



# Companies Act 1985

## 1985 CHAPTER 6

### PART XI U.K.

#### COMPANY ADMINISTRATION AND PROCEDURE

### CHAPTER I E+W+S

#### COMPANY IDENTIFICATION

#### **348 Company name to appear outside place of business. E+W+S**

- (1) Every company shall paint or affix, and keep painted or affixed, its name on the outside of every office or place in which its business is carried on, in a conspicuous position and in letters easily legible.
- (2) If a company does not paint or affix its name as required above, the company and every officer of it who is in default is liable to a fine; and if a company does not keep its name painted or affixed as so required, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

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

C1 S. 348 applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, Sch. 2 Pt. I

#### **349 Company's name to appear in its correspondence, etc. E+W+S**

- (1) Every company shall have its name mentioned in legible characters—
  - (a) in all business letters [<sup>F1</sup>and order forms] of the company,
  - (b) in all its notices and other official publications,

[<sup>F2</sup>(ba) on all its websites,]

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- (c) in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the company, and
  - (d) in all its bills of parcels, invoices, receipts and letters of credit.
- (2) If a company fails to comply with subsection (1) it is liable to a fine.
- (3) If an officer of a company or a person on its behalf—
- (a) issues or authorises the issue of any business letter [<sup>F3</sup>or order form] of the company, or any notice or other official publication of the company, in which the company's name is not mentioned as required by subsection (1), <sup>F4</sup> . . .
  - <sup>F5</sup>(aa) causes or authorises the appearance of a website of the company on which the company's name is not so mentioned, or
  - (b) issues or authorises the issue of any bill of parcels, invoice, receipt or letter of credit of the company in which its name is not so mentioned,
- he is liable to a fine.
- (4) If an officer of a company or a person on its behalf signs or authorises to be signed on behalf of the company any bill of exchange, promissory note, endorsement, cheque or order for money or goods in which the company's name is not mentioned as required by subsection (1), he is liable to a fine; and he is further personally liable to the holder of the bill of exchange, promissory note, cheque or order for money or goods for the amount of it (unless it is duly paid by the company).
- <sup>F6</sup>(5) References in this section to a document of any type are to a document of that type in hard copy, electronic or any other form.]

#### Textual Amendments

- F1** Words in s. 349(1)(a) inserted (1.1.2007) by The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429), reg. 6, **Sch. 1 para. 1(2)(a)**
- F2** S. 349(1)(ba) inserted (1.1.2007) by The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429), reg. 6, **Sch. 1 para. 1(2)(b)**
- F3** Words in s. 349(3)(a) inserted (1.1.2007) by The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429), reg. 6, **Sch. 1 para. 1(3)(a)**
- F4** Word in s. 349(3)(a) omitted (1.1.2007) by virtue of The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429), reg. 6, **Sch. 1 para. 1(3)(b)**
- F5** S. 349(3)(aa) inserted (1.1.2007) by The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429), reg. 6, **Sch. 1 para. 1(3)(c)**
- F6** S. 349(5) inserted (1.1.2007) by The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429), reg. 6, **Sch. 1 para. 1(4)**

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

- C2** S. 349 applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, **Sch. 2 Pt. I**
- C3** S. 349(2)–(4) applied (S.) (4.2.1991) by Companies Act 1989 (c. 40, SIF 27), **ss. 112(8)**, 213(2)  
S. 349(2)–(4) applied (with modifications) (E.W.) (1.8.1993) by 1993 c. 10, **ss. 68(3)**, 99(1)

### 350 Company seal. **E+W+S**

- <sup>F7</sup>(1) A company which has a common seal shall have its name engraved in legible characters on the seal; and if it fails to comply with this subsection it is liable to a fine.]

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- (2) If an officer of a company or a person on its behalf uses or authorises the use of any seal purporting to be a seal of the company on which its name is not engraved as required by subsection (1), he is liable to a fine.

**Textual Amendments**

**F7** S. 350(1) substituted by Companies Act 1989 (c. 40, SIF 27), ss. 130(7), 213(2), Sch. 17 para. 7

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

**C4** S. 350 applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, Sch. 2 Pt. I

**351 Particulars in correspondence, etc. E+W+S**

- (1) Every company shall have the following particulars mentioned in legible characters in all business letters and order forms of the company [<sup>F8</sup>, and on all the company's websites,], that is to say—

- (a) the company's place of registration and the number with which it is registered,
- (b) the address of its registered office,
- (c) in the case of an investment company (<sup>F9</sup>as defined for the purposes of Part 23 of the Companies Act 2006 (see section 833 of that Act)), the fact that it is such a company, and
- (d) in the case of a limited company exempt from the obligation to use the word "limited" as part of its name [<sup>F10</sup>under section 30 or a community interest company which is not a public company], the fact that it is a limited company.

- [<sup>F11</sup>(2) If in the case of a company having a share capital there is a reference to the amount of share capital—

- (a) on the stationery used for any such letters,
- (b) on the company's order forms, or
- (c) on any of the company's websites,

the reference must be to paid-up share capital.]

<sup>F12</sup>(3) . . . . .

<sup>F12</sup>(4) . . . . .

- (5) As to contraventions of this section, the following applies—

- (a) if a company fails to comply with subsection (1) or (2), it is liable to a fine,
- (b) if an officer of a company or a person on its behalf issues or authorises the issue of any business letter or order form not complying with those subsections, he is liable to a fine, <sup>F13</sup> . . .

[<sup>F14</sup>(ba) if an officer of a company or a person on its behalf causes or authorises the appearance of a website not complying with those subsections, he is liable to a fine.]

<sup>F13</sup>(c) . . . . .

- [<sup>F15</sup>(6) References in this section to a document of any type are to a document of that type in hard copy, electronic or any other form.]

