



Companies Act 1989

1989 CHAPTER 40

PART V

OTHER AMENDMENTS OF COMPANY LAW

Company records and related matters

125 Delivery of documents to the registrar.

- (1) For section 706 of the ^{M1}Companies Act 1985 (size, durability, &c. of documents delivered to the registrar) substitute—

“706 Delivery to the registrar of documents in legible form.

- (1) This section applies to the delivery to the registrar under any provision of the Companies Acts of documents in legible form.
- (2) The document must—
- (a) state in a prominent position the registered number of the company to which it relates,
 - (b) satisfy any requirements prescribed by regulations for the purposes of this section, and
 - (c) conform to such requirements as the registrar may specify for the purpose of enabling him to copy the document.
- (3) If a document is delivered to the registrar which does not comply with the requirements of this section, he may serve on the person by whom the document was delivered (or, if there are two or more such persons, on any of them) a notice indicating the respect in which the document does not comply.
- (4) Where the registrar serves such a notice, then, unless a replacement document—
- (a) is delivered to him within 14 days after the service of the notice, and

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(b) complies with the requirements of this section (or section 707) or is not rejected by him for failure to comply with those requirements, the original document shall be deemed not to have been delivered to him.

But for the purposes of any enactment imposing a penalty for failure to deliver, so far as it imposes a penalty for continued contravention, no account shall be taken of the period between the delivery of the original document and the end of the period of 14 days after service of the registrar's notice.

(5) Regulations made for the purposes of this section may make different provision with respect to different descriptions of document.”.

(2) For section 707 of the Companies Act 1985 (power of registrar to accept information on microfilm, &c.) substitute—

“707 Delivery to the registrar of documents otherwise than in legible form.

(1) This section applies to the delivery to the registrar under any provision of the Companies Acts of documents otherwise than in legible form.

(2) Any requirement to deliver a document to the registrar, or to deliver a document in the prescribed form, is satisfied by the communication to the registrar of the requisite information in any non-legible form prescribed for the purposes of this section by regulations or approved by the registrar.

(3) Where the document is required to be signed or sealed, it shall instead be authenticated in such manner as may be prescribed by regulations or approved by the registrar.

(4) The document must—

(a) contain in a prominent position the registered number of the company to which it relates,

(b) satisfy any requirements prescribed by regulations for the purposes of this section, and

(c) be furnished in such manner, and conform to such requirements, as the registrar may specify for the purpose of enabling him to read and copy the document.

(5) If a document is delivered to the registrar which does not comply with the requirements of this section, he may serve on the person by whom the document was delivered (or, if there are two or more such persons, on any of them) a notice indicating the respect in which the document does not comply.

(6) Where the registrar serves such a notice, then, unless a replacement document—

(a) is delivered to him within 14 days after the service of the notice, and

(b) complies with the requirements of this section (or section 706) or is not rejected by him for failure to comply with those requirements,

the original document shall be deemed not to have been delivered to him.

But for the purposes of any enactment imposing a penalty for failure to deliver, so far as it imposes a penalty for continued contravention, no account shall be

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taken of the period between the delivery of the original document and the end of the period of 14 days after service of the registrar's notice.

- (7) The Secretary of State may by regulations make further provision with respect to the application of this section in relation to instantaneous forms of communication.
- (8) Regulations made for the purposes of this section may make different provision with respect to different descriptions of document and different forms of communication, and as respects delivery to the registrar for England and Wales and delivery to the registrar for Scotland.”

Marginal Citations

M1 1985 c. 6.

126 Keeping and inspection of company records.

- (1) In Part XXIV of the ^{M2}Companies Act 1985 (the registrar of companies, his functions and offices), after the sections inserted by section 125 above, insert—

“707A The keeping of company records by the registrar.

- (1) The information contained in a document delivered to the registrar under the Companies Acts may be recorded and kept by him in any form he thinks fit, provided it is possible to inspect the information and to produce a copy of it in legible form.

This is sufficient compliance with any duty of his to keep, file or register the document.

- (2) The originals of documents delivered to the registrar in legible form shall be kept by him for ten years, after which they may be destroyed.
- (3) Where a company has been dissolved, the registrar may, at any time after the expiration of two years from the date of the dissolution, direct that any records in his custody relating to the company may be removed to the Public Record Office; and records 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.

This subsection does not extend to Scotland.

- (4) In subsection (3) “company” includes a company provisionally or completely registered under the Joint Stock Companies Act 1844.”

