



# Companies Act 1985

## 1985 CHAPTER 6

### PART XXIII **E+W+S**

#### OVERSEA COMPANIES

### CHAPTER I **E+W+S**

#### REGISTRATION, ETC.

**[<sup>F1</sup>690A Branch registration under the Eleventh Company Law Directive (89/666/EEC). **E+W+S****

- (1) This section applies to any limited company which—
  - (a) is incorporated outside the United Kingdom and Gibraltar, and
  - (b) has a branch in Great Britain.
- (2) Schedule 21A to this Act (Branch registration under the Eleventh Company Law Directive (89/666/EEC)) shall have effect in relation to any company to which this section applies.]

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#### Textual Amendments

**F1** Ss. 690A, 690B inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.2.

**<sup>F2</sup>690B Scope of sections 691 and 692. **E+W+S****

- Sections 691 and 692 shall not apply to any limited company which—
- (a) is incorporated outside the United Kingdom and Gibraltar, and
  - (b) has a branch in the United Kingdom.

*Status: Point in time view as at 22/12/2000.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter 1. (See end of Document for details)*

### Textual Amendments

**F2** Ss. 690A, 690B inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.2.

## 691 Documents to be delivered to registrar. **E+W+S**

(1) When a company incorporated outside Great Britain establishes a place of business in Great Britain, it shall within one month of doing so deliver to the registrar of companies for registration—

- (a) a certified copy of the charter, statutes or memorandum and articles of the company or other instrument constituting or defining the company's constitution, and, if the instrument is not written in the English language, a certified translation of it; and
- (b) a return in the prescribed form containing—
  - (i) a list of the company's directors and secretary, containing the particulars specified in the next subsection,
  - (ii) a list of the names and addresses of some one or more persons resident in Great Britain authorised to accept on the company's behalf service of process and any notices required to be served on it,
  - (iii) a list of the documents delivered in compliance with paragraph (a) of this subsection, and
  - (iv) [<sup>F3</sup>subject to subsection (3A),] a statutory declaration (made by a director or secretary of the company or by any person whose name and address are given in the list required by sub-paragraph (ii)), stating the date on which the company's place of business in Great Britain was established.

[<sup>F4</sup>(2) The list referred to in subsection (1)(b)(i) shall contain the following particulars with respect to each director—

- (a) in the case of an individual—
  - (i) his name,
  - (ii) any former name,
  - (iii) his usual residential address,
  - (iv) his nationality,
  - (v) his business occupation (if any),
  - (vi) if he has no business occupation but holds other directorships, particulars of them, and
  - (vii) his date of birth;
- (b) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.

(3) The list referred to in subsection (1)(b)(i) shall contain the following particulars with respect to the secretary (or, where there are joint secretaries, with respect to each of them)—

- (a) in the case of an individual, his name, any former name and his usual residential address;
- (b) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.

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Where all the partners in a firm are joint secretaries of the company, the name and principal office of the firm may be stated instead of the particulars required by paragraph (a).

[ In place of the statutory declaration referred to in sub-paragraph (iv) of paragraph (b) <sup>F5</sup>(3A) of subsection (1), there may be delivered to the registrar of companies using electronic communications a statement made by any person by whom the declaration could have been made stating the date on which the company's place of business in Great Britain was established.]

(4) In subsections (2)(a) and (3)(a) above—

- (a) “name” means a person's Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname, or in addition to either or both of them; and
- (b) the reference to a former name does not include—
  - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
  - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or
  - (iii) in the case of a married woman, the name by which she was known previous to the marriage.]

[<sup>F6</sup>(4A) Any person who makes a false statement under subsection (3A) which he knows to be false or does not believe to be true is liable to imprisonment or a fine, or both.]

