



Companies Act 2006

2006 CHAPTER 46

PART 35

THE REGISTRAR OF COMPANIES

Language requirements: translation

1102 Application of language requirements

- (1) The provisions listed below apply to all documents required to be delivered to the registrar under any provision of—
 - (a) the Companies Acts, or
 - (b) the Insolvency Act 1986 (c. 45) or the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)).
- (2) The Secretary of State may make provision by regulations applying all or any of the listed provisions, with or without modifications, in relation to documents delivered to the registrar under any other enactment.
- (3) The provisions are—
 - section 1103 (documents to be drawn up and delivered in English),
 - section 1104 (documents relating to Welsh companies),
 - section 1105 (documents that may be drawn up and delivered in other languages),
 - section 1107 (certified translations).
- (4) Regulations under this section are subject to negative resolution procedure.

Modifications etc. (not altering text)

- C1** S. 1102 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations (S.I. 2007/2974), {reg. 4(1)(b)} (with transitional provisions in Sch. 1 para. 2)

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Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: Language requirements: translation. (See end of Document for details)

Commencement Information

- I1** S. 1102 wholly in force at 1.1.2007, see s. 1300 and [S.I. 2006/3428](#), [art. 2\(1\)\(g\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#))

1103 Documents to be drawn up and delivered in English

- (1) The general rule is that all documents required to be delivered to the registrar must be drawn up and delivered in English.
- (2) This is subject to—
 - section 1104 (documents relating to Welsh companies) and
 - section 1105 (documents that may be drawn up and delivered in other languages).

Modifications etc. (not altering text)

- C2** S. 1103 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations ([S.I. 2007/2974](#)), reg. 4(1)(b) (with transitional provisions in [Sch. 1](#) para. 2)
- C3** Ss. 1103-1107 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) ([S.I. 2009/1804](#)), [regs. 2, 68](#) (with [reg. 60](#)) (as amended (6.4.2013) by [S.I. 2013/618](#), [reg. 6](#) (with [reg. 8\(4\)](#)))
- C4** S. 1103 applied (with modifications) by The European Public Limited-Liability Company Regulations 2004 ([S.I. 2004/2326](#)), [reg. 13A\(1\)\(2\)](#) (as inserted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 ([S.I. 2009/2400](#)), [reg. {15\(1\)}](#) (with [regs. 2, 15\(2\)](#)))
- C5** S. 1103 applied (26.5.2015) by [Small Business, Enterprise and Employment Act 2015](#) (c. 26), [s. 164\(3\)\(g\)\(ii\)](#), [Sch. 4 para. 15](#)

Commencement Information

- I2** S. 1103 wholly in force at 1.1.2007, see s. 1300 and [S.I. 2006/3428](#), [art. 2\(1\)\(g\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#))

1104 Documents relating to Welsh companies

- (1) Documents relating to a Welsh company may be drawn up and delivered to the registrar in Welsh.
- (2) On delivery to the registrar any such document must be accompanied by a certified translation into English, unless it is—
 - (a) of a description excepted from that requirement by regulations made by the Secretary of State, or
 - (b) in a form prescribed in Welsh (or partly in Welsh and partly in English) by virtue of section 26 of the Welsh Language Act 1993 (c. 38).
- (3) Where a document is properly delivered to the registrar in Welsh without a certified translation into English, the registrar must obtain such a translation if the document is to be available for public inspection.

The translation is treated as if delivered to the registrar in accordance with the same provision as the original.

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- (4) A Welsh company may deliver to the registrar a certified translation into Welsh of any document in English that relates to the company and is or has been delivered to the registrar.
- (5) Section 1105 (which requires certified translations into English of documents delivered to the registrar in another language) does not apply to a document relating to a Welsh company that is drawn up and delivered in Welsh.

Modifications etc. (not altering text)

- C6** S. 1104 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations (S.I. 2007/2974), {reg. 4(1)(b)} (with transitional provisions in Sch. 1 para. 2)
- C7** Ss. 1103-1107 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **68** (with reg. 60) (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, regs. 1, **22(3)(a)** and as amended (6.4.2013) by S.I. 2013/618, reg. 6 (with reg. 8(4)))
- C8** S. 1104 applied (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(3)(g)(ii), **Sch. 4 para. 15**

Commencement Information

- I3** S. 1104 wholly in force at 1.1.2007, see s. 1300 and S.I. 2006/3428, **art. 2(1)(g)** (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

1105 Documents that may be drawn up and delivered in other languages

- (1) Documents to which this section applies may be drawn up and delivered to the registrar in a language other than English, but when delivered to the registrar they must be accompanied by a certified translation into English.
- (2) This section applies to—
 - (a) agreements required to be forwarded to the registrar under Chapter 3 of Part 3 (agreements affecting the company's constitution);
 - (b) documents required to be delivered under section 400(2)(e) or section 401(2)(f) (company included in accounts of larger group: required to deliver copy of group accounts);
 - (c) [^{F1}certified copies] delivered under Part 25 (company charges);
 - (d) documents of any other description specified in regulations made by the Secretary of State.
- (3) Regulations under this section are subject to negative resolution procedure.

