

## STATUTORY INSTRUMENTS

1982 No. 674

## COMPANIES

## The Companies (Forms No. 2) Regulations 1982

Made - - - - - 10th May 1982

Coming into Operation 15th June 1982

The Secretary of State, in exercise of the powers conferred by sections 62, 407(2A) and 455(1) of the Companies Act 1948(a) and now vested in him (b), and in exercise of the powers conferred on him by sections 11(5)(a) and 87(5) of the Companies Act 1980(c) as it applies for the purposes of section 44(3) of the Companies Act 1981, and sections 52(1), 55(5), 57(3), 102(1), (2), (3) and (4) and 118(3) of the Companies Act 1981, hereby makes the following Regulations:—

1. These Regulations may be cited as the Companies (Forms No. 2) Regulations 1982 and shall come into operation on 15th June 1982.

2. For the words “for the purchase of shares” in the form numbered 60 in the Schedule to the Companies (Forms) Regulations 1982(d) there shall be substituted the words “for the acquisition of shares”.

3. The forms set out in the Schedule to these Regulations, with such variations as circumstances require, are the forms prescribed for the purposes of the provisions of the Companies Acts 1948, 1980 and 1981 referred to therein and the information contained therein is the information prescribed for the purposes of the said provisions.

4. The word “preference” in the form numbered 28 in Schedule B to the Companies (Forms) Regulations 1979(e) shall be deleted.

*Gerard Vaughan,*  
Minister of State,  
Department of Trade.

10th May 1982.

(a) 1948 c.38; section 62 was amended by section 34 of, and Schedule 1 to, the Companies Act 1976 (c.69) and by section 119(5) of, and Schedule 4 to, the Companies Act 1981 (c.62); section 407(2A) was inserted by section 119(4) of, and paragraph 15 of Schedule 3 to, the Companies Act 1981.

(b) S.I. 1970/1537.

(c) 1980 c.22.

(d) S.I. 1982/104.

(e) S.I. 1979/1547.

SCHEDULE

Regulation 3.

Form No. 64

**G**

THE COMPANIES ACTS 1948 TO 1981

**Return by a company purchasing its own shares**

**64**

Pursuant to section 52(1)(2) and (3) of the Companies Act 1981

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

Note  
This return must be delivered to the registrar within a period of 28 days beginning with the first date on which shares to which it relates were delivered to the company.

\* Insert full name of company

† A private company is not required to give this information

‡ Delete as appropriate

To the Registrar of Companies

For official use

Company Number

[ ]

[ ]

Name of company

\* [ ]

The return of shares purchased by the company under section 46 of the Companies Act 1981 is as follows :-

Class of shares				
Number of shares purchased				
Nominal value of the shares				
Date(s) on which the shares were delivered to the company				
Maximum and minimum prices paid for the shares	† max min			

The aggregate amount paid by the company for the shares to which this return relates was: \_\_\_\_\_ †

Signed

[Director] [Secretary] ‡ Date

Presenter's name, address and reference (if any):-

For official use General section	Post room
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THE COMPANIES ACTS 1948 TO 1981

**G**

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**Declaration in relation to the redemption or purchase of shares out of capital**

**65**

Pursuant to section 55(3)(4) and (5) of the Companies Act 1981.

Please complete legibly, preferably in black type or bold block lettering.

Note: Please read the notes on page 4 before completing this form.

\* Delete as appropriate  
† See note 1 delete either or both if inappropriate

For official use Company number

[ ]

Name of company

[ ] Limited

[ being a [ recognised bank ] \* within the meaning of the Banking Act 1979 ] †  
[ licensed institution ] \*  
[ being authorised to carry on insurance business in the United Kingdom ] †

proposes to make a payment in respect of the [ redemption ] [ purchase ] \* of its own shares out of capital, that is, otherwise than out of distributable profits : of the company or the proceeds of a fresh issue of shares.

‡ See note 2

/ Overleaf

Presenter's name, address and reference (if any):

For official use	
General section	Post room



Please do not write in this binding margin



Please complete legibly, preferably in black type or bold block lettering.