#### Textual Amendments

- F3** Words in s. 691(1)(b)(iv) inserted (22.12.2000) by S.I. 2000/3373, art. 26(1)(2)
- F4** S. 691(2) substituted (subject to the transitional and saving provisions in S.I. 1990/1707, art. 6) by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), Sch. 19 para. 6
- F5** S. 691(3A) inserted (22.12.2000) by S.I. 2000/3373, art. 26(1)(3)
- F6** S. 691(4A) inserted (22.12.2000) by S.I. 2000/3373, art. 26(1)(4)

#### Modifications etc. (not altering text)

- C1** S. 691 modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 para. 1(5)(7).

## 692 Registration of altered particulars. **E+W+S**

(1) If any alteration is made in—

- (a) the charter, statutes, or memorandum and articles of an overseas company or any such instrument as is mentioned above, or
- (b) the directors or secretary of an overseas company or the particulars contained in the list of the directors and secretary, or
- (c) the names or addresses of the persons authorised to accept service on behalf of an overseas company,

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the company shall, within the time specified below, deliver to the registrar of companies for registration a return containing the prescribed particulars of the alteration.

- (2) If any change is made in the corporate name of an overseas company, the company shall, within the time specified below, deliver to the registrar of companies for registration a return containing the prescribed particulars of the change.
- (3) The time for delivery of the returns required by subsections (1) and (2) is—
  - (a) in the case of an alteration to which subsection (1)(c) applies, 21 days after the making of the alteration, and
  - (b) otherwise, 21 days after the date on which notice of the alteration or change in question could have been received in Great Britain in due course of post (if despatched with due diligence).

**Modifications etc. (not altering text)**

**C2** S. 692 modified (1.1.1993) by S.I. 1992/3179, reg. 5, Sch. 4 para. 1(5)(7).

**[<sup>F7</sup>692A Change in registration regime. E+W+S**

- (1) Where a company ceases to be a company to which section 690A applies and, immediately after ceasing to be such a company—
  - (a) continues to have in Great Britain a place of business which it had immediately before ceasing to be such a company, and
  - (b) does not have a branch in Northern Ireland,
 it shall be treated for the purposes of section 691 as having established the place of business on the date when it ceased to be a company to which section 690A applies.
- (2) Where a limited company incorporated outside the United Kingdom and Gibraltar—
  - (a) ceases to have a branch in Northern Ireland, and
  - (b) both immediately before and immediately after ceasing to do so, has a place of business, but not a branch, in Great Britain,
 it shall be treated for the purposes of section 691 as having established the place of business on the date when it ceased to have a branch in Northern Ireland.
- (3) Where a company—
  - (a) becomes a company to which section 690A applies,
  - (b) immediately after becoming such a company, has in a part of Great Britain an established place of business but no branch, and
  - (c) immediately before becoming such a company, had an established place of business in that part,
 sections 691 and 692 shall, in relation to that part, continue to apply to the company (notwithstanding section 690B) until such time as it gives notice to the registrar for that part that it is a company to which that section applies.
- (4) Schedule 21B to this Act (transitional provisions in relation to change in registration regime) shall have effect.]

*Status: Point in time view as at 22/12/2000.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter 1. (See end of Document for details)*

#### Textual Amendments

F7 S. 692A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.4.