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### Textual Amendments

- F8** Words in s. 351(1) inserted (1.1.2007) by The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429), reg. 6, **Sch. 1 para. 2(2)**
- F9** Words in s. 351(1)(c) substituted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), arts. 2(2), 3(1), **Sch. 1 para. 79** (with arts. 6, 11, 12)
- F10** Words in s. 351(1)(d) inserted (1.7.2005) by Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27), ss. 33, 65, **Sch. 6 para. 8**; S.I. 2004/3322, **art. 2(3)**, Sch. 3 (subject to arts. 3-13)
- F11** S. 351(2) substituted (1.1.2007) by The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429), reg. 6, **Sch. 1 para. 2(3)**
- F12** S. 351(3)(4) repealed (1.2.1994) by 1993 c. 38, s. 31, **Sch. 2**; S.I. 1994/115, **art. 2(2)**
- F13** S. 351(5)(c) and the word “and” immediately preceding it repealed (1.2.1994) by 1993 c. 38, ss. 35(1), **Sch. 2**
- F14** S. 351(5)(ba) inserted (1.1.2007) by The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429), reg. 6, **Sch. 1 para. 2(4)**
- F15** S. 351(6) inserted (1.1.2007) by The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429), reg. 6, **Sch. 1 para. 2(5)**

### Modifications etc. (not altering text)

- C5** S. 351 applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, **Sch. 2 Pt. I**
- C6** S. 351(1)(2)(5)(a) applied with modifications by S.I. 1985/680, regs. 4–6, **Sch.**

## CHAPTER II **E+W+S**

### REGISTER OF MEMBERS

#### **352** **Obligation to keep and enter up register.** **E+W+S**

- (1) Every company shall keep a register of its members and enter in it the particulars required by this section.
- (2) There shall be entered in the register—
  - (a) the names and addresses of the members;
  - (b) the date on which each person was registered as a member; and
  - (c) the date at which any person ceased to be a member.
- (3) The following applies in the case of a company having a share capital—
  - (a) with the names and addresses of the members there shall be entered a statement—
    - (i) of the shares held by each member, distinguishing each share by its number (so long as the share has a number) and, where the company has more than one class of issued shares, by its class, and
    - (ii) of the amount paid or agreed to be considered as paid on the shares of each member;
  - (b) where the company has converted any of its shares into stock and given notice of the conversion to the registrar of companies, the register shall show the amount and class of stock held by each member, instead of the amount of shares and the particulars relating to shares specified in paragraph (a).

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- [<sup>F16</sup>(3A) Where a company purchases one or more of its own shares in circumstances in which section 162A applies—
- (a) the requirements of subsection (2) and (3) must be complied with unless the company cancels all of the shares forthwith after the purchase in accordance with section 162D(1), but
  - (b) any share which is so cancelled must be disregarded for the purposes of subsection (3).]
- (4) In the case of a company which does not have a share capital but has more than one class of members, there shall be entered in the register, with the names and addresses of the members, the class to which each member belongs.
- (5) If a company makes default in complying with this section, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.
- (6) <sup>F17</sup> .....
- (7) <sup>F17</sup> .....

#### Textual Amendments

- F16** S. 352(3A) inserted (1.12.2003) by The Companies (Acquisition of Own Shares)(Treasury Shares) Regulations 2003 (S.I. 2003/1116), reg. 4, {Sch. para. 18}
- F17** S. 352(6)(7) repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

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

- C7** S. 352 applied (26.11.2001) by S.I. 2001/3755, reg. 23(4), **Sch. 4 para. 19(1)** (with regs. 39, 45)
- C8** S. 352 restricted (26.11.2001) by S.I. 2001/3755, reg. 23(4), **Sch. 4 para. 2(4)(5)** (with regs. 39, 45)
- C9** S. 352 modified (12.2.1992) by S.I. 1992/225, reg. 16, **Sch. 2 para. 1(1)**.
- C10** S. 352 extended (E.W.) (27.9.2004) by Commonhold and Leasehold Reform Act 2002 (c. 15), ss. 34, 181(1), **Sch. 3 para. 14(4)** (with s. 63); S.I. 2004/1832, **art. 2**
- C11** S. 352(5) applied (26.11.2001) S.I. 2001/3755, **reg. 20(7)** (with regs. 39, 45)  
S. 352(5) applied (26.11.2001) by S.I. 2001/3755, **reg. 21(4)** (with regs. 39, 45)  
S. 352(5) applied (26.11.2001) by S.I. 2001/3755, **reg. 22(4)** (with regs. 39, 45)
- C12** S. 352(5) applied (with modifications) (12.2.1992) by S.I. 1992/225, **reg. 56(5)**.  
S. 352(5) applied (with modifications) (26.11.2001) by S.I. 2001/3755, reg. 23(4), **Sch. 4 para. 5(4)** (with regs. 39, 45)
- C13** S. 352(5) modified (E.W.) (27.9.2004) by Commonhold and Leasehold Reform Act 2002 (c. 15), ss. 34, 181(1), **Sch. 3 para. 14(4)** (with s. 63); S.I. 2004/1832, **art. 2**

#### [<sup>F18</sup>352A Statement that company has only one member **E+W+S**

- (1) If the number of members of a private company limited by shares or by guarantee falls to one there shall upon the occurrence of that event be entered in the company's register of members with the name and address of the sole member—
- (i) a statement that the company has only one member, and
  - (ii) the date on which the company became a company having only one member.
- (2) If the membership of a private company limited by shares or by guarantee increases from one to two or more members there shall upon the occurrence of that event be

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entered in the company's register of members, with the name and address of the person who was formerly the sole member, a statement that the company has ceased to have only one member together with the date on which that event occurred.

- (3) If a company makes default in complying with this section, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.]

