

1985 No. 724

COMPANIES

The Companies (Registers and other Records) Regulations 1985

<i>Made - - - -</i>	8th May 1985
<i>Laid before Parliament</i>	17th May 1985
<i>Coming into Operation</i>	1st July 1985

The Secretary of State, in exercise of his powers under section 723(4) of the Companies Act 1985 (a), and of all other powers enabling him in that behalf, hereby makes the following Regulations—

Citation, commencement, revocation and interpretation

1.—(1) These Regulations may be cited as the Companies (Registers and other Records) Regulations 1985 and shall come into operation on 1st July 1985.

(2) In these Regulations, unless the context otherwise requires—

“the Act” means the Companies Act 1985;

“the place for inspection” means, in relation to a register, or a register of holders of debentures of a company, which is kept by recording the matters in question otherwise than in a legible form, the place where the duty to allow inspection of the register is for the time being performed in accordance with these Regulations;

“register” means a register or other record as is mentioned in section 722(1) of the Act;

“the register of directors’ interests” means the register required to be kept under section 325(1) of the Act.

(3) Any reference in these Regulations to the duty to allow inspection of a register, or of the register of holders of debentures, is a reference to the duty provided for in section 723(3) of the Act to allow inspection of, or to furnish, a reproduction of the recording of the register, or of the relevant part of the recording in a legible form.

(4) Any reference in these Regulations to the register of interests in voting shares shall be construed as including a reference to the separate part of that register referred to in section 213(1) of the Act.

(5) The Companies (Registers and other Records) Regulations 1979 (b) are hereby revoked.

Requirements with respect to registers kept otherwise than in a legible form

2.—(1) This Regulation applies with respect to any register specified in Schedule 1 to these Regulations which is kept by a company by recording the matters in question otherwise than in a legible form.

(a) 1985 c.6.

(b) S.I. 1979/53.

(2) The company shall perform the duty to allow inspection of any register to which this Regulation applies at a place specified in the said Schedule 1 in relation to that register.

(3) In the case of any register to which this Regulation applies, the company shall not be required—

- (a) to keep the register in any place where it is required to be kept under the Act,
- (b) to give any notice to the registrar of companies required to be given under the Act of the place where the register is kept, or of any change in that place, or
- (c) to include in its annual return any statement required to be given under the Act of the address of the place where the register is kept.

(4) Where provision is made in the Act with respect to default in complying with any requirement of that Act regarding the place where a register specified in Schedule 1 to these Regulations is to be kept, that provision shall have effect in relation to any such register to which this Regulation applies as if there were substituted for the reference therein to such default, a reference to default in complying with the requirements of paragraph (2) above.

Notification of place for inspection of registers

3.—(1) Subject to the provisions of paragraph (3) below, where a company keeps any register specified in paragraph (2) below by recording the matters in question otherwise than in a legible form, the company shall send to the registrar of companies notice, in the form indicated in Part I of Schedule 2 to these Regulations, of the place for inspection of that register and of any change in that place.

(2) The registers referred to in paragraph (1) above are

- (a) the register of members,
- (b) an overseas branch register, and
- (c) the register of directors' interests.

(3) The company shall not be obliged to give notice under paragraph (1) above—

- (a) where the company changes from keeping a register in a legible form to keeping it otherwise than in a legible form and the place for inspection of the register immediately following the change is the same as the place where the register was kept in a legible form immediately prior to the change, or
- (b) in the case of a register specified in paragraph 2(a) or (c) above, where since the register first came into existence—
 - (i) it has been kept by recording the matters in question otherwise than in a legible form, and
 - (ii) the place for inspection has been the registered office of the company.

(4) Where the register of members of a company is kept by recording the matters in question otherwise than in a legible form and the place for inspection of that register is elsewhere than at the registered office, the company shall include in its annual return a statement of the address of the place for inspection of that register.

(5) Subsection (4) of section 353 of the Act shall apply with respect to any default in complying with paragraph (1) above as it applies in relation to a default in complying with subsection (2) of that section; and subsection (7) of section 363 of the Act shall apply with respect to any failure to comply with paragraph (4) above as it applies in relation to a failure to comply with that section.

Requirements with respect to a register of debenture holders kept otherwise than in a legible form

4.—(1) This Regulation applies to any register of holders of debentures of a company which is kept by a company by recording the matters in question otherwise than in a legible form.

