

---

DRAFT STATUTORY INSTRUMENTS

---

**2009 No.**

**The Overseas Companies Regulations 2009**

**PART 2**

**INITIAL REGISTRATION OF PARTICULARS**

**Particulars of the company**

- 6.—**(1) The particulars of the company to be included in the return are—
- (a) the company's name,
  - (b) the company's legal form,
  - (c) if it is registered in the country of its incorporation, the identity of the register in which it is registered and the number with which it is so registered,
  - (d) a list of its directors and secretary, containing—
    - (i) with respect to each director, the particulars specified in paragraph (3), and
    - (ii) with respect to the secretary (or where there are joint secretaries, with respect to each of them) the particulars specified in paragraph (4),
  - (e) the extent of the powers of the directors or secretary to represent the company in dealings with third parties and in legal proceedings, together with a statement as to whether they may act alone or must act jointly and, if jointly, the name of any other person concerned, and
  - (f) whether the company is a credit or financial institution.
- (2) In the case of a company that is not incorporated in an EEA State, the particulars of the company to be included in the return must also include—
- (a) the law under which the company is incorporated,
  - (b) in the case of a company to which Chapter 2 of Part 5 or Chapter 2 of Part 6 applies (requirement to prepare and disclose accounts under parent law), the period for which the company is required by its parent law to prepare accounts, together with the period allowed for the preparation and public disclosure (if any) of accounts for such a period,
  - (c) unless disclosed by the company's constitution (see regulation 8)—
    - (i) the address of its principal place of business in its country of incorporation or, if applicable, its registered office,
    - (ii) its objects, and
    - (iii) the amount of its issued share capital.
- (3) The particulars referred to in paragraph (1)(d)(i) (directors) are—
- (a) in the case of an individual—
    - (i) name,
    - (ii) any former name,

- (iii) a service address,
  - (iv) usual residential address,
  - (v) the country or state in which the individual is usually resident,
  - (vi) nationality,
  - (vii) business occupation (if any), and
  - (viii) date of birth;
- (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed—
- (i) corporate or firm name,
  - (ii) registered or principal office,
  - (iii) in the case of an EEA company to which the First Company Law Directive applies, particulars of—
    - (aa) the register in which the company file mentioned in Article 3 of that Directive is kept (including details of the relevant state), and
    - (bb) the registration number in that register,
  - (iv) in any other case, particulars of—
    - (aa) the legal form of the company or firm and the law by which it is governed, and
    - (bb) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.
- (4) The particulars referred to in paragraph (1)(d)(ii) (secretary) are—
- (a) in the case of an individual—
- (i) name,
  - (ii) any former name, and
  - (iii) a service address;
- (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed—
- (i) corporate or firm name,
  - (ii) registered or principal office,
  - (iii) in the case of an EEA company to which the First Company Law Directive applies, particulars of—
    - (aa) the register in which the company file mentioned in Article 3 of that Directive is kept (including details of the relevant state), and
    - (bb) the registration number in that register,
  - (iv) in any other case, particulars of—
    - (aa) the legal form of the company or firm and the law by which it is governed, and
    - (bb) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.

But if all the partners in a firm are joint secretaries of the company it is sufficient to state the particulars that would be required if the firm were a legal person and the firm had been appointed secretary.

(5) For the purposes of paragraphs (3)(a)(ii) and (4)(a)(ii), where a person is or was formerly known by more than one former name, each of them must be stated.

(6) It is not necessary to include in the return particulars of a former name in the following cases—

(a) in the case of a peer or an individual normally known by a title, where the name is one by which the person was known previous to the adoption of or succession to the title,

(b) in the case of any person, where the former name—

(i) was changed or disused before the person attained the age of 16 years, or

(ii) has been changed or disused for 20 years or more.

(7) For the purposes of paragraph (3)(a)(iv) if the person's usual residential address is the same as the person's service address the return need only contain a statement to that effect.