#### Textual Amendments

**F18** S. 352A inserted (15.7.1992) by S.I. 1992/1699, reg. 2, Sch. para. 4(1).

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

**C14** S. 352A applied (with modifications) (26.11.2001) by S.I. 2001/3755, reg. 23(4), Sch. 4 para. 3 (with regs. 39, 45)

### 353 Location of register. **E+W+S**

- (1) A company's register of members shall be kept at its registered office, except that—
- (a) if the work of making it up is done at another office of the company, it may be kept there; and
  - (b) if the company arranges with some other person for the making up of the register to be undertaken on its behalf by that other, it may be kept at the office of the other at which the work is done;

but it must not be kept, in the case of a company registered in England and Wales, at any place elsewhere than in England and Wales or, in the case of a company registered in Scotland, at any place elsewhere than in Scotland.

- (2) Subject as follows, every company shall send notice in the prescribed form to the registrar of companies of the place where its register of members is kept, and of any change in that place.
- (3) The notice need not be sent if the register has, at all times since it came into existence (or, in the case of a register in existence on 1st July 1948, at all times since then) been kept at the company's registered office.
- (4) If a company makes default for 14 days in complying with subsection (2), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

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

**C15** S. 353 excluded (26.11.2001) by reg. 23(4), Sch. 4 para. 6(5)(6) (with regs. 39, 45)

**C16** S. 353(1)(2)(4) applied (12.2.1992) by S.I. 1992/225, reg. 26(1).

**C17** S. 353(4) extended by S.I. 1985/724, reg. 3(5)

S. 353(4) applied (with modifications) (12.2.1992) by S.I. 1992/225, reg. 26(1).

### 354 Index of members. **E+W+S**

- (1) Every company having more than 50 members shall, unless the register of members is in such a form as to constitute in itself an index, keep an index of the names of

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the members of the company and shall, within 14 days after the date on which any alteration is made in the register of members, make any necessary alteration in the index.

- (2) The index shall in respect of each member contain a sufficient indication to enable the account of that member in the register to be readily found.
- (3) The index shall be at all times kept at the same place as the register of members.
- (4) If default is made in complying with this section, the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.

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

**C18** S. 354 excluded (26.11.2001) by S.I. 2001/3755, reg. 23(4), Sch. 4 para. 7(4)(5) (with regs. 39, 45)

**355 Entries in register in relation to share warrants. E+W+S**

- (1) On the issue of a share warrant the company shall strike out of its register of members the name of the member then entered in it as holding the shares specified in the warrant as if he had ceased to be a member, and shall enter in the register the following particulars, namely—
  - (a) the fact of the issue of the warrant;
  - (b) a statement of the shares included in the warrant, distinguishing each share by its number so long as the share has a number; and
  - (c) the date of the issue of the warrant.
- (2) Subject to the company's articles, the bearer of a share warrant is entitled, on surrendering it for cancellation, to have his name entered as a member in the register of members.
- (3) The company is responsible for any loss incurred by any person by reason of the company entering in the register the name of a bearer of a share warrant in respect of the shares specified in it without the warrant being surrendered and cancelled.
- (4) Until the warrant is surrendered, the particulars specified in subsection (1) are deemed to be those required by this Act to be entered in the register of members; and, on the surrender, the date of the surrender must be entered.
- (5) Except as provided by section 291(2) (director's share qualification), the bearer of a share warrant may, if the articles of the company so provide, be deemed a member of the company within the meaning of this Act, either to the full extent or for any purposes defined in the articles.

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

**C19** S. 355 applied (with modifications) (26.11.2001) by S.I. 2001/3755, reg. 23(4), Sch. 4 para. 8 (with regs. 39, 45)

**356 Inspection of register and index. E+W+S**

F19

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#### Textual Amendments

- F19** S. 356 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

### 357 Non-compliance with ss. 353, 354, 356; agent's default. **E+W+S**

Where under section 353(1)(b), the register of members is kept at the office of some person other than the company, and by reason of any default of his the company fails to comply with—

- section 353(2) (notice to registrar),
- section 354(3) (index to be kept with register), or

<sup>F20</sup> . . .

or with any requirement of this Act as to the production of the register, that other person is liable to the same penalties as if he were an officer of the company who was in default <sup>F20</sup> . . .

#### Textual Amendments

- F20** Words in s. 357 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

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

- C20** S. 357 excluded (26.11.2001) by S.I. 2001/3755, reg. 23(4), **Sch. 4 para. 6(5)(6)** (with regs. 39, 45)  
**C21** S. 357 applied (12.2.1992) by S.I. 1992/225, **reg. 26(3)**.

### 358 Power to close register. **E+W+S**

A company may, on giving notice by advertisement in a newspaper circulating in the district in which the company's registered office is situated, close the register of members for any time or times not exceeding in the whole 30 days in each year.

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

- C22** S. 358 excluded (12.2.1992) by S.I. 1992/225, reg. 16, **Sch. 2 para. 1(3)**.  
 S. 358 excluded (19.12.1995) by S.I. 1995/3272, **reg. 22**  
 S. 258 excluded (26.11.2001) by S.I. 2001/3755, **reg. 26** (with regs. 39, 45)

### 359 Power of court to rectify register. **E+W+S**

(1) If—

- (a) the name of any person is, without sufficient cause, entered in or omitted from a company's register of members, or
- (b) default is made or unnecessary delay takes place in entering on the register the fact of any person having ceased to be a member,

the person aggrieved, or any member of the company, or the company, may apply to the court for rectification of the register.



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- (2) The court may either refuse the application or may order rectification of the register and payment by the company of any damages sustained by any party aggrieved.
- (3) On such an application the court may decide any question relating to the title of a person who is a party to the application to have his name entered in or omitted from the register, whether the question arises between members or alleged members, or between members or alleged members on the one hand and the company on the other hand, and generally may decide any question necessary or expedient to be decided for rectification of the register.
- (4) In the case of a company required by this Act to send a list of its members to the registrar of companies, the court, when making an order for rectification of the register, shall by its order direct notice of the rectification to be given to the registrar.