(2) A company registered in England and Wales shall not perform the duty to allow inspection of a register to which this Regulation applies in Scotland and a company registered in Scotland shall not perform such duty in England and Wales.

(3) A company shall not perform the duty to allow inspection of a register to which this Regulation applies in England and Wales, in the case of a company registered in England and Wales, or in Scotland, in the case of a company registered in Scotland, elsewhere than at—

- (a) the registered office of the company,
- (b) any other office of the company at which the work of ensuring that the register is duly made up is done, or
- (c) if the company arranges with some other person for the carrying out of the work referred to in (b) above to be undertaken on behalf of the company by that other person, the office of that other person at which the work is done.

(4) The requirements of section 190 of the Act (provisions as to registers of debenture holders) and sections 363 and 364 of and Schedule 15 to that Act (annual returns) shall not apply to a register to which this Regulation applies insofar as they relate to any of the following matters—

- (a) the place where the register is permitted to be kept,
- (b) the giving of notice to the registrar of companies of the place where the register is kept, or of any change in that place, and
- (c) the inclusion in the annual return of a statement of the address of the place where the register is kept.

Notification of the place for inspection of registers of debenture holders

5.—(1) Subject to paragraph (2) below, where the place for inspection of a register to which Regulation 4 above applies is in England and Wales or Scotland, the company shall send to the registrar of companies, notice in the form indicated in Part II of Schedule 2 to these Regulations of the place for inspection of that register and of any change in that place.

(2) The company shall not be obliged to give notice under paragraph (1) above—

- (a) where a company changes from keeping the register in a legible form to keeping it otherwise than in a legible form and the place for inspection of the register immediately following the change is the same as the place where the register was kept in a legible form immediately prior to the change, or

- (b) where since the register first came into existence—
- (i) it has been kept by recording the matters in question otherwise than in a legible form, and
 - (ii) the place for inspection has been the registered office of the company.

(3) Where the place for inspection of a register to which Regulation 4 above applies is situated in England and Wales, in the case of a company registered in England and Wales, or in Scotland, in the case of a company registered in Scotland, elsewhere than at the registered office of the company, the company shall include in its annual return a statement of the address of that place.

(4) Subsection (7) of section 363 of the Act shall apply with respect to any failure to comply with paragraph (3) above as it applies in relation to a failure to comply with that section.

Other provisions relating to registers kept otherwise than in a legible form

6.—(1) Where a register or a register of holders of debentures is kept by recording the matters in question otherwise than in a legible form, any reference to such register in any provision of the Act relating to the place where a duplicate of such register, another register or duplicate of another register is required to be kept, shall be construed as a reference to the place for inspection of the first mentioned register.

(2) Where the place for inspection of the register of members is the office of some person other than the company and by reason of any default of that person the company fails to comply with—

- (a) the provisions of Regulation 2 above relating to the duty to allow inspection of the index of the register of members, or
- (b) the provisions of Regulation 3 above relating to the register of members, section 357 of the Act (consequences of failure to comply with requirements as to register owing to agent's default) shall apply with respect to such failure as it applies in relation to a failure to comply with the provisions specified in that section by reason of any default of the person other than the company, at whose office the register of members is kept.

(3) Where an overseas branch register is kept by a company by recording the matters in question otherwise than in a legible form, paragraphs 2(2) and 3(1) of Schedule 14 to the Act shall have effect as if, for the references to the country or territory where that register is kept, there were substituted references to the country or territory where the place for inspection of the register is situated.

(4) Where the register of directors' interests is kept by a company by recording the matters in question otherwise than in a legible form, paragraph 29 of Schedule 13 to the Act shall have effect as if, for the reference to that register, there were substituted a reference to a reproduction of the recording of that register in a legible form.

(5) Where the accounting records of a company are kept otherwise than in a legible form and the place for inspection of such records is outside Great Britain, section 222(2) of the Act shall have effect as if, for the references to the accounting records being kept at a place outside Great Britain, there were

substituted references to the place for inspection of such records being at a place outside Great Britain.

Alexander Fletcher,
Parliamentary Under-Secretary of State,
Department of Trade and Industry.

8th May 1985.

