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DRAFT STATUTORY INSTRUMENTS

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**2009 No.**

**The Overseas Companies Regulations 2009**

**PART 1**

**INTRODUCTION**

**Citation and commencement**

- 1.—(1) These Regulations may be cited as the Overseas Companies Regulations 2009.
- (2) These Regulations come into force on 1st October 2009.

**Interpretation**

2. In these Regulations—

“accounting documents”—

- (a) in relation to an overseas company to which Chapter 2 of Part 5 applies (companies required to prepare and disclose accounts under parent law), has the meaning given by regulation 31(2), and
- (b) in relation to a credit or financial institution to which Chapter 2 of Part 6 applies (institutions required to prepare accounts under parent law), has the meaning given by regulation 44(2);

“certified copy” means a copy certified as a correct copy;

“constitution”, in relation to an overseas company, means the charter, statutes, memorandum and articles of association or other instrument constituting or defining the company’s constitution;

“credit or financial institution” means a credit or financial institution to which section 1050 of the Companies Act 2006 applies;

“disclosure”, in relation to a credit or financial institution to which Chapter 2 of Part 6 applies, has the meaning given by regulation 44(2);

“establishment” means—

- (a) a branch within the meaning of the Eleventh Company Law Directive (89/666/EEC)(1),  
or
- (b) a place of business that is not such a branch,

and “UK establishment” means an establishment in the United Kingdom;

“financial period”—

- (a) in relation to an overseas company to which Chapter 2 of Part 5 applies (companies required to prepare and disclose accounts under parent law), has the meaning given by regulation 31(2), and

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(1) OJ L 395, 30.12.1989, p. 36.

- (b) in relation to a credit or financial institution to which Chapter 2 of Part 6 applies (institutions required to prepare accounts under parent law), has the meaning given by regulation 44(2);

“First Company Law Directive” means the First Council Directive on co-ordination of safeguards which, for the protection of the interests of members and others, are required by Member States of companies within the meaning of the second paragraph of Article 58 of the Treaty, with a view to making such safeguards equivalent throughout the Community (68/151/EEC)(2);

“former name”, in the case of an individual, means a name by which the individual was formerly known for business purposes;

“name”, in the case of an individual, means the person’s 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 the individual’s Christian name (or other forename) and surname or in addition to either or both of them; and

“parent law”—

- (a) in relation to an overseas company to which Chapter 2 of Part 5 applies (companies required to prepare and disclose accounts under parent law), has the meaning given by regulation 31(2), and  
(b) in relation to a credit or financial institution to which Chapter 2 of Part 6 applies (institutions required to prepare accounts under parent law), has the meaning given by regulation 44(2).

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(2) OJ L 65, 14.3.1968, p. 8. The Directive has been amended on a number of occasions, but the only amendments relevant to the United Kingdom are those made by Directive 2003/58/EC of the European Parliament and of the Council of 15 July 2003 (OJ L 221, 4.9.2003, p. 13).