



Companies Act 1976

1976 CHAPTER 69

PART II

MISCELLANEOUS AND SUPPLEMENTARY

Returns as to directors and registered office

21 Statement of first directors and secretary to be delivered on application for registration of company

- (1) With every memorandum delivered for registration under section 12 of the Act of 1948 there shall be delivered a statement in the prescribed form containing the names and relevant particulars of—
 - (a) the person who is, or the persons who are, to be the first director or directors of the company ; and
 - (b) the person who is, or the persons who are, to be the first secretary or joint secretaries of the company.
- (2) The relevant particulars mentioned above are—
 - (a) with respect to a person named as director, the particulars which by subsection (2) of section 200 of the Act of 1948 are required to be contained in the register kept under that section with respect to a director; and
 - (b) with respect to a person named as secretary or as one of joint secretaries, the particulars which by subsection (3) of that section are required to be contained in that register with respect to the secretary or, where there are joint secretaries, with respect to each of them.
- (3) The statement required by this section shall be signed by or on behalf of the subscribers of the memorandum and shall contain a consent signed by each of the persons named in it as a director, as secretary or as one of joint secretaries to act in the relevant capacity.
- (4) Where the memorandum is delivered by a person as agent for the subscribers of the memorandum, the statement required by this section shall specify that fact and the name and address of that person.

Status: This is the original version (as it was originally enacted). This item of legislation is currently only available in its original format.

- (5) The persons named in the statement required by this section as the director or directors, secretary or joint secretaries of a company shall, on the incorporation of the company, be deemed to have been respectively appointed as the first director or directors, secretary or joint secretaries of the company; and any appointment by any articles delivered with the memorandum of a person as director or secretary of the company shall be void unless he is named as a director or as secretary in the statement.
- (6) If a statement complying with the requirements of this section is not delivered as required by subsection (1) above with any memorandum delivered for registration under section 12 of the Act of 1948 the registrar of companies shall not register the memorandum or any articles delivered with it.

22 Notification of changes in directors and secretary, etc.

- (1) For subsections (4) and (5) of section 200 of the Act of 1948 (which require a company to make a return of its first directors and secretary and to notify any change) there shall be substituted—
- “(4) The company shall within the period of fourteen days from the occurrence of—
- (a) any change among its directors or in its secretary, or
- (b) any change in the particulars contained in the register,
- send to the registrar of companies a notification in the prescribed form of the change and of the date on which it occurred ; and any notification of a person having become a director or secretary or one of joint secretaries of the company shall contain a consent signed by that person to act in the relevant capacity.”
- (2) Notwithstanding subsection (1) above—
- (a) where the memorandum of a company has been delivered for registration under section 12 of the Act of 1948 before the coming into operation of section 21 above subsections (4) and (5) of section 200 of that Act, as originally enacted, shall continue to apply so as to require that company to send to the registrar of companies a return containing the particulars of its first directors and secretary specified in the register required to be kept under section 200 ; and
- (b) those subsections, as originally enacted, shall continue to apply in relation to any change among a company's directors or in its secretary or in any of the particulars contained in that register which occurred before the coming into operation of this section.
- (3) In section 9(3) of the European Communities Act 1972 for paragraph (c) (official notification of receipt by registrar of return relating to a company's register of directors or notification of a change among its directors) there shall be substituted—
- “(c) any notification of a change among the directors of a company”;
- but this subsection shall not affect the operation of the original paragraph (c) in relation to any return sent to the registrar of companies under section 200(4) of the Act of 1948 as originally enacted after the coming into operation of this section.

Status: This is the original version (as it was originally enacted). This item of legislation is currently only available in its original format.

23 Registered office of company

- (1) A company shall at all times have a registered office to which all communications and notices may be addressed.
- (2) The intended situation of a company's registered office on, incorporation shall be specified in the statement delivered prior to incorporation of the company under section 21 above.
- (3) Notice in the prescribed form of any change in the situation of a company's registered office shall be given within fourteen days of the change to the registrar of companies, who shall record the new situation.
- (4) If default is made in complying with subsection (1) or (3) above, the company and every officer of the company who is in default shall be liable to a default fine.
- (5) Section 107 of the Act of 1948 (which is superseded by this section) shall cease to have effect, but notwithstanding its repeal by this Act—
 - (a) where the memorandum of a company has been delivered for registration under section 12 of that Act before the coming into operation of section 21 above, section 107 shall continue to apply so as to require that company to send notice of the situation of its registered office to the registrar of companies within the time there mentioned ; and
 - (b) section 107 shall continue to apply in relation to any change in the situation of a company's registered office which occurred before the coming into operation of this section.
- (6) In section 9(3) of the European Communities Act 1972, for paragraph (e) (official notification of receipt by registrar of notice of the situation of a company's registered office or of any change therein) there shall be substituted—

“(e) any notice of a change in the situation of a company's registered office”;

but this subsection shall not affect the operation of the original paragraph (e) in relation to any notice of the situation of a company's registered office given to the registrar of companies under section 107(2) of the Act of 1948 after the coming into operation of this section.
- (7) Section 21(6) above shall apply as if the requirements of subsection (2) above were included among the requirements of that section.