Regulation 2

SCHEDULE 1

PLACES FOR PERFORMANCE OF DUTY TO ALLOW INSPECTION OF REGISTERS KEPT OTHERWISE THAN IN A LEGIBLE FORM

Statutory Provision	Register	Place
COMPANIES ACT 1985		
Section 211(8)	Register and any associated index of interests in voting shares	(a) Where the register of directors' interests is kept otherwise than in a legible form, the place for inspection of that register. (b) Where the register of directors' interests is kept in a legible form, the place where it is so kept.
Section 222(1)	Accounting records	The registered office of the company or such other place as the directors of the company think fit.
Section 288(1)	Register of directors and secretaries	The registered office of the company.
Section 353(1)	Register of members	The registered office of the company provided that— (a) if the work of ensuring that the requirements of the Act with regard to entries in the register are complied with is done at another office of the company, the place for inspection may be that other office and (b) if the company arranges with some other person for the carrying out of the work referred to in (a) above to be undertaken on behalf of the company by that other person, the place for inspection may be the office of that other person at which the work is done;

Statutory Provision	Register	Place
Section 354(3)	Index of the register of members	<p>so however that the place for inspection shall not, in the case of a company registered in England and Wales, be at a place outside England and Wales and, in the case of a company registered in Scotland, be at a place outside Scotland.</p> <p>(a) Where the register of members is kept otherwise than in a legible form, the place for inspection of that register.</p> <p>(b) Where the register of members is kept in a legible form, the place where it is so kept.</p>
Section 362(1)	O v e r s e a s branch register	Any place where, but for these Regulations, the register would be permitted to be kept under section 362(1) of the Act.
Sections 407(1) and 422(1)	Register of charges	The registered office of the company.
Schedule 13, paragraph 25	Register of directors' interests	<p>(a) Where the register of members is kept otherwise than in a legible form:</p> <p>(i) if the place for inspection of that register is the registered office of the company, that office, and</p> <p>(ii) if not, the place for inspection of that register or the registered office of the company.</p> <p>(b) Where the register of members is kept in a legible form:</p> <p>(i) if that register is kept at the registered office of the company, that office, and</p> <p>(ii) if that register is not so kept, the place where that register is kept or the registered office of the company.</p>
Schedule 13, paragraph 28	Index of the register of directors' interests	<p>(a) Where the register of directors' interests is kept otherwise than in a legible form, the place for inspection of that register.</p> <p>(b) Where the register of directors' interests is kept in a legible form, the place where it is so kept.</p>
Schedule 14, paragraph 4(1)	Duplicate of o v e r s e a s branch register	<p>(a) Where the register of members is kept otherwise than in a legible form, the place for inspection of that register.</p> <p>(b) Where the register of members is kept in a legible form, the place where it is so kept.</p>

G

COMPANIES FORM No.362a

Notice of place for inspection of an overseas branch register which is kept in a non-legible form, or of any change in that place

362a

Please do not write in this margin

Pursuant to the Companies (Registers and Other Records) Regulations 1985

Note: For use only when the register is kept by computer or in some other non-legible form

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

* _____

gives notice, in accordance with regulation 3(1) of the Companies (Registers and Other Records) Regulations 1985, that the place for inspection of an overseas branch register which the company keeps in a non-legible form is:

† delete as appropriate

[instead of at _____]

_____]†

Signed

[Director][Secretary]† Date

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

For official Use	
General Section	Post room

PART II

FORM OF NOTICE TO BE GIVEN UNDER REGULATION 5(1)

G

COMPANIES FORM No.190a

Notice of place for inspection of a register of holders of debentures which is kept in a non-legible form, or of any change in that place

190a

Please do not write in this margin

Pursuant to the Companies (Registers and Other Records) Regulations 1985

Note: For use only when the register is kept by computer or in some other non-legible form

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

gives notice, in accordance with regulation 5(1) of the Companies (Registers and Other Records) Regulations 1985, that the place for inspection of the register of debenture holders which the company keeps in a non-legible form is [now]:

Postcode _____

† delete as appropriate

Signed

[Director][Secretary]† Date

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

For official Use
General Section | Post room

EXPLANATORY NOTE

(This Note is not part of the Regulations.)

Following the consolidation of the Companies Acts 1948 to 1983, these Regulations replace the Companies (Registers and other Records) Regulations 1979. They make the same provisions with respect to registers and other records which are kept under the Companies Act 1985 by recording the matters in question otherwise than in a legible form. Schedule 2 contains new forms of notice to be given to the Registrar of Companies.

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