#### <sup>F8</sup>693 **Obligation to state name and other particulars.** **E+W+S**

- (1) Every overseas company shall—
- [<sup>F9</sup>(a) in every prospectus inviting subscriptions for its shares or debentures in Great Britain, state the country in which the company is incorporated,]
  - (b) conspicuously exhibit on every place where it carries on business in Great Britain the company's name and the country in which it is incorporated,
  - (c) cause the company's name and the country in which it is incorporated to be stated in legible characters in all bill-heads and letter paper, and in all notices and other official publications of the company, and
  - (d) if the liability of the members of the company is limited, cause notice of that fact to be stated in legible characters [<sup>F10</sup>in every such prospectus as above mentioned and] in all bill-heads, letter paper, notices and other official publications of the company in Great Britain, and to be affixed on every place where it carries on its business.
- [<sup>F11</sup>(2) Every company to which section 690A applies shall, in the case of each branch of the company registered under paragraph 1 of Schedule 21A, cause the following particulars to be stated in legible characters in all letter paper and order forms used in carrying on the business of the branch—
- (a) the place of registration of the branch, and
  - (b) the registered number of the branch.
- (3) Every company to which section 690A applies, which is not incorporated in a Member State and which is required by the law of the country in which it is incorporated to be registered shall, in the case of each branch of the company registered under paragraph 1 of Schedule 21A, cause the following particulars to be stated in legible characters in all letter paper and order forms used in carrying on the business of the branch—
- (a) the identity of the registry in which the company is registered in its country of incorporation, and
  - (b) the number with which it is registered.
- (4) Every company to which section 690A applies and which is not incorporated in a Member State shall, in the case of each branch of the company registered under paragraph 1 of Schedule 21A, cause the following particulars to be stated in legible characters in all letter paper and order forms used in carrying on the business of the branch—
- (a) the legal form of the company,
  - (b) the location of its head office, and
  - (c) if applicable, the fact that it is being wound up.]

#### Textual Amendments

F8 S. 693 became s. 693(1) (1.1.1993) by virtue of S.I. 1992/3179, reg. 3, Sch. 2 para.6.

*Status: Point in time view as at 22/12/2000.*

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- F9** S. 693(a) repealed by Financial Services Act 1986 (c. 60, SIF 69), s. 212(3), **Sch. 17 Pt. I** (the repeal being or coming into force as mentioned in S.I. 1986/2246, art. 5, **Sch. 4**, S.I. 1988/740, art. 2, Sch., S.I. 1988/1960, **art. 4** (as amended) and S.I. 1988/2285, **art. 5** and being otherwise (*prosp.*))
- F10** Words repealed by Financial Services Act 1986 (c. 60, SIF 69), s. 212(3), **Sch. 17 Pt. I** (the repeal being or coming into force as mentioned in S.I. 1986/2246, art. 5, **Sch. 4**, S.I. 1988/740, art. 2, Sch., S.I. 1988/1960, **art. 4** (as amended) and S.I. 1988/2285, **art. 5** and being otherwise (*prosp.*))
- F11** S. 693(2)-(4) inserted (1.1.1993) by S.I. 1992/3179, reg. 3, **Sch. 2 para.6**.

**Modifications etc. (not altering text)**

- C3** S. 693 applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, **Sch. 2 Pt. I**
- C4** S. 693(1)(a) modified by S.I. 1991/823, reg. 2(1), **Sch. 1**
- C5** S. 693(1)(a)(d) applied (19.6.1995) by S.I. 1995/1537, reg. 20, **Sch. 4 Pt. III para. 12**
- C6** S. 693(1)(d) modified by S.I. 1991/823, reg. 2(1), **Sch. 1**

**694 Regulation of overseas companies in respect of their names. E+W+S**

- (1) If it appears to the Secretary of State that the corporate name of an overseas company is a name by which the company, had it been formed under this Act, would on the relevant date [<sup>F12</sup>(determined in accordance with subsections (3A) and (3B))] have been precluded from being registered by section 26 either—
- (a) because it falls within subsection (1) of that section, or
  - (b) if it falls within subsection (2) of that section, because the Secretary of State would not approve the company's being registered with that name,
- the Secretary of State may serve a notice on the company, stating why the name would not have been registered.
- (2) If the corporate name of an overseas company is in the Secretary of State's opinion too like a name appearing on the relevant date in the index of names kept by the registrar of companies under section 714 or which should have appeared in that index on that date, or is the same as a name which should have so appeared, the Secretary of State may serve a notice on the company specifying the name in the index which the company's name is too like or which is the same as the company's name.
- (3) No notice shall be served on a company under subsection (1) or (2) later than 12 months after the relevant date <sup>F13</sup> . . .
- [<sup>F14</sup>(3A) For the purposes of subsections (1) to (3), the relevant date, in relation to a company, is the date on which it has complied with paragraph 1 of Schedule 21A or section 691(1) or, if there is more than one such date, the first date on which it has complied with that paragraph or that subsection since becoming an overseas company.
- (3B) But where the company's corporate name has changed since the date ascertained in accordance with subsection (3A), the relevant date is the date on which the company has, in respect of the change or, if more than one, the latest change, complied with paragraph 7(1) of Schedule 21A or section 692(2), as the case may be.]
- (4) An overseas company on which a notice is served under subsection (1) or (2)—
- (a) may deliver to the registrar of companies for registration a statement in the prescribed form specifying a name approved by the Secretary of State other than its corporate name under which it proposes to carry on business in Great Britain, and
  - (b) may, after that name has been registered, at any time deliver to the registrar for registration a statement in the prescribed form specifying a name approved

