of Secretary of State and registrar

38 Functions of Secretary of State and registrar

- (1) In section 451 of the Act of 1948 (annual report of the Secretary of State on matters within that Act) after the words " this Act " there shall be inserted the words " Parts I and III of the Companies Act 1967, the Companies (Floating Charges and Receivers) (Scotland) Act 1972, section 9 of the European Communities Act 1972 and the Companies Act 1976 ".
- (2) Certificates under sections 13(1), 69(4), 98(2), 106E and 390 of the Act of 1948 shall be authenticated by a seal prepared under section 424(5) of that Act instead of being given under the hand of the registrar of companies.
- (3) Copies or extracts of documents or parts of documents furnished by the registrar of companies under section 426 of the Act of 1948 shall be sealed with a seal prepared under section 424(5) of that Act instead of being certified to be true copies under the hand of the registrar.
- (4) In section 424(6) of the Act of 1948 (functions under that Act to be performed by the registrar or in his absence by persons authorised by the Secretary of State)—
 - (a) after the words " this Act" there shall be inserted the words " or by the Companies Act 1976 "; and
 - (b) the words " in his absence " shall be omitted.

Criminal proceedings and enforcement

39 Criminal proceedings and enforcement

- (1) Sections 440 (default fines), 444 (application of fines) and 449 (power to enforce orders) of the Act of 1948 and section 49(2) to (5) of the Act of 1967 (summary proceedings) shall apply in relation to this Act as they apply in relation to the Act of 1948 and Part I of the Act of 1967.
- (2) The criminal proceedings mentioned in section 111(1)(a) of the Act of 1967 (proceedings for the purposes of which the Secretary of State may disclose information obtained by him under his powers of inspecting a company's books and papers) shall include criminal proceedings pursuant to or arising out of this Act.

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Supplementary provisions

40 Application of this Act to certain companies not formed under the Act of 1948

Part VII of the Act of 1948 (which relates to companies formed or registered under the former Acts there mentioned) and section 394 of that Act (which relates to companies not formed under that Act but registering under it) shall apply for the purpose of the application of the provisions of this Act to such companies as aforesaid as they apply for the purpose of the application thereto of the provisions of the Act of 1948.

41 Application of certain provisions of this Act to unregistered companies

Section 435 of, and Schedule 14 to, the Act of 1948 (which provide for the application of certain provisions of that Act to unregistered companies) shall have effect as if sections 1 to 7, 12 to 19 and 35 of this Act were provisions of that Act and—

- (a) in the case of sections 1 to 7 and 12 to 19, were included among the sections of that Act specified in that Schedule which relate to accounts and audit; and
- (b) in the case of section 35, were included among the provisions of that Act specified in the last entry in column 2 of that Schedule ;

and the reference in the last entry in column 3 of that Schedule to provisions applied by virtue of the foregoing entries in that Schedule shall be construed accordingly.

42 Minor and consequential amendments and repeals

- (1) The enactments mentioned in Schedule 2 to this Act shall have effect subject to the amendments there specified, being minor amendments and amendments consequential on the provisions of this Act.
- (2) Subject to sections 7(3), 14(12) and 23(5) above and to subsection (3) below, the enactments mentioned in Schedule 3 to this Act (which include spent enactments) are hereby repealed to the extent specified in the third column of that Schedule.
- (3) Nothing in the repeals made by this Act shall affect the operation of any enactment repealed in relation to any offence—
 - (a) for which a penalty was before the date on which the repeal comes into operation provided by reference to the days during which the offence had continued ; and
 - (b) which is continuing at, but began before, that date.

43 Expenses

Any administrative expenses incurred by the Secretary of State by virtue of this Act shall be defrayed out of moneys provided by Parliament.

44 Interpretation

- (1) In this Act—
 - " the Act of 1948 " means the Companies Act 1948 ;
 - " the Act of 1967 " means the Companies Act 1967 ;
 - " the Companies Acts " means the Acts which under section 45(2) below may be cited together as the Companies Acts 1948 to 1976 ; and

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" overseas company " has the meaning given in section 9(1) above.

- (2) Except in so far as the context otherwise requires, any expression to which a meaning is assigned by the Act of 1948 for the purposes of that Act has that meaning also for the purposes of this Act.
- (3) References in this Act to a body corporate shall be construed as not including a corporation sole or a Scottish firm but as including a company incorporated outside Great Britain.
- (4) Except in so far as the context otherwise requires, any reference in this Act to an enactment shall be construed as a reference to that enactment as amended or extended by or under any other enactment, including this Act.
- (5) Any reference in the Act of 1948, the Act of 1967 or any other Act passed before this Act to an enactment which is amended by this Act shall, unless the context otherwise requires, be construed as referring to that enactment as so amended.

45 Short title, citation, commencement and extent. Schedules:

- (1) This Act may be cited as the Companies Act 1976.
- (2) The Companies Act 1948, Parts I and III of the Companies Act 1967, The Companies (Floating Charges and Receivers) (Scotland) Act 1972, section 9 of the European Communities Act 1972, sections 1 to 4 of the Stock Exchange (Completion of Bargains) Act 1976, section 9 of the Insolvency Act 1976 and this Act may be cited together as the Companies Acts 1948 to 1976.
- (3) This Act shall come into operation on such date as may be specified by the Secretary of State by order made by statutory instrument, and different dates may be so specified for different provisions and for different purposes.
- (4) Nothing in this Act except the provisions which relate to companies incorporated outside Great Britain shall apply to or in relation to companies registered or incorporated in Northern Ireland; and nothing in this Act shall affect the law in force in Northern Ireland at the passing of this Act.