



Companies Act 1985

1985 CHAPTER 6

PART XXIV

THE REGISTRAR OF COMPANIES, HIS FUNCTIONS AND OFFICES

704 Registration offices

- (1) For the purposes of the registration of companies under the Companies Acts, there shall continue to be offices in England and Wales and in Scotland, at such places as the Secretary of State thinks fit.
- (2) The Secretary of State may appoint such registrars, assistant registrars, clerks and servants as he thinks necessary for that purpose, and may make regulations with respect to their duties, and may remove any persons so appointed.
- (3) The salaries of the persons so appointed continue to be fixed by the Secretary of State, with the concurrence of the Treasury, and shall be paid out of money provided by Parliament.
- (4) The Secretary of State may direct a seal or seals to be prepared for the authentication of documents required for or in connection with the registration of companies; and any seal so prepared is referred to in this Act as the registrar's official seal.
- (5) Wherever any act is by the Companies Acts directed to be done to or by the registrar of companies, it shall (until the Secretary of State otherwise directs) be done to or by the existing registrar of companies in England and Wales or in Scotland (as the case may be), or to or by such person as the Secretary of State may for the time being authorise.
- (6) In the event of the Secretary of State altering the constitution of the existing registration offices or any of them, any such act shall be done to or by such officer and at such place with reference to the local situation of the registered offices of the companies to be registered as the Secretary of State may appoint.

705 Companies' registered numbers

- (1) The registrar of companies shall allocate to every company a number, which shall be known as the company's registered number; and he may in addition allocate to any such company a letter, which is then deemed for all purposes to be part of the registered number.
- (2) " Company " here includes—
 - (a) an oversea company which has complied with section 691 (delivery of statutes to registrar of companies, etc.) and which does not appear to the registrar not to have a place of business in Great Britain, and
 - (b) any incorporated or unincorporated body to which any provision of this Act applies by virtue of section 718 (unregistered companies).

706 Size, durability etc. of documents delivered to registrar

- (1) For the purpose of securing that documents delivered to the registrar of companies under the Companies Acts are of standard size, durable and easily legible, regulations made by the Secretary of State by statutory instrument may prescribe such requirements (whether as to size, weight, quality or colour of paper, size, type or colouring of lettering, or otherwise) as he may consider appropriate ; and different requirements may be so prescribed for different documents or classes of documents.
- (2) If under any such provision there is delivered to the registrar a document (whether an original document or a copy) which in the registrar's opinion does not comply with such requirements prescribed under this section as are applicable to it, the registrar may serve on any person by whom under that provision the document was required to be delivered (or, if there are two or more such persons, may serve on any of them) a notice stating his opinion to that effect and indicating the requirements so prescribed with which in his opinion the document does not comply.
- (3) Where the registrar serves such a notice with respect to a document delivered under any such provision, then, for the purposes of any enactment which enables a penalty to be imposed in respect of any omission to deliver to the registrar of companies a document required to be delivered under that provision (and, in particular, for the purposes of any such enactment whereby such a penalty may be imposed by reference to each day during which the omission continues)—
 - (a) any duty imposed by that provision to deliver such a document to the registrar is to be treated as not having been discharged by the delivery of that document, but
 - (b) no account is to be taken of any days falling within the period mentioned in the following subsection.
- (4) That period begins with the day on which the document was delivered to the registrar as mentioned in subsection (2) and ends with the 14th day after the date of service of the notice under subsection (2) by virtue of which subsection (3) applies.
- (5) In this section any reference to delivering a document includes sending, forwarding, producing or (in the case of a notice) giving it.

707 Power of registrar to accept information on microfilm, etc.

- (1) The registrar of companies may, if he thinks fit, accept under any provision of the Companies Acts requiring a document to be delivered to him any material other than a document which contains the information in question and is of a kind approved by him.
- (2) The delivery to the registrar of material so accepted is sufficient compliance with the provision in question.
- (3) In this section any reference to delivering a document includes sending, forwarding, producing or (in the case of a notice) giving it.