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

- C23 S. 359 restricted (26.11.2001) by S.I. 2001/3755, reg. 23(4), Sch. 4 para. 11 (with regs. 39, 45)  
C24 S. 359 excluded (12.2.1992) by S.I. 1992/225, reg. 73(2).  
C25 S. 359(1)(a) applied (with modifications) (12.2.1992) by S.I. 1992/225, reg. 73(1).  
C26 S. 359(2)-(4) applied (with modifications) (12.2.1992) by S.I. 1992/225, reg. 73(1).

**360 Trusts not to be entered on register in England and Wales. E+W+S**

No notice of any trust, expressed, implied or constructive, shall be entered on the register, or be receivable by the registrar, in the case of companies registered in England and Wales.

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

- C27 S. 360 amended (12.2.1992) by S.I. 1992/225, reg. 67(2).

**361 Register to be evidence. E+W+S**

The register of members is prima facie evidence of any matters which are by this Act directed or authorised to be inserted in it.

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

- C28 S. 361 excluded (26.11.2001) by S.I. 2001/3755, reg. 24(4) (with regs. 39, 45)

**362 Overseas branch registers. E+W+S**

- (1) A company having a share capital whose objects comprise the transaction of business in any of the countries or territories specified in Part I of Schedule 14 to this Act may cause to be kept in any such country or territory in which it transacts business a branch register of members resident in that country or territory.
- (2) Such a branch register is to be known as an “overseas branch register”; and—

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- (a) any dominion register kept by a company under section 119 of the <sup>M1</sup>Companies Act 1948 is to become known as an overseas branch register of the company;
  - (b) where any Act or instrument (including in particular a company's articles) refers to a company's dominion register, that reference is to be read (unless the context otherwise requires) as being to an overseas branch register kept under this section; and
  - (c) references to a colonial register occurring in articles registered before 1st November 1929 are to be read as referring to an overseas branch register.
- (3) Part II of Schedule 14 has effect with respect to overseas branch registers kept under this section; and Part III of the Schedule enables corresponding facilities in Great Britain to be accorded to companies incorporated in other parts of the world.
- (4) The <sup>M2</sup>Foreign Jurisdiction Act 1890 has effect as if subsection (1) of this section, and Part II of Schedule 14, were included among the enactments which by virtue of section 5 of that Act may be applied by Order in Council to foreign countries in which for the time being Her Majesty has jurisdiction.
- (5) Her Majesty may by Order in Council direct that subsection (1) above and Part II of Schedule 14 shall extend, with such exceptions, modifications or adaptations (if any) as may be specified in the Order, to any territories under Her Majesty's protection to which those provisions cannot be extended under the Foreign Jurisdiction Act 1890.

#### Marginal Citations

- M1** 1948 c. 38.  
**M2** 1890 c. 37.

## [<sup>F21</sup>CHAPTER III **E+W+S**

### ANNUAL RETURN]

#### Textual Amendments

- F21** Chapter III (ss. 363–365) substituted (subject to the transitional and saving provisions in S.I. 1990/1707, **arts. 4, 5**) by Companies Act 1989 (c. 40, SIF 27), **ss. 139(1), 213(2)**

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

- C29** Chapter III (ss. 363–365) excluded by S.I. 1990/1707, **art. 5(4)(7)**

### 363 Duty to deliver annual returns. **E+W+S**

- (1) Every company shall deliver to the registrar successive annual returns each of which is made up to a date not later than the date which is from time to time the company's "return date", that is—
- (a) the anniversary of the company's incorporation, or
  - (b) if the company's last return delivered in accordance with this Chapter was made up to a different date, the anniversary of that date.

*Status:* Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.

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

- (2) Each return shall—
- (a) be in the prescribed form,
  - (b) contain the information required by or under the following provisions of this Chapter, and
  - (c) be signed by a director or the secretary of the company;
- and it shall be delivered to the registrar within 28 days after the date to which it is made up.
- (3) If a company fails to deliver an annual return in accordance with this Chapter before the end of the period of 28 days after a return date, the company is guilty of an offence and liable to a fine and, in the case of continued contravention, to a daily default fine.
- The contravention continues until such time as an annual return made up to that return date and complying with the requirements of subsection (2) (except as to date of delivery) is delivered by the company to the registrar.
- (4) Where a company is guilty of an offence under subsection (3), every director or secretary of the company is similarly liable unless he shows that he took all reasonable steps to avoid the commission or continuation of the offence.
- (5) The references in this section to a return being delivered “in accordance with this Chapter” are—
- (a) in relation to a return made [<sup>F22</sup>on or after 1st October 1990], to a return with respect to which all the requirements of subsection (2) are complied with;
  - (b) in relation to a return made before [<sup>F23</sup>1st October 1990], to a return with respect to which the formal and substantive requirements of this Chapter as it then had effect were complied with, whether or not the return was delivered in time.

#### Textual Amendments

**F22** Words substituted by S.I. 1990/1707, art. 7(a)

**F23** Words substituted by S.I. 1990/1707, art. 7(b)

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

**C30** S. 363 applied with modifications by S.I. 1985/680, regs. 4–6, Sch.

**C31** S. 363 excluded by S.I. 1985/724, reg. 4(4)

**C32** S. 363 applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, Sch. 2 Pt. I

### [<sup>F24</sup>364 Contents of annual return: general. **E+W+S**

- (1) Every annual return shall state the date to which it is made up and shall contain the following information—
- (a) the address of the company’s registered office;
  - (b) the type of company it is and its principal business activities;
  - (c) the name and address of the company secretary [<sup>F25</sup>(if any)];
  - (d) the name and address of every director of the company;
  - (e) in the case of each individual director—
    - (i) his nationality, date of birth and business occupation, <sup>F26</sup> . . .
    - <sup>F26</sup>(ii) . . . . .