\* See Note 4

† Delete as appropriate

‡ See Note 5

being all the directors of the company do solemnly and sincerely declare that. –

(1) the amount of the permissible capital payment\* proposed to be made for the shares in question is £

(2) having made full inquiry into the affairs and prospects of the company [ I ] [ we ] † have formed the opinion :-

(a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no ground on which the company could then be found to be unable to pay its debts † and

(b) as regards its prospects for the year immediately following that date, that, having regard to [ my ] [ our ] † intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in [ my ] [ our ] † view be available to the company during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year.

And [ I ] [ we ] † make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Signature(s) of Declarant(s)

Declared at \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
the \_\_\_\_\_ day of \_\_\_\_\_  
one thousand nine hundred and \_\_\_\_\_  
before me \_\_\_\_\_

A Commissioner for Oaths, or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

## Notes

- |   |  |   |  |
|---|--|---|--|
| 1 | This is the information with respect to the nature of the business of the company prescribed pursuant to section 55(5) of the Companies Act 1981.<br>Delete either or both if inappropriate.   | 5 | Contingent and prospective liabilities of the company must be taken into account, see section 223(d) of the Companies Act 1948 and section 55(4) of the Companies Act 1981.                                |
| 2 | The term 'distributable profits' is defined in section 62(1) of the Companies Act 1981.  | 6 | A copy of this declaration must be delivered to the registrar together with a copy of the auditors report required by section 55(5) of the Companies Act 1981 see section 56(4) of the Companies Act 1981. |
| 3 | Insert the full names and addresses of all the directors of the company  |   |  |
| 4 | 'Permissible capital payment' means the amount which, taken together with<br>(i) any available profits of the company, and<br>(ii) the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase,<br>is equal to the price of redemption or purchase.<br>'Available profits' means the company's profits which are available for distribution (within the meaning of Part III of the Companies Act 1980),<br>the question whether a company has any profits so available and the amount of any such profits is to be determined in accordance with section 54(8)-(10) of the Companies Act 1981. |   |  |

**G**

Please do not write in this binding margin



Please complete legibly, preferably in black type, or bold block lettering.

THE COMPANIES ACTS 1948 TO 1981

**Notice of application to the court for the cancellation of a resolution for the redemption or purchase of shares out of capital.**

**66**

Pursuant to section 57(3)(a) of the Companies Act 1981

To the Registrar of Companies

For official use  
[ ] [ ] [ ] [ ]  
[ ] [ ] [ ] [ ]

Company number

[ ]

Name of Company

[ ] Limited

hereby gives you notice in accordance with section 57(3)(a) of the Companies Act 1981 that an application has been made to the court under section 57(1) of that Act for the cancellation of the special resolution for payment out of capital for the redemption or purchase of some of the company's shares dated \_\_\_\_\_ a copy of which was sent to you on \_\_\_\_\_

† Delete as appropriate

Signed

[Director] [Secretary] †

Date

Presentor's name, address and reference (if any):

For official use General section	Post room
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**G**

Please do not write in this binding margin

THE COMPANIES ACTS 1948 TO 1981

Form No. 67

**Statement by a company without share capital of particulars of members' class rights**

**67**

Pursuant to section 102(1) of the Companies Act 1981



Please complete legibly, preferably in black type, or bold block lettering.

To the Registrar of Companies

For official use

Company number

Name of Company

[Empty box for Name of Company]

\* Insert full name of company

† Insert date on which the new class was created

being a company without share capital has on \_\_\_\_\_ † created a class of members with rights which are not stated in its memorandum or articles of association or in any resolution or agreement to which section 143 of the Companies Act 1948 applies.

The rights attached to that class of members are as follows:-

[Large empty box for listing rights]

‡ Delete as appropriate

Signed

[Director] [Secretary] ‡ Date

Presenter's name, address and reference (if any):

For official use	
General section	Post room
[Empty space]	[Empty space]



**G**

THE COMPANIES ACTS 1948 TO 1981

**Statement by a company without share capital of particulars of a variation of members' class rights**

**68**

Please do not write in this binding margin

Pursuant to section 102(2) of the Companies Act 1981

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use Company number

Name of Company

\* Insert full name of company

† Insert the date on which the rights were varied

being a company without a share capital.

‡ Delete as appropriate

On \_\_\_\_\_ †

the rights of [a class] [classes] ‡ of members of the company were varied as set out below otherwise than by an amendment to the company's memorandum or articles or by any resolution or agreement to which section 143 of the Companies Act 1948 applies.