708 Fees payable to registrar

- (1) The Secretary of State may by regulations made by statutory instrument require the payment to the registrar of companies of such fees as may be specified in the regulations in respect of—
 - (a) the performance by the registrar of such functions under the Companies Acts as may be so specified, including the receipt by him of any notice or other document which under those Acts is required to be given, delivered, sent or forwarded to him.
 - (b) the inspection of documents or other material kept by him under those Acts.
- (2) A statutory instrument containing regulations under this section requiring the payment of a fee in respect of a matter for which no fee was previously payable, or increasing a fee, shall be laid before Parliament after being made and shall cease to have effect at the end of the period of 28 days beginning with the day on which the regulations were made (but without prejudice to anything previously done under the regulations or to the making of further regulations) unless in that period the regulations are approved by resolution of each House of Parliament.

In reckoning that period of 28 days no account is to be taken of any time during which Parliament is dissolved or prorogued or during which both Houses are adjourned for more than 4 days.

- (3) A statutory instrument containing regulations under this section, where subsection (2) does not apply, is subject to annulment in pursuance of a resolution of either House of Parliament.
- (4) Fees paid to the registrar under the Companies Acts shall be paid into the Consolidated Fund.
- (5) It is hereby declared that the registrar may charge a fee for any services provided by him otherwise than in pursuance of an obligation on him by law.

709 Inspection of documents kept by registrar

- (1) Subject to the provisions of this section, any person may—
 - (a) inspect a copy of any document kept by the registrar of companies or, if the copy is illegible or unavailable, the document itself,
 - (b) require a certificate of the incorporation of any company, or a certified copy or extract of any other document or any part of any other document.

A certificate given under paragraph (b) may be signed by the registrar, or authenticated by his official seal.

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- (2) In relation to documents delivered to the registrar with a prospectus in pursuance of section 65(2), the rights conferred by subsection (1) of this section are exercisable only during the 14 days beginning with the date of publication of the prospectus, or with the permission of the Secretary of State.
- (3) In relation to documents so delivered in pursuance of section 77(3)(b) and (4) (prospectus of oversea company), those rights are exercisable only during the 14 days beginning with the date of the prospectus, or with that permission.
- (4) The right conferred by subsection (1) (a) of this section does not extend to any copy sent to the registrar under section 495 (information to be given by receiver or manager following his appointment) of a statement as to the affairs of a company, or of any comments of the receiver or his successor, or a continuing receiver or manager, on the statement, but only to the summary of it, except where the person claiming the right either is or is the agent of a person stating himself in writing to be a member or creditor of the company to which the statement relates.

The rights conferred by subsection (1)(b) are similarly limited.

710 Additional provisions about inspection

- (1) No process for compelling the production of any document kept by the registrar shall issue from any court except with the leave of that court; and any such process if issued shall bear on it a statement that it is issued with leave of the court.
- (2) A copy of, or extract from, any document kept and registered at any of the offices for the registration of companies in England and Wales or Scotland, certified in writing by the registrar (whose official position it is unnecessary to prove) to be a true copy, is in all legal proceedings admissible in evidence as of equal validity with the original document.
- (3) Copies or extracts of documents or parts of documents furnished by the registrar under section 709 may, instead of being certified by him in writing to be true copies, be sealed with his official seal.
- (4) Any person untruthfully stating himself in writing for the purposes of section 709(4) to be a member or creditor of a company is liable to a fine.
- (5) For purposes of section 709 and this section, a copy is to be taken to be the copy of a document notwithstanding that it is taken from a copy or other reproduction of the original; and in both sections "document" includes any material which contains information kept by the registrar of companies for purposes of the Companies Acts.

711 Public notice by registrar of receipt and issue of certain documents

- (1) The registrar of companies shall cause to be published in the Gazette notice of the issue or receipt by him of documents of any of the following descriptions (stating in the notice the name of the company, the description of document and the date of issue or receipt)—
 - (a) any certificate of incorporation of a company,
 - (b) any document making or evidencing an alteration in a company's memorandum or articles,
 - (c) any notification of a change among the directors of a company,