*Status: Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.*

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

- <sup>F27</sup>(f) .....
- (g) if the register of members is not kept at the company's registered office, the address of the place where it is kept;
- (h) if any register of debenture holders (or a duplicate of any such register or a part of it) is not kept at the company's registered office, the address of the place where it is kept;
- <sup>F28</sup>(i) .....
- (2) The information as to the company's type shall be given by reference to the classification scheme prescribed for the purposes of this section.
- (3) The information as to the company's principal business activities may be given by reference to one or more categories of any prescribed system of classifying business activities.
- (4) A person's "name" and "address" mean, respectively—
- (a) in the case of an individual, his Christian name (or other forename) and surname and his usual residential address;
- (b) in the case of a corporation or Scottish firm, its corporate or firm name and its registered or principal office.
- (5) 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.
- (6) Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated instead of the names and addresses of the partners.]

#### Textual Amendments

- F24** Chapter III (ss. 363–365) substituted (subject to the transitional and saving provisions in S.I. 1990/1707, **arts. 4, 5**) by *Companies Act 1989* (c. 40, SIF 27), **ss. 139(1), 213(2)**
- F25** Words in s. 364(1)(c) inserted (6.4.2008) by *The Companies Act 2006 (Consequential Amendments etc) Order 2008* (S.I. 2008/948), arts. 2(2), 3(1), **Sch. 1 para. 80** (with arts. 6, 11, 12)
- F26** S. 364(1)(e)(ii) and preceding word repealed (13.9.1999) by S.I. 1999/2322, **reg. 2(a)**
- F27** S. 364(1)(f) repealed (13.9.1999) by S.I. 1999/2322, **reg. 2(b)**
- F28** S. 364(1)(i) repealed (13.9.1999) by S.I. 1999/2322, **reg. 2(c)**

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

- C33** S. 364 applied with modifications by S.I. 1985/680, regs. 4–6, **Sch.**
- C34** S. 364 excluded by S.I. 1985/724, **reg. 4(4)**
- C35** S. 364 applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, **Sch. 2 Pt. I**

### <sup>F29</sup>**364A Contents of annual return: particulars of share capital and shareholders.** **E+W** **+S**

- (1) The annual return of a company having a share capital shall contain the following information with respect to its share capital and members.
- (2) The return shall state the total number of issued shares of the company at the date to which the return is made up and the aggregate nominal value of those shares.
- (3) The return shall state with respect to each class of shares in the company—

**Status:** Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.

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

- (a) the nature of the class, and
  - (b) the total number and aggregate nominal value of issued shares of that class at the date to which the return is made up.
- (4) The return shall contain a list of the names and addresses of every person who—
  - (a) is a member of the company on the date to which the return is made up, or
  - (b) has ceased to be a member of the company since the date to which the last return was made up (or, in the case of the first return, since the incorporation of the company);and if the names are not arranged in alphabetical order the return shall have annexed to it an index sufficient to enable the name of any person in the list to be easily found.
- (5) The return shall also state—
  - (a) the number of shares of each class held by each member of the company at the date to which the return is made up, and
  - (b) the number of shares of each class transferred since the date to which the last return was made up (or, in the case of the first return, since the incorporation of the company) by each member or person who has ceased to be a member, and the dates of registration of the transfers.
- (6) The return may, if either of the two immediately preceding returns has given the full particulars required by subsections (4) and (5), give only such particulars as relate to persons ceasing to be or becoming members since the date of the last return and to shares transferred since that date.
- (7) Subsections (4) and (5) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company's registered office by the date to which the return is made up.

Those particulars shall be included in the company's next annual return after they are received.
- (8) Where the company has converted any of its shares into stock, the return shall give the corresponding information in relation to that stock, stating the amount of stock instead of the number or nominal value of shares.]

#### Textual Amendments

**F29** Chapter III (ss. 363–365) substituted (subject to the transitional and saving provisions in S.I. 1990/1707, **arts. 4, 5**) by **Companies Act 1989 (c. 40, SIF 27)**, **ss. 139(1), 213(2)**

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

**C36** S. 364A modified (12.2.1992) by **S.I. 1992/225, reg. 121, Sch. 8 para.3.**

VALID FROM 01/10/2008

#### **364B** Contents of annual return: information about shareholders: non-traded companies **E+W+S**

- (1) The annual return of a company that was a non-traded company throughout the return period must also contain the following information.

*Status: Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.*

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

- (2) The return must contain a list of the names of every person who was a member of the company at any time during the return period. If the names are not arranged in alphabetical order the return must have annexed to it an index sufficient to enable the name of any person in the list to be easily found.
- (3) The return must also state—
  - (a) the number of shares of each class held at the end of the date to which the return is made up by each person who was a member of the company at that time,
  - (b) the number of shares of each class transferred during the return period by or to each person who was a member of the company at any time during that period, and
  - (c) the dates of registration of those transfers.
- (4) If either of the two immediately preceding returns has given the full particulars required by subsections (2) and (3), the return need only give such particulars as relate—
  - (a) to persons who became, or ceased to be, members during the return period, and
  - (b) to shares transferred during that period.
- (5) Subsections (2) and (3) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company's registered office by the date to which the return is made up. Those particulars must be included in the company's next annual return after they are received.