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by the Secretary of State (other than its corporate name) in substitution for the name previously registered.

- (5) The name by which an overseas company is for the time being registered under subsection (4) is, for all purposes of the law applying in Great Britain (including this Act and the <sup>M1</sup>Business Names Act 1985), deemed to be the company's corporate name; but—
- (a) this does not affect references to the corporate name in this section, or any rights or obligations of the company, or render defective any legal proceedings by or against the company, and
  - (b) any legal proceedings that might have been continued or commenced against the company by its corporate name or its name previously registered under this section may be continued or commenced against it by its name for the time being so registered.
- (6) An overseas company on which a notice is served under subsection (1) or (2) shall not at any time after the expiration of 2 months from the service of that notice (or such longer period as may be specified in that notice) carry on business in Great Britain under its corporate name.

Nothing in this subsection or in section 697(2) (which imposes penalties for its contravention) invalidates any transaction entered into by the company.

- (7) The Secretary of State may withdraw a notice served under subsection (1) or (2) at any time before the end of the period mentioned in subsection (6); and that subsection does not apply to a company served with a notice which has been withdrawn.

#### Textual Amendments

- F12** Words in s. 694(1) substituted (1.1.1993) by S.I. 1992/3179, reg. 3, **Sch. 2 para. 7(2)**.  
**F13** S. 694(3)(a)(b) and words repealed (1.1.1993) by S.I. 1992/3179, reg. 3, **Sch. 2 para. 7(3)**.  
**F14** S. 694(3A)(3B) inserted (1.1.1993) by S.I. 1992/3179, reg. 3, **Sch. 2 para. 7(4)**.

#### Modifications etc. (not altering text)

- C7** S. 694 extended (with modifications) by S.I. 1989/638, regs. 18, 21, **Sch. 4 para. 14**  
**C8** S. 694(4) extended with modifications by Banking Act 1987 (c. 22, SIF 10), **ss. 72(1)(2), 78(1)(2)**

#### Marginal Citations

- M1** 1985 c. 7.

### [<sup>F15</sup>694A Service of documents: companies to which section 690A applies. **E+W+S**

- (1) This section applies to any company to which section 690A applies.
- (2) Any process or notice required to be served on a company to which this section applies in respect of the carrying on of the business of a branch registered by it under paragraph 1 of Schedule 21A is sufficiently served if—
- (a) addressed to any person whose name has, in respect of the branch, been delivered to the registrar as a person falling within paragraph 3(e) of that Schedule, and
  - (b) left at or sent by post to the address for that person which has been so delivered.

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(3) Where—

- (a) a company to which this section applies makes default, in respect of a branch, in delivering to the registrar the particulars mentioned in paragraph 3(e) of Schedule 21A, or
- (b) all the persons whose names have, in respect of a branch, been delivered to the registrar as persons falling within paragraph 3(e) of that Schedule are dead or have ceased to reside in Great Britain, or refuse to accept service on the company's behalf, or for any reason cannot be served,

a document may be served on the company in respect of the carrying on of the business of the branch by leaving it at, or sending it by post to, any place of business established by the company in Great Britain.