Textual Amendments

- F1** Words in s. 1105(2)(c) substituted (6.4.2013) by [The Companies Act 2006 \(Amendment of Part 25\) Regulations 2013 \(S.I. 2013/600\)](#), reg. 1, **Sch. 2 para. 3(7)** (with reg. 6)

Modifications etc. (not altering text)

- C9** S. 1105 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations (S.I. 2007/2974), {reg. 4(3)} (with transitional provisions in Sch. 1 para. 2)
- C10** S. 1105 applied (1.1.2007) by [The Companies \(Registrar, Languages and Trading Disclosures\) Regulations 2006 \(S.I. 2006/3429\)](#), **reg. 4**

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- C11** Ss. 1103-1107 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **68** (with reg. 60) (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, regs. 1, **22(3)(b)**) and as amended (6.4.2013) by S.I. 2013/618, reg. 6 (with reg. 8(4)))
- C12** S. 1105 applied (with modifications) by [The European Public Limited-Liability Company Regulations 2004 \(S.I. 2004/2326\)](#), reg. **13A(1)(2)** (as inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), reg. {15(1)} (with regs. 2, 15(2)))

Commencement Information

- I4** S. 1105 wholly in force at 1.1.2007, see s. 1300 and [S.I. 2006/3428](#), **art. 2(1)(g)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#))

1106 Voluntary filing of translations

- (1) A company may deliver to the registrar one or more certified translations of any document relating to the company that is or has been delivered to the registrar.
- (2) The Secretary of State may by regulations specify—
 - (a) the languages, and
 - (b) the descriptions of document,
 in relation to which this facility is available.
- (3) The regulations must provide that it is available as from 1st January 2007—
 - (a) in relation to all the official languages of the European Union, and
 - (b) in relation to all documents subject to the Directive disclosure requirements (see section 1078).
- (4) The power of the registrar to impose requirements as to the form and manner of delivery includes power to impose requirements as to the identification of the original document and the delivery of the translation in a form and manner enabling it to be associated with the original.
- (5) Regulations under this section are subject to negative resolution procedure.
- (6) This section does not apply where the original document was delivered to the registrar before this section came into force.

Modifications etc. (not altering text)

- C13** Ss. 1103-1107 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **68** (with reg. 60) (as amended (6.4.2013) by S.I. 2013/618, reg. 6 (with reg. 8(4)))
- C14** S. 1106(1) applied by [The European Public Limited-Liability Company Regulations 2004 \(S.I. 2004/2326\)](#), reg. **13A(3)(4)** (as inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), reg. {15(3)} (with regs. 2, 15(2)))
- C15** S. 1106(2) applied by [The European Public Limited-Liability Company Regulations 2004 \(S.I. 2004/2326\)](#), reg. **13A(3)(4)** (as inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), reg. {15(3)} (with regs. 2, 15(2)))
- C16** S. 1106(4) applied by [The European Public Limited-Liability Company Regulations 2004 \(S.I. 2004/2326\)](#), reg. **13A(3)(4)** (as inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), reg. {15(3)} (with regs. 2, 15(2)))

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- I5** S. 1106 wholly in force at 1.1.2007, see s. 1300 and [S.I. 2006/3428](#), [art. 2\(1\)\(g\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#))

1107 Certified translations

- (1) In this Part a “certified translation” means a translation certified to be a correct translation.
- (2) In the case of any discrepancy between the original language version of a document and a certified translation—
- (a) the company may not rely on the translation as against a third party, but
 - (b) a third party may rely on the translation unless the company shows that the third party had knowledge of the original.
- (3) A “third party” means a person other than the company or the registrar.

Modifications etc. (not altering text)

- C17** S. 1107 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations ([S.I. 2007/2974](#)), {reg. 4(1)(b)} (with transitional provisions in [Sch. 1 para. 2](#))
- C18** Ss. 1103-1107 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), [regs. 2, 68](#) (with [reg. 60](#)) (as amended (6.4.2013) by [S.I. 2013/618](#), [reg. 6](#) (with [reg. 8\(4\)](#)))
- C19** S. 1107 applied (with modifications) by [The European Public Limited-Liability Company Regulations 2004 \(S.I. 2004/2326\)](#), [reg. 13A\(1\)\(2\)](#) (as inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), [reg. {15\(1\)}](#) (with [regs. 2, 15\(2\)](#)))
- C20** S. 1107 applied (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [s. 164\(3\)\(g\)\(ii\)](#), [Sch. 4 para. 15](#)

Commencement Information

- I6** S. 1107 wholly in force at 1.1.2007, see s. 1300 and [S.I. 2006/3428](#), [art. 2\(1\)\(g\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#))

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