- (2) For sections 709 and 710 of the ^{M3}Companies Act 1985 (inspection of documents kept by the registrar) substitute—

“709 Inspection, &c. of records kept by the registrar.

- (1) Any person may inspect any records kept by the registrar for the purposes of the Companies Acts and may require—

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- (a) a copy, in such form as the registrar considers appropriate, of any information contained in those records, or
 - (b) a certified copy of, or extract from, any such record.
- (2) The right of inspection extends to the originals of documents delivered to the registrar in legible form only where the record kept by the registrar of the contents of the document is illegible or unavailable.
- (3) A copy of or extract from a record kept 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 an accurate record of the contents of any document delivered to him under the Companies Acts, is in all legal proceedings admissible in evidence as of equal validity with the original document and as evidence of any fact stated therein of which direct oral evidence would be admissible.
- In England and Wales this is subject to compliance with any applicable rules of court under section 5 of the Civil Evidence Act 1968 or section 69(2) of the Police and Criminal Evidence Act 1984 (which relate to evidence from computer records).
- (4) Copies of or extracts from records furnished by the registrar may, instead of being certified by him in writing to be an accurate record, be sealed with his official seal.
- (5) No process for compelling the production of a record kept by the registrar shall issue from any court except with the leave of the court; and any such process shall bear on it a statement that it is issued with the leave of the court.

710 Certificate of incorporation.

Any person may require a certificate of the incorporation of a company, signed by the registrar or authenticated by his official seal.

710A Provision and authentication by registrar of documents in non-legible form.

- (1) Any requirement of the Companies Acts as to the supply by the registrar of a document may, if the registrar thinks fit, be satisfied by the communication by the registrar of the requisite information in any non-legible form prescribed for the purposes of this section by regulations or approved by him.
- (2) Where the document is required to be signed by him or sealed with his official seal, it shall instead be authenticated in such manner as may be prescribed by regulations or approved by the registrar.”.

Commencement Information

II S. 126 wholly in force at 1.7.1991, see [s. 215\(2\)](#) and [S.I. 1991/488](#), [art. 2\(1\)](#) (with transitional provisions in [art. 3](#))

Marginal Citations

M2 1985 c. 6.

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M3 1985 c. 6.

127 Supplementary provisions as to company records and related matters.

- (1) In Part XXIV of the ^{M4}Companies Act 1985 (the registrar of companies, his functions and offices), after section 715 insert—

“715A Interpretation.

- (1) In this Part—
“document” includes information recorded in any form; and
“legible”, in the context of documents in legible or non-legible form, means capable of being read with the naked eye.
- (2) References in this Part to delivering a document include sending, forwarding, producing or (in the case of a notice) giving it.”

- (2) In section 708(1) of the Companies Act 1985 (fees)—
(a) in paragraph (a) for the words from “any notice or other document” to the end substitute “any document which under those Acts is required to be delivered to him”, and
(b) in paragraph (b) omit “or other material”.
- (3) Omit sections 712 and 715 of the Companies Act 1985 (removal and destruction of old records).
- (4) In section 713(1) (enforcement of duty to make returns, &c.), for the words from “file with” to “or other document” substitute “deliver a document to the registrar of companies”.
- (5) In section 735A(2) of the ^{M5}Companies Act 1985 (provisions applying to Insolvency Act 1986 ^{M6} and Company Directors Disqualification Act 1986 as to the Companies Acts)—
(a) after “707(1),” insert “707A(1),”,
(b) after “708(1)(a) and (4),” insert “709(1) and (3),” and
(c) for “710(5)” substitute “710A”.
- (6) After section 735A of the ^{M7}Companies Act 1985 insert—

“735B Relationship of this Act to Parts IV and V of the Financial Services Act 1986.

In sections 704(5), 706(1), 707(1), 707A(1), 708(1)(a) and (4), 709(1) and (3), 710A and 713(1) references to the Companies Acts include Parts IV and V of the Financial Services Act 1986.”

- (7) In Schedule 22 to the Companies Act 1985 (unregistered companies), in the entry for Part XXIV for “sections 706, 708 to 710, 712 and 713” substitute “sections 706 to 710A, 713 and 715A”.

Commencement Information

I2 S. 127 wholly in force at 1.7.1991. See s. 215(2) and S.I. 1991/488 art. 2(1).

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Marginal Citations

M4 1985 c. 6.

M5 1986 c. 45.

M6 1986 c. 46.

M7 1985 c. 6.

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