§ Insert the particulars of the variation of class rights

Class	Variation §

Signed

[Director] [Secretary] † Date

Presenter's name, address and reference (if any)

For official use	
General section	Post room

**G**

Please do not write in this binding margin



Please complete legibly, preferably in black type or bold block lettering

\* Insert full name of company

† Insert the date on which the name or designation was assigned

‡ Delete as appropriate

§ Insert the name or designation or new name or designation assigned.

\* Insert original name of class of members to which the new name has been assigned or sufficient particulars of the class rights to identify the relevant class.

THE COMPANIES ACTS 1948 TO 1981

**Notice by a company without share capital of assignment of a name or other designation to a class of members.**

Form No 69

**69**

Pursuant to section 102(3) of the Companies Act 1981

To the Registrar of Companies

For official use Company number

Name of company

being a company without a share capital,

on \_\_\_\_\_

assigned [a name or other designation] [a new name or other designation] ‡ to [a class] [classes] ‡ of members as set out below, otherwise than by an amendment to the company's memorandum or articles or by any resolution or agreement to which section 143 of the Companies Act 1948 applies.

Name or New Name §	Class *

Signed

[Director] [Secretary] ‡ Date

Presenter's name, address and reference (if any)

For official use  
General section

Post room

**G**

THE COMPANIES ACTS 1948 TO 1981

**Statement by a company without share capital of particulars of the rights of each class of members**

**70**

Please do not write in this binding margin

Pursuant to section 102(4) of the Companies Act 1981

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use Company number

XXXXXX

\_\_\_\_\_

Name of Company

\* Insert full name of company

\_\_\_\_\_\*

being a company without a share capital had on the day on which section 102 of the Companies Act 1981 came into operation a class or classes of members with rights which were not stated in the memorandum or articles or in any resolution or agreement to which section 143 of the Companies Act 1948 applies. The rights of each such class of members were as follows:-

Designation of Class of Members	Particulars of Rights

\* Delete as appropriate

Signed

[Director] [Secretary] \* Date

Presenter's name, address and reference (if any)

For official use  
General section

Post room

\_\_\_\_\_

**G**

THE COMPANIES ACTS 1948 TO 1981.

**Declaration by an oversea company  
of the establishment of a place of  
business in Great Britain**

**F14**

Please do not  
write in this  
binding margin

Pursuant to section 407 of the Companies Act 1948  
as amended by the Companies Act 1981

To the Registrar of Companies

For official use

Company number



Please complete  
legibly, preferably  
in black type, or  
bold block lettering

Company name

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\* Insert full  
name of  
company

Place of business in Great Britain established at

\_\_\_\_\_

† Insert full  
name and  
address of  
declarant

I, † \_\_\_\_\_  
of \_\_\_\_\_

‡ Delete as  
appropriate

being a [director] [secretary] [person included in the list delivered to the Registrar in pursuance of  
section 407(1)(c) of the Companies Act 1948] ‡ do solemnly and sincerely declare that the said  
company established the above mentioned place of business in Great Britain on § \_\_\_\_\_

§ Insert date of  
establishment  
of the place  
of business

And I make this solemn declaration conscientiously believing the same to be true and by virtue of  
the provisions of the Statutory Declarations Act 1835.

Declared at \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
the \_\_\_\_\_ day of \_\_\_\_\_  
one thousand nine hundred and \_\_\_\_\_  
before me \_\_\_\_\_

Signature of Declarant

A Commissioner for Oaths or Notary  
Public or Justice of the Peace or Solicitor  
having the powers conferred on a  
Commissioner for Oaths.

Presenter's name, address and  
reference (if any)

For official use  
General section

Post room

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**EXPLANATORY NOTE**

*(This Note is not part of the Regulations.)*

These Regulations:—

- (a) amend Form No. 60 in the Companies (Forms) Regulations 1982;
- (b) set out in the Schedule the forms and information prescribed for the purposes of sections 407(2A) of the Companies Act 1948 and sections 52(1), 55(5), 57(3) and 102(1), (2), (3) and (4) of the Companies Act 1981; and
- (c) amend Form No. 28 in the Companies (Forms) Regulations 1979.

The Regulations come into operation on 15th June 1982.

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