- (4) Where a company to which this section applies has more than one branch in Great Britain, any notice or process required to be served on the company which is not required to be served in respect of the carrying on of the business of one branch rather than another shall be treated for the purposes of this section as required to be served in respect of the carrying on of the business of each of its branches.]

**Textual Amendments**

**F15** S. 694A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.8.

**695 Service of documents on overseas company. E+W+S**

- (1) Any process or notice required to be served on an overseas company [<sup>F16</sup>to which section 691 applies] is sufficiently served if addressed to any person whose name has been delivered to the registrar under preceding sections in this Part and left at or sent by post to the address which has been so delivered.

(2) However—

- (a) where such a company makes default in delivering to the registrar the name and address of a person resident in Great Britain who is authorised to accept on behalf of the company service of process or notices, or
- (b) if at any time all the persons whose names and addresses have been so delivered are dead or have ceased so to reside, or refuse to accept service on the company's behalf, or for any reason cannot be served,

a document may be served on the company by leaving it at, or sending it by post to, any place of business established by the company in Great Britain.

**Textual Amendments**

**F16** Words in s. 695(1) inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.9.

**[<sup>F17</sup>695A Registrar to whom documents to be delivered: companies to which section 690A applies. E+W+S**

- (1) References to the registrar, in relation to a company to which section 690A applies, (except references in Schedule 21C) shall be construed in accordance with the following provisions.



*Status: Point in time view as at 22/12/2000.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter 1. (See end of Document for details)*

- (2) The documents which a company is required to deliver to the registrar shall be delivered—
  - (a) to the registrar for England and Wales, if required to be delivered in respect of a branch in England and Wales, and
  - (b) to the registrar for Scotland, if required to be delivered in respect of a branch in Scotland.
- (3) If a company closes a branch in a part of Great Britain, it shall forthwith give notice of that fact to the registrar for that part; and from the date on which notice is so given it is no longer obliged to deliver documents to that registrar in respect of that branch.
- (4) In subsection (3) above, the reference to closing a branch in either part of Great Britain includes a reference to a branch ceasing to be situated in that part on becoming situated elsewhere.]

#### Textual Amendments

**F17** S. 695A inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.10.

#### 696 <sup>F18</sup>Office where documents to be filed. **E+W+S**

- (1) Any document which an overseas company [<sup>F19</sup>to which section 691 applies;] is required to deliver to the registrar of companies shall be delivered to the registrar at the registration office in England and Wales or Scotland, according to where the company has established a place of business.
- (2) If the company has established a place of business both in England and Wales and in Scotland, the document shall be delivered at the registration office both in England and Wales and in Scotland.
- (3) References in this Part [<sup>F20</sup>(except references in Schedule 21C)] to the registrar of companies [<sup>F21</sup>, in relation to a company to which section 691 applies,] are to be construed in accordance with the above subsections.
- (4) If an overseas company [<sup>F22</sup>to which section 691 applies] ceases to have a place of business in either part of Great Britain, it shall forthwith give notice of that fact to the registrar of companies for that part; and as from the date on which notice is so given the obligation of the company to deliver any document to the registrar ceases.

#### Textual Amendments

**F18** A new s. 696 commencing “References to” substituted (*prosp.*) for s. 696 commencing “Any document” by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), 215(2), Sch. 19 para. 13

**F19** Words in s. 696(1) inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para. 11(a).

**F20** Words in s. 696(3) inserted (1.1.1993) by S.I. 1992/3179, reg. 4, Sch. 3 para.4.

**F21** Words in s. 696(3) inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para. 11(b).

**F22** Words in s. 696(4) inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para. 11(c).

*Status: Point in time view as at 22/12/2000.*

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## 697 Penalties for non-compliance. **E+W+S**

