



# Companies Act 1985

## 1985 CHAPTER 6

### PART XI

#### COMPANY ADMINISTRATION AND PROCEDURE

### CHAPTER III

#### ANNUAL RETURN

#### **363 Annual return (company having a share capital)**

- (1) Subject to the provisions of this section, every company having a share capital shall, at least once in every year, make a return containing with respect to the company's registered office, registers of members and debenture holders, shares and debentures, indebtedness, past and present members and directors and secretary, the matters specified in Schedule 15.
- (2) The annual return shall be in the prescribed form.
- (3) A company need not make a return under subsection (1) either in the year of its incorporation or, if it is not required by this Act to hold an annual general meeting during the following year, in that year.
- (4) Where the company has converted any of its shares into stock and given notice of the conversion to the registrar of companies, the list referred to in paragraph 5 of Schedule 15 must state the amount of stock held by each of the existing members instead of the amount of shares and the particulars relating to shares required by that paragraph.
- (5) The return may, in any year, if the return for either of the two immediately preceding years has given (as at the date of that return) the full particulars required by that paragraph of the Schedule, give only such of those particulars as relate to persons ceasing to be or becoming members since the date of the last return and to shares

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*Status: This is the original version (as it was originally enacted).*

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transferred since that date or to changes as compared with that date in the amount of stock held by a member.

- (6) The following applies to a company keeping an overseas branch register—
- (a) references in subsection (5) to the particulars required by paragraph 5 are to be taken as not including any such particulars contained in the overseas branch register, in so far as copies of the entries containing those particulars are not received at the company's registered office before the date when the return in question is made;
  - (b) if an annual return is made between the date when entries are made in the overseas branch register and the date when copies of those entries are received at the company's registered office, the particulars contained in those entries (so far as relevant to an annual return) shall be included in the next or a subsequent annual return, as may be appropriate having regard to the particulars included in that return with respect to the company's register of members.
- (7) If a company fails to comply with this section, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.
- (8) For purposes of this section and Schedule 15, a shadow director is deemed a director and officer.

### **364 Annual return (company not having a share capital)**

- (1) Every company not having a share capital shall once at least in every calendar year make a return in the prescribed form stating—
- (a) the address of the company's registered office;
  - (b) if the register of members is under provisions of this Act kept elsewhere than at that office, the address of the place where it is kept;
  - (c) if any register of holders of debentures of the company or any duplicate of any such register or part of it is under provisions of this Act kept elsewhere than at the company's registered office, the address of the place where it is kept;
  - (d) all such particulars with respect to the persons who at the date of the return are the directors of the company, and any person who at that date is its secretary, as are by this Act required to be contained (with respect to directors and the secretary respectively) in the company's register of directors and secretaries.
- (2) A company need not make a return under subsection (1) either in the year of its incorporation or, if it is not required by this Act to hold an annual general meeting during the following year, in that year.
- (3) There shall be included in the return a statement containing particulars of the total amount of the company's indebtedness in respect of all mortgages and charges (whenever created) of any description specified in section 396(1) or, in the case of a company registered in Scotland, section 410(4).
- (4) If a company fails to comply with this section, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.
- (5) For purposes of this section, a shadow director is deemed a director and officer.

### **365 Time for completion of annual return**

- (1) A company's annual return must be completed within 42 days after the annual general meeting for the year, whether or not that meeting is the first or only ordinary general meeting, or the first or only general meeting of the company in that year.
- (2) The company must forthwith forward to the registrar of companies a copy of the return signed both by a director and by the secretary of the company.
- (3) If a company fails to comply with this section, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine; and for this purpose a shadow director is deemed an officer.