

2008 No. 3006

COMPANIES

The Companies (Company Records) Regulations 2008

Made - - - - - *19th November 2008*

Laid before Parliament *21st November 2008*

Coming into force - - - *1st October 2009*

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 1136, 1137, and 1292(1) of the Companies Act 2006(a).

PART 1

INTRODUCTORY

Citation, commencement, application and interpretation

1.—(1) These Regulations may be cited as the Companies (Company Records) Regulations 2008 and come into force on 1st October 2009.

(2) Part 4 applies to any request made on or after 1st October 2009 to be provided with a copy of a company record.

(3) In these Regulations “the Act” means the Companies Act 2006.

Revocations and saving

2.—(1) The following Regulations are revoked subject to paragraph (2)—

(a) the Companies (Inspection and Copying of Registers, Indices and Documents) Regulations 1991(b) (“the 1991 Regulations”); and

(b) the Companies (Inspection and Copying of Registers, Indices and Documents) Regulations (Northern Ireland) 1993(c) (“the 1993 Regulations”).

(2) The 1991 Regulations and the 1993 Regulations continue to apply to any request made before 1st October 2009 to be provided with a copy of a company record.

(a) 2006 c.46.
(b) S.I. 1991/1998.
(c) S.R. (NI) 1993 No 66.

PART 2
ALTERNATIVE INSPECTION LOCATION

Single alternative inspection location

3. The specified place in respect of the relevant provisions listed in section 1136(2) of the Act—
- (a) is a place that is situated in the part of the United Kingdom in which the company is registered;
 - (b) must be the same place for all the relevant provisions; and
 - (c) must have been notified to the registrar as being the company's alternative inspection location.

PART 3
INSPECTION OF COMPANY RECORDS

Inspection: private company

4.—(1) A private company shall make its company records available for inspection by a person on a day which has been specified by that person (“the specified day”) provided that—

- (a) the specified day is a working day; and
- (b) that person gives the company the required notice of the specified day.

(2) The required notice is at least 2 working days' notice of the specified day if the notice is given—

- (a) during the period of notice for a general meeting or a class meeting; or
- (b) where the company circulates a written resolution, during the period provided for in section 297(1) of the Act,

provided that the notice given both begins and ends during the period referred to in sub-paragraph (a) or (b) (as the case may be).

(3) In all other cases the required notice is at least 10 working days' notice of the specified day.

(4) When the person gives notice of the specified day he shall also give notice of the time on that day at which he wishes to start the inspection (which shall be any time between 9 am and 3 pm) and the company shall make its company records available for inspection by that person for a period of at least 2 hours beginning with that time.

Inspection: public company

5. A public company shall make its company records available for inspection for at least 2 hours between 9 am and 5 pm on each working day.

Inspection: general

6.—(1) A company is not required for the purposes of inspection of a company record to present information in that record in a different order, structure or form from that set out in that record.

(2) A company shall permit a person to make a copy of the whole or any part of a company record in the course of inspection at—

- (a) the location at which the record is made available for inspection; and
- (b) any time during which the record is made available for inspection,

but a company is not required to assist that person in making his copy of that record.

PART 4

PROVISION OF COPIES OF COMPANY RECORDS

Right to hard copy

7. Where a company is requested to provide a copy of a company record in hard copy form, the company shall provide that copy in hard copy form.

Copy in electronic form

8.—(1) Where a person requests a company to provide a copy of a company record in electronic form, the company shall provide that copy in such electronic form as the company shall decide.

(2) But where a company keeps a company record in hard copy form only, it is not required to provide a copy of that record in electronic form.

(3) Where a company provides a copy of a company record in electronic form to a member of the company or to a holder of the company's debentures, the company is not required to provide a hard copy of that record in accordance with section 1145 of the Act.

Re-ordering of information in copy of record

9. A company is not required to present information in a copy of a company record that it provides in a different order, structure or form from that set out in the record.

19th November 2008

Ian Pearson
Economic and Business Minister,
Department for Business, Enterprise and Regulatory Reform

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations relate to the inspection and provision of copies of company records.

Previous legislation relating to company records is revoked subject to a saving for requests to be provided with a copy of a record where the request is made before 1st October 2009 (regulation 2).

A company may keep company records referred to in the provisions listed in section 1136(2) of the Companies Act 2006 (c.46) ("the Act") available for inspection at one location other than its registered office (Part 2). That location must be notified to the registrar of companies. The reference in regulation 3 to registration in a particular part of the United Kingdom is to registration by the registrar of companies for that part of the United Kingdom (see section 1060 of the Act).

Part 3 sets out the obligations of companies in relation to company records in respect of which there is a right of inspection. A private company shall make its company records available for at least 2 hours between 9 am and 5 pm on a working day and that working day and time period must be specified by giving the required notice (regulation 4(1) and (4)). The required notice is either at least 2 working days in the circumstances set out in regulation 4(2) or at least 10 working days in all other cases (regulation 4(3)). A public company is required to make its company records available for inspection between 9 am and 5 pm on every working day (regulation 5). "Working day" is defined in section 1173(1) of the Act.

A company is not required to present a company record in a different order, structure or form to the one set out in that record (regulation 6(1)). A person may make a copy of a company record but a company is not required to assist that person in making that copy (regulation 6(2)). However,

nothing in these Regulations prevents a company from providing more extensive facilities than those set out in these Regulations (see section 1137(5)(a) of the Act).

Part 4 deals with the obligations of companies in relation to the provision of copies of company records. “Hard copy form”, “electronic copy form” and related expressions are defined in section 1168 of the Act. Company records may be kept in hard copy or electronic form provided that the information is adequately recorded (see section 1135(1) of the Act) but if kept in electronic form, they must be capable of being reproduced in hard copy form (see section 1135(2) of the Act).

A person who requests a hard copy of a company record must be supplied with a hard copy (regulation 7).

A person who requests an electronic copy of a record must be supplied with an electronic copy unless the record is only kept in hard copy (regulation 8(1) and (2)). The company can decide which electronic form in which to supply the record (regulation 8(1)) (subject to section 1168(5) and (6) of the Act which imposes conditions relating to the form and legibility of the copy).

Where a company provides a copy of a company record in electronic form to a company member or debenture holder, it is not then obliged to send a hard copy of that record to such a person free of charge (regulation 8(3)). Regulation 8(3), in conjunction with section 1143 of the Act, disappplies section 1145 of the Act.

A company is not required to present information in a copy of a company record in a different order, structure or form to the one set out in that record (regulation 9).

A full impact assessment of the effect that this instrument will have on the costs of business and the voluntary sector is available from the Company Law and Governance Directorate, Department for Business, Enterprise and Regulatory Reform, 1 Victoria Street, London, SW1H 0ET or on www.berr.gov.uk/bbf/co-act-2006 and is annexed to the Explanatory Memorandum which is available alongside the instrument on the OPSI website.

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£4.00