

ELIZABETH II



1980 CHAPTER xxiii

An Act to make provision for the transfer to England of the registered office of British Olivetti Limited; and for other purposes incidental thereto. [17th July 1980]

WHEREAS—

(1) British Olivetti Limited (hereinafter referred to as “the Company”) is an existing company within the meaning of the Companies Acts 1948 to 1980 and is a company limited by shares:

(2) The Company is a subsidiary within the meaning of section 154 of the Companies Act 1948 of Olivetti International 1948 c. 38. S.A.:

(3) The Company was incorporated on 20th February 1947 under the Companies Act 1929: 1929 c. 23.

(4) The Company carries on business as suppliers of office machines and office business systems, computers and computer systems and a wide variety of activities ancillary to the said business or connected therewith:

(5) The registered office of the Company is situate in Scotland:

(6) With a view to the more efficient and economical administration of the Company the central management and control of the Company has for many years been exercised in England:

(7) Having regard to the fact that the centre of operation of the Company is in England certain advantages would accrue to the Company if the Company were registered in England instead of in Scotland:

(8) No procedure exists whereby the registration of a company to which the Companies Acts 1948 to 1980 apply can be transferred from Scotland to England:

(9) Procedure by way of winding up and dissolution of the Company and the transfer or sale of assets to a new company incorporated in England with its registered office situate therein would involve loss of the identity of the Company, and the disturbance of its financial structure and would interfere with the continuity of its operations with considerable attendant expense and delay:

(10) It is desirable that the Company should be enabled to be registered in England without any such loss of identity, disturbance or interference:

(11) It is expedient that such provisions should be enacted as are in this Act contained:

(12) The objects of this Act cannot be attained without the authority of Parliament:

May it therefore please Your Majesty that it may be enacted, and be it enacted, by the Queen's most Excellent Majesty, by and with the advice and consent of the Lords Spiritual and Temporal, and Commons, in this present Parliament assembled, and by the authority of the same, as follows:—

Short
title.

1. This Act may be cited as the British Olivetti Limited Act 1980.

Interpretation.

2. In this Act unless the subject or context otherwise requires—

“the Company” means British Olivetti Limited;

1948 c. 38.

“the English registrar” means the registrar or other officer performing under the Companies Act 1948 the duty of registration of companies in England;

“the Scottish registrar” means the registrar or other officer performing under the Companies Act 1948 the duty of registration of companies in Scotland;

Transfer of
registered
office to
England.

3.—(1) The Company may apply to the English registrar to transfer its registered office from Scotland to England and accordingly to be registered in England instead of in Scotland.

(2) Such an application shall be accompanied by—

- (a) a printed copy of this Act;
- (b) a printed copy of the memorandum and articles of association of the Company, which, in the case of the memorandum, shall be a copy of it as it will be amended by subsection (3)(b) below; and
- (c) a statement specifying the intended situation of the registered office in England.

(3) On receipt of such application, accompanied by the documents aforesaid, the English registrar shall register the memorandum and articles of association of the Company, and this Act, and record the situation of the registered office in England, and thereupon—

- (a) the Company shall be a company registered in England and shall cease to be a company registered in Scotland; and
- (b) the memorandum shall by virtue of this Act stand amended so that for the reference therein to the registered office being in Scotland there is substituted a reference to the registered office being in England.

(4) On the registration of the Company in England the English registrar shall issue a certificate to the Company showing that the Company has been registered in England and the date when it was so registered.

(5) The Company shall not be required to comply with section 23(3) of the Companies Act 1976 as respects the change in the situation of its registered office to that specified in the statement required by subsection (2)(c) above. 1976 c. 69.

4. The registration of the Company in England shall not affect the Company's continuance in being as a company incorporated under the Companies Act 1929 and the Company's certificate of incorporation shall continue in effect accordingly, but from the date of its registration in England the Company shall be deemed to be a company incorporated in England. Continuance of incorporation of Company. 1929 c. 23.

5.—(1) On receipt of the certificate issued pursuant to section 3(4) above, the Company shall notify the Scottish registrar by registered post that, pursuant to this Act, the Company has been registered in England, and shall send with such notification— Company to notify registrar.

- (a) a copy of the said certificate;
- (b) a printed copy of this Act; and
- (c) a printed copy of the memorandum and articles of association of the Company as amended, in the case of the memorandum, by section 3(3)(b) above.

(2) On receipt of the said notification the Scottish registrar shall amend the register of companies in Scotland so as to show that the Company ceased to be registered in Scotland on the date shown in the said certificate.

(3) If default is made by the Company in complying with subsection (1) above the Company and every officer who is in default shall be liable on summary conviction to a fine not exceeding £200 and to a daily fine not exceeding £20.

1948 c. 38.
1967 c. 81.

(4) Section 440(2) (Officer in default) of the Companies Act 1948 and section 49(2) (Summary proceedings) of the Companies Act 1967 shall apply in relation to subsection (3) above as they apply in relation to the said Act of 1948 and Part I of the said Act of 1967.

Costs of
Act.

6. All the costs, charges and expenses preliminary to and of and incidental to the preparation, application for, obtaining and passing of this Act, or otherwise in relation thereto, shall be borne and paid by the Company.

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