VALID FROM 01/10/2008

**364C Contents of annual return: information about shareholders: traded companies** E+W+S

- (1) The annual return of a company that was a traded company at any time during the return period must also contain the following information.
- (2) The return must contain a list of the names and addresses of every person who held at least 5% of the issued shares of any class of the company at any time during the return period. If the names are not arranged in alphabetical order the return must have annexed to it an index sufficient to enable the name of any person in the list to be easily found.
- (3) The return must also state—
  - (a) the number of shares of each class held at the end of the date to which the return is made up by each person who held at least 5% of the issued shares of any class of the company at that time,
  - (b) the number of shares of each class transferred during the return period by or to each person who held at least 5% of the issued shares of any class of the company at any time during the return period, and
  - (c) the dates of registration of those transfers.

**Status:** Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.  
**Changes to legislation:** There are currently no known outstanding effects for the Companies Act 1985, Part XI. (See end of Document for details)

- (4) If either of the two immediately preceding returns has given the full particulars required by subsections (2) and (3), the return need only give such particulars as relate—
- (a) to persons who came to hold, or ceased to hold, at least 5% of the issued shares of any class of the company during the return period, and
  - (b) to shares transferred during that period.
- (5) Subsections (2) and (3) do not require the inclusion of particulars entered in an overseas branch register if copies of those entries have not been received at the company's registered office by the date to which the return is made up. Those particulars must be included in the company's next annual return after they are received.

VALID FROM 01/10/2008

**364D Contents of annual return: information about shareholders: supplementary** **E+W+S**

- (1) In sections 364, 364B and 364C—
- “non-traded company” means a company none of whose shares are shares admitted to trading on a regulated market (so that “traded company” means a company any of whose shares are shares admitted to trading on a regulated market);
  - “regulated market” means a market which appears on the list drawn up by an EEA State pursuant to Article 47 of Directive [2004/39/EC](#) of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments<sup>F30</sup>; and
  - “return period”, in relation to an annual return, means the period beginning immediately after the date to which the last return was made up (or, in the case of the first return, with the incorporation of the company) and ending with the date to which the return is made up.
- (2) Where a company has converted any of its shares into stock, the return must give information in relation to that stock corresponding to that required by section 364B or 364C (as the case may be) in relation to shares of the company, stating the amount of stock instead of the number of shares.

**Textual Amendments**

**F30** OJ No. L145, 30.4.2004, p.1.

**[<sup>F31</sup>365 Supplementary provisions: regulations and interpretation.** **E+W+S**

- (1) The Secretary of State may by regulations make further provision as to the information to be given in a company's annual return, which may amend or repeal the provisions of sections 364 and 364A.
- (2) Regulations under this section shall be made by statutory instrument which shall be subject to annulment in pursuance of a resolution of either House of Parliament.

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

- (3) For the purposes of this Chapter, except section 363(2)(c) (signature of annual return), a shadow director shall be deemed to be a director.]

**Textual Amendments**

**F31** Chapter III (ss. 363–365) substituted (subject to the transitional and saving provisions in S.I. 1990/1707, **arts. 4, 5**) by **Companies Act 1989 (c. 40, SIF 27)**, **ss. 139(1), 213(2)**

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

**C37** S. 365 applied with modifications by S.I. 1985/680, regs. 4–6, **Sch.**

**C38** S. 365 modified by S.I. 1990/355, **art. 10, Sch. 4 para. 2** (as amended by 1990/1707 art. 8(1))

**CHAPTER IV U.K.**

MEETINGS AND RESOLUTIONS

*Meetings*

**366 Annual general meeting. U.K.**

F32

**Textual Amendments**

**F32** S. 366 repealed (1.10.2007) by **Companies Act 2006 (c. 46)**, ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8, Sch. 2 Pt. 1** (with art. 12)

**366A Election by private company to dispense with annual general meetings. U.K.**

F33

**Textual Amendments**

**F33** S. 366A repealed (1.10.2007) by **Companies Act 2006 (c. 46)**, ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8, Sch. 2 Pt. 1** (with art. 12)

**367 Secretary of State’s power to call meeting in default. U.K.**

F34

**Textual Amendments**

**F34** S. 367 repealed (1.10.2007) by **Companies Act 2006 (c. 46)**, ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8, Sch. 2 Pt. 1** (with art. 12)



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

**368 Extraordinary general meeting on members' requisition. U.K.**

F35 .....

**Textual Amendments**

**F35** S. 368 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**369 Length of notice for calling meetings. U.K.**

F36 .....

**Textual Amendments**

**F36** S. 369 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**370 General provisions as to meetings and votes. U.K.**

F37 .....

**Textual Amendments**

**F37** S. 370 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**370A Quorum at meetings of the sole member E+W+S**

F38 .....

**Textual Amendments**

**F38** S. 370A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**371 Power of court to order meeting. U.K.**

F39 .....

**Textual Amendments**

**F39** S. 371 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**372 Proxies. U.K.**

F40 .....

*Status: Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.*

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

**Textual Amendments**

**F40** S. 372 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**373 Right to demand a poll. U.K.**

**F41** .....

**Textual Amendments**

**F41** S. 373 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**374 Voting on a poll. U.K.**

**F42** .....

**Textual Amendments**

**F42** S. 374 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**375 Representation of corporations at meetings. U.K.**

**F43** .....

**Textual Amendments**

**F43** S. 375 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

*Resolutions*

**376 Circulation of members' resolutions. U.K.**

**F44** .....

**Textual Amendments**

**F44** S. 376 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**377 In certain cases, compliance with s. 376 not required. U.K.**

**F45** .....

*Status:* Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.

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

**Textual Amendments**

**F45** S. 377 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

**378 Extraordinary and special resolutions. U.K.**

**F46** .....

**Textual Amendments**

**F46** S. 378 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

**379 Resolution requiring special notice. U.K.**

**F47** .....

**Textual Amendments**

**F47** S. 379 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

**[<sup>F48</sup>379A Elective resolution of private company. E+W+S**

- (1) An election by a private company for the purposes of—
  - (a) section 80A (election as to duration of authority to allot shares),
  - (b) <sup>F49</sup> .....
  - (c) <sup>F49</sup> .....
  - (d) <sup>F49</sup> .....
  - (e) <sup>F49</sup> .....

shall be made by resolution of the company in general meeting in accordance with this section.