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- (d) any copy of a resolution of a public company which gives, varies, revokes or renews an authority for the purposes of section 80 (allotment of relevant securities),
 - (e) any copy of a special resolution of a public company passed under section 95(1), (2) or (3) (disapplication of pre-emption rights),
 - (f) any report under section 103 or 104 as to the value of a non-cash asset,
 - (g) any statutory declaration delivered under section 117 (public company share capital requirements),
 - (h) any notification (given under section 122) of the redemption of shares,
 - (j) any statement or notice delivered by a public company under section 128 (registration of particulars of special rights),
 - (k) any documents delivered by a company under section 241 (annual accounts),
 - (l) a copy of any resolution or agreement to which section 380 applies and which—
 - (i) states the rights attached to any shares in a public company, other than shares which are in all respects uniform (for purposes of section 128) with shares previously allotted, or
 - (ii) varies rights attached to any shares in a public company, or
 - (iii) assigns a name or other designation, or a new name or designation, to any class of shares in a public company,
 - (m) any return of allotments of a public company,
 - (n) any notice of a change in the situation of a company's registered office,
 - (p) any copy of a winding-up order in respect of a company,
 - (q) any order for the dissolution of a company on a winding up.
 - (r) any return by a liquidator of the final meeting of a company on a winding up.
- (2) In section 42 " official notification " means—
- (a) in relation to anything stated in a document of any of the above descriptions, the notification of that document in the Gazette under this section, and
 - (b) in relation to the appointment of a liquidator in a voluntary winding up, the notification of it in the Gazette under section 600;
- and " officially notified " is to be construed accordingly.

712 Removal of documents to Public Record Office

- (1) Where a company has been dissolved, whether under this Act or otherwise, the registrar may, at any time after the expiration of 2 years from the date of the dissolution, direct that any documents in his custody relating to that company may be removed to the Public Record Office; and documents in respect of which such a direction is given shall be disposed of in accordance with the enactments relating to that Office and the rules made under them.
- (2) In this section " company" includes a company provisionally or completely registered under the Joint Stock Companies Act 1844.
- (3) This section does not extend to Scotland.

713 Enforcement of company's duty to make returns

- (1) If a company, having made default in complying with any provision of the Companies Acts which requires it to file with, deliver or send to the registrar of companies any return, account or other document, or to give notice to him of any matter, fails to make good the default within 14 days after the service of a notice on the company requiring it to do so, the court may, on an application made to it by any member or creditor of the company or by the registrar of companies, make an order directing the company and any officer of it to make good the default within such time as may be specified in the order.
- (2) The court's order may provide that all costs of and incidental to the application shall be borne by the company or by any officers of it responsible for the default
- (3) Nothing in this section prejudices the operation of any enactment imposing penalties on a company or its officers in respect of any such default as is mentioned above.

714 Registrar's index of company and corporate names

- (1) The registrar of companies shall keep an index of the names of the following bodies—
 - (a) companies as defined by this Act
 - (b) companies incorporated outside Great Britain which have complied with section 691 and which do not appear to the registrar of companies not to have a place of business in Great Britain,
 - (c) incorporated and unincorporated bodies to which any provision of this Act applies by virtue of section 718 (unregistered companies),
 - (d) limited partnerships registered under the Limited Partnerships Act 1907.
 - (e) companies within the meaning of the Companies Act (Northern Ireland) 1960,
 - (f) companies incorporated outside Northern Ireland which have complied with section 356 of that Act (which corresponds with section 691 of this Act), and which do not appear to the registrar not to have a place of business in Northern Ireland, and
 - (g) societies registered under the Industrial and Provident Societies Act 1965 or the Industrial and Provident Societies Act (Northern Ireland) 1969.
- (2) The Secretary of State may by order in a statutory instrument vary subsection (1) by the addition or deletion of any class of body, except any within paragraph (a) or (b) of the subsection, whether incorporated or unincorporated ; and any such statutory instrument is subject to annulment in pursuance of a resolution of either House of Parliament.

715 Destruction of old records

- (1) The registrar of companies may destroy any documents or other material which he has kept for over 10 years and which were, or were comprised in or annexed or attached to, the accounts or annual returns of any company.
- (2) The registrar shall retain a copy of any document or other material destroyed in pursuance of subsection (1); and sections 709 and 710 apply in relation to any such copy as if it were the original.