- (1) If an overseas company fails to comply with any of sections 691 to 693 and 696, the company, and every officer or agent of the company who knowingly and wilfully authorises or permits the default, is liable to a fine and, in the case of a continuing offence, to a daily default fine for continued contravention.
- (2) If an overseas company contravenes section 694(6), the company and every officer or agent of it who knowingly and wilfully authorises or permits the contravention is guilty of an offence and liable to a fine and, for continued contravention, to a daily default fine.
- [<sup>F23</sup>(3) if an overseas company fails to comply with section 695A or Schedule 21A, the company, and every officer or agent of the company who knowingly and wilfully authorises or permits the default, is liable to a fine and, in the case of a continuing offence, to a daily default fine for continued contravention]

### Textual Amendments

**F23** S. 697(3) inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.12.

### Modifications etc. (not altering text)

**C9** S. 697(2) extended (with modifications) by S.I. 1989/638, regs. 18, 21, Sch. 4 paras. 15, 16, 17

## <sup>F25</sup>698 Definitions <sup>F24</sup>. . . **E+W+S**

- (1) For purposes of this Chapter—
  - “certified” means certified in the prescribed manner to be a true copy or a correct translation;
  - “director”, in relation to an overseas company, includes shadow director; and
  - “secretary” includes any person occupying the position of secretary by whatever name called.
- [<sup>F26</sup>(2) For the purposes of this Part (except section 699A and Schedule 21C):
  - (a) where a branch comprises places of business in more than one part of the United Kingdom, the branch shall be treated as being situated in that part of the United Kingdom where its principal place of business is situated; and
  - (b) “branch” means a branch within the meaning of the Council Directive concerning disclosure requirements in respect of branches opened in a Member State by certain types of company governed by the law of another State (the Eleventh Company Law Directive, [89/666/EEC](#))]

### Textual Amendments

**F24** S. 698: words in the sidenote omitted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para. 13(2).

**F25** S. 698 became s. 698(1) (1.1.1993) by virtue of S.I. 1992/3179, reg. 3, Sch. 2 para. 13(2).

**F26** S. 698(2) inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para. 13(3).

*Status: Point in time view as at 22/12/2000.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Chapter I. (See end of Document for details)*

## 699 Channel Islands and Isle of Man companies. **E+W+S**

- (1) With the exceptions specified in subsection (3) below, the provisions of this Act requiring documents to be forwarded or delivered to or filed with the registrar of companies and applying to companies formed and registered under Part I apply also (if they would not otherwise) to an overseas company [<sup>F27</sup>to which section 691 applies] incorporated in the Channel Islands or the Isle of Man.
- (2) Those provisions apply to such a company—
- (a) if it has established a place of business in England and Wales, as if it were registered in England and Wales,
  - (b) if it has established a place of business in Scotland, as if it were registered in Scotland, and
  - (c) if it has established a place of business both in England and Wales and in Scotland, as if it were registered in both England and Wales and Scotland,
- with such modifications as may be necessary and, in particular, apply in a similar way to documents relating to things done outside Great Britain as if they had been done in Great Britain.
- (3) The exceptions are—
- section 6(1) (resolution altering company's objects),
  - section 18 (alteration of memorandum or articles by statute or statutory instrument),
  - [<sup>F28</sup>section 242(1)] (directors' duty to file accounts),
  - section 288(2) (notice to registrar of change of directors or secretary), and
  - section 380 (copies of certain resolutions and agreements to be sent to registrar within 15 days), so far as applicable to a resolution altering a company's memorandum or articles.

### Textual Amendments

**F27** Words in s. 699(1) inserted (1.1.1993) by S.I. 1992/3179, reg. 3, Sch. 2 para.14.

**F28** Words substituted (subject to the transitional and saving provisions in S.I. 1990/355, arts. 6–9, Sch. 3 para. 1) by Companies Act 1989 (c. 40, SIF 27), ss. 23, 213(2), Sch. 10 para. 12

**Status:**

Point in time view as at 22/12/2000.

**Changes to legislation:**

There are currently no known outstanding effects for the Companies Act 1985, Chapter I.