Such a resolution is referred to in this Act as an “elective resolution”.

- (2) An elective resolution is not effective unless—
  - (a) at least 21 days’ notice in writing is given of the meeting, stating that an elective resolution is to be proposed and stating the terms of the resolution, and
  - (b) the resolution is agreed to at the meeting, in person or by proxy, by all the members entitled to attend and vote at the meeting.

[ An elective resolution is effective notwithstanding the fact that less than 21 days’  
<sup>F50</sup>(2A) notice in writing of the meeting is given if all the members entitled to attend and vote at the meeting so agree.]

- (2B) <sup>F51</sup> .....
- (2C) <sup>F51</sup> .....
- (2D) <sup>F51</sup> .....

*Status: Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.*

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

- (2E) <sup>F51</sup> .....
- (2F) <sup>F51</sup> .....
- (3) The company may revoke an elective resolution by passing an ordinary resolution to that effect.
- (4) An elective resolution shall cease to have effect if the company is re-registered as a public company.
- (5) An elective resolution may be passed or revoked in accordance with this section, and the provisions referred to in [<sup>F52</sup>subsections (1) and (2B) to (2E)] have effect, notwithstanding any contrary provision in the company’s articles of association.]
- (5A) <sup>F51</sup> .....

**Textual Amendments**

**F48** S. 379A inserted by Companies Act 1989 (c. 40, SIF 27), **ss. 116(2)**, 213(2)

**F49** S. 379A(1)(b)-(e) repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**F50** S. 379A(2A) inserted (19.6.1996) by S.I. 1996/1471, **art. 2**

**F51** S. 379A(2B)-(2F)(5A) repealed (20.1.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2006/3428, **art. 7(b)**, Sch. 3 Pt. 1 (with arts. 6, 8, Sch. 5 (as amended by S.I. 2007/3495, art. 11, Sch. 5))

**F52** Words in s. 379A(5) substituted (22.12.2000) by S.I. 2000/3373, **art. 21(1)(3)**

**380 Registration, etc. of resolutions and agreements. E+W+S**

- (1) A copy of every resolution or agreement to which this section applies shall, within 15 days after it is passed or made, be forwarded to the registrar of companies and recorded by him; and it must be either a printed copy or else a copy in some other form approved by the registrar.
- (2) Where articles have been registered, a copy of [<sup>F53</sup>every such resolution, and every resolution or agreement to which Chapter 3 of Part 3 of the Companies Act 2006 applies (resolutions and agreements affecting a company's constitution), which is] for the time being in force shall be embodied in or annexed to every copy of the articles issued after the passing of the resolution or the making of the agreement.
- (3) Where articles have not been registered, a printed copy of every such resolution or agreement shall be forwarded to any member at his request on payment of 5 pence or such less sum as the company may direct.
- (4) This section applies to—
  - (a) <sup>F54</sup> .....
  - (b) <sup>F55</sup> .....
  - [<sup>F56</sup>(bb) an elective resolution or a resolution revoking such a resolution;]
  - (c) <sup>F54</sup> .....
  - (d) <sup>F54</sup> .....
  - (e) <sup>F54</sup> .....
  - (f) <sup>F54</sup> .....

*Status: Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.*

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

- (g) F54 .....
- (h) F54 .....
- (j) F54 .....
- (k) F54 .....
- (l) F54 .....
- (m) F54 .....

[<sup>F57</sup>(4ZA) This section does not, despite paragraphs (a) to (c) of subsection (4), apply to any resolution of a company which is—

- (a) registered as a company in Scotland, and
- (b) entered in the Scottish Charity Register,

where that resolution is of either of the types mentioned in section 56(5) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10).]

[<sup>F58</sup>(4A) For the purposes of this section, references to a member of a company do not include the company itself where it is such a member by virtue only of its holding shares as treasury shares, and accordingly, in such circumstances, the company is not, for those purposes, to be treated as a member of any class of the company's shareholders.]

- (5) If a company fails to comply with subsection (1), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.
- (6) If a company fails to comply with subsection (2) or (3), the company and every officer of it who is in default is liable to a fine.
- (7) For purposes of subsections (5) and (6), a liquidator of a company is deemed an officer of it.

#### Textual Amendments

- F53** Words in s. 380(2) substituted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), arts. 2(2), 3(1), **Sch. 1 para. 81** (with arts. 6, 11, 12)
- F54** S. 380(4)(a)(c)-(m) repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, **Sch. 2 Pt. 1** (with art. 12) (as substituted by S.I. 2007/2607, art. 4(2)(a))
- F55** S. 380(4)(b) repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, **Sch. 2 Pt. 1** (with arts. 7, 12)
- F56** S. 380(4)(bb) inserted by Companies Act 1989 (c. 40, SIF 27), **ss. 116(3)**, 213(2)
- F57** S. 380(4ZA) inserted (S.) (1.4.2006) by Charities and Trustee Investment (Scotland) Act 2005 (asp 10), ss. 104, 107(2), **Sch. 4 para. 6**; S.S.I. 2006/189, **art. 2(1)**, **Sch. Pt. 1** (with art. 3(1)(2))
- F58** S. 380(4A) inserted (1.12.2003) by The Companies (Acquisition of Own Shares)(Treasury Shares) Regulations 2003 (S.I. 2003/1116), reg. 4, {Sch. para. 25}

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

- C39** S. 380 applied (E.W.) (1.9.1992) by Charities Act 1992 (c. 41), **s. 5(2)**; S.I. 1992/1900, art. 2(1), **Sch. 1**.  
S. 380 applied (E.W.) (1.8.1993) by 1993 c. 10, **ss. 7(2)**, 99(1)
- C40** S. 380(6) extended (12.2.1992) by S.I. 1992/225, **regs. 77(2)**, 89(4).

## 381 Resolution passed at adjourned meeting. **U.K.**

<sup>F59</sup> .....

*Status: Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.*

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

**Textual Amendments**

**F59** S. 381 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with **art. 12**)

*Written resolutions of private companies*

**381A Written resolutions of private companies. E+W+S**

**F60** .....

**Textual Amendments**

**F60** S. 381A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with **art. 12**)

**381B Duty to notify auditors of proposed written resolution U.K.**

**F61** .....

**Textual Amendments**

**F61** S. 381B repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with **art. 12**)

**381C Written resolutions: supplementary provisions. E+W+S**

**F62** .....

**Textual Amendments**

**F62** S. 381C repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with **art. 12**)

*Records of proceedings*

**382 Minutes of meetings. U.K.**

**F63** .....

**Textual Amendments**

**F63** S. 382 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with **art. 12**)

*Status:* Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.  
*Changes to legislation:* There are currently no known outstanding effects for the Companies Act 1985, Part XI. (See end of Document for details)

### 382A Recording of written resolutions. **U.K.**

F64 .....

#### Textual Amendments

**F64** S. 382A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

### 382B Recording of decisions by the sole member **E+W+S**

F65 .....

#### Textual Amendments

**F65** S. 382B repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

### 383 Inspection of minute books. **U.K.**

F66 .....

#### Textual Amendments

**F66** S. 383 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

### *f*<sup>F67</sup> Appointment of auditors

#### Textual Amendments

**F67** New ss. 384–388A inserted (subject to the savings and transitional provisions in S.I. 1990/355, arts. 4, 10, **Sch. 4**) by Companies Act 1989 (c. 40, SIF 27), ss. **118**, 119(1), 213(2), (as part of the text inserted to replace Chapter V as mentioned in s. 118 of the 1989 Act)

### 384 Duty to appoint auditors. **E+W+S**

F68 .....

#### Textual Amendments

**F68** S. 384 repealed (1.10.2007 with application to private companies) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

### 385 Appointment at general meeting at which accounts laid. **E+W+S**

F69 .....

*Status: Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.*

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

#### Textual Amendments

**F69** S. 385 repealed (1.10.2007 with application to private companies) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

### 385A Appointment by private company which is not obliged to lay accounts. **E+W+S**

**F70** .....

#### Textual Amendments

**F70** S. 385A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

### 386 Election by private company to dispense with annual appointment. **E+W+S**

**F71** .....

#### Textual Amendments

**F71** S. 386 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

### 387 Appointment by Secretary of State in default of appointment by company. **E+W+S**

**F72** .....

#### Textual Amendments

**F72** S. 387 repealed (1.10.2007 with application to private companies) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

### 388 Filling of casual vacancies. **E+W+S**

**F73** .....

#### Textual Amendments

**F73** S. 388 repealed (1.10.2007 with application to private companies) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

### 388A Certain companies exempt from obligation to appoint auditors **E+W+S**

**F74** .....]



*Status:* Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.

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

**Textual Amendments**

**F74** S. 388A repealed (1.10.2007 with application to private companies) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**F75** **389** ..... **U.K.**

**Textual Amendments**

**F75** S. 389 repealed (01.10.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 212, 213(2), **Sch. 24**; S.I. 1991/1996, **art. 2(1)(c)(i)**.

*Rights of auditors*

**389A Rights to information.** **E+W+S**

**F76** .....

**Textual Amendments**

**F76** S. 389A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

**389B Offences relating to the provision of information to auditors** **E+W+S**

**F77** .....

**Textual Amendments**

**F77** S. 389B repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

**390 Right to attend company meetings, &c.** **E+W+S**

**F78** .....

**Textual Amendments**

**F78** S. 390 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

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

### *Remuneration of auditors*

#### **390A Remuneration of auditors. E+W+S**

F79 .....

##### **Textual Amendments**

**F79** S. 390A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

#### **390B Disclosure of services provided by auditors or associates and related remuneration E+W+S**

F80 .....

##### **Textual Amendments**

**F80** S. 390B repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

### *Removal, resignation, &c. of auditors*

#### **391 Removal of auditors. E+W+S**

F81 .....

##### **Textual Amendments**

**F81** S. 391 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

#### **391A Rights of auditors who are removed or not re-appointed. E+W+S**

F82 .....

##### **Textual Amendments**

**F82** S. 391A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

#### **392 Resignation of auditors. E+W+S**

F83 .....

*Status:* Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.  
*Changes to legislation:* There are currently no known outstanding effects for the Companies Act 1985, Part XI. (See end of Document for details)

**Textual Amendments**

**F83** S. 392 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

**392A Rights of resigning auditors. E+W+S**

**F84** .....

**Textual Amendments**

**F84** S. 392A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 paras. 11(2)(3), 12(2)(4), 13(2), 14(2), 15(2))

**393 Termination of appointment of auditors not appointed annually. E+W+S**

**F85** .....

**Textual Amendments**

**F85** S. 393 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

**394 Statement by person ceasing to hold office as auditor. E+W+S**

**F86** .....

**Textual Amendments**

**F86** S. 394 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 para. 16(2))

**394A Offences of failing to comply with s. 394. E+W+S**

**F87** .....

**Textual Amendments**

**F87** S. 394A repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 para. 16(2))

**Status:**

Point in time view as at 06/04/2008. This version of this part contains provisions that are not valid for this point in time.

**Changes to legislation:**

There are currently no known outstanding effects for the Companies Act 1985, Part XI.