



# Companies Act 1985

## 1985 CHAPTER 6

### PART XI

#### COMPANY ADMINISTRATION AND PROCEDURE

### CHAPTER II

#### REGISTER OF MEMBERS

#### **352 Obligation to keep and enter up register.**

- (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).

*Status: Point in time view as at 02/04/2002.*

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- (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) An entry relating to a former member of the company may be removed from the register after the expiration of 20 years from the date on which he ceased to be a member.
- (7) Liability incurred by a company from the making or deletion of an entry in its register of members, or from a failure to make or delete any such entry, is not enforceable more than 20 years after the date on which the entry was made or deleted or, in the case of any such failure, the failure first occurred.

This is without prejudice to any lesser period of limitation.

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

- C1** S. 352 applied (26.11.2001) by S.I. 2001/3755, reg. 23(4), **Sch. 4 para. 19(1)** (with regs. 39, 45)
- C2** S. 352 restricted (26.11.2001) by S.I. 2001/3755, reg. 23(4), **Sch. 4 para. 2(4)(5)** (with regs. 39, 45)
- C3** S. 352 modified (12.2.1992) by S.I. 1992/225, reg. 16, **Sch. 2 para. 1(1)**.
- C4** 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**
- C5** 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)
- C6** 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)
- C7** 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>F1</sup>352A Statement that company has only one member**

- (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 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.]

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#### Textual Amendments

**F1** S. 352A inserted (15.7.1992) by S.I. 1992/1699, reg. 2, Sch. para. 4(1).

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

**C8** 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.

- (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)

**C9** S. 353 excluded (26.11.2001) by reg. 23(4), Sch. 4 para. 6(5)(6) (with regs. 39, 45)

**C10** S. 353(1)(2)(4) applied (12.2.1992) by S.I. 1992/225, reg. 26(1).

**C11** 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.

- (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 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.

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- (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)**

**C12** 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.**

- (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)**

**C13** 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.**

- (1) Except when the register of members is closed under the provisions of this Act, the register and the index of members' names shall <sup>F2</sup> . . . be open to the inspection of any member of the company without charge, and of any other person on payment of [<sup>F3</sup>such fee as may be prescribed].

<sup>F4</sup>(2) . . . . .

- (3) Any member of the company or other person may require a copy of the register, or of any part of it, on payment of [<sup>F5</sup>such fee as may be prescribed]; and the company shall

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cause any copy so required by a person to be sent to him within 10 days beginning with the day next following that on which the requirement is received by the company.

<sup>F6</sup>(4) .....

(5) If an inspection required under this section is refused, or if a copy so required is not sent within the proper period, the company and every officer of it who is in default is liable in respect of each offence to a fine.

(6) In the case of such refusal or default, the court may by order compel an immediate inspection of the register and index, or direct that the copies required be sent to the persons requiring them.

#### Textual Amendments

**F2** Words in s. 356(1) repealed (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(8)(a), 212, Sch. 24; S.I. 1991/1996, art. 2(2)(b)(c).

**F3** Words in s. 356(1) substituted (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(8)(a), 213(2); S.I. 1991/1996, art. 2(2)(b).

**F4** S. 356(2) repealed (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(8)(b), 212, Sch. 24; S.I. 1991/1996, art. 2(2)(b)(c).

**F5** Words in s. 356(3) substituted (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(8)(c), 213(2); S.I. 1991/1996, art. 2(2)(b).

**F6** S. 356(4) repealed (01.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(8)(d), 212, 213(2), Sch. 24; S.I. 1991/1996, art. 2(2)(b)(c).

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

**C14** S. 356 applied (with modifications) (26.11.2001) by S.I. 2001/3755, reg. 23(4), Sch. 4 para. 9 (with regs. 39, 45)

**C15** S. 356 applied (12.2.1992) by S.I. 1992/225, reg. 26(2).

**C16** S. 356(1) explained (1.11.1991) by S.I. 1991/1998, reg. 3(1).  
S. 356(1) amended (1.11.1991) by S.I. 1991/1998, reg. 4(2)(a).

**C17** S. 356(3) amended (1.11.1991) by S.I. 1991/1998, reg. 4(3)(a).

**C18** S. 356(6) extended (12.2.1992) by S.I. 1992/225, reg. 26(3).  
S. 356(6) extended (26.11.2001) by S.I. 2001/3755, reg. 23(4), Sch. 4 para. 10 (with regs. 39, 45)

### 357 Non-compliance with ss. 353, 354, 356; agent's default.

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
- section 356 (inspection),

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, and the power of the court under section 356(6) extends to the making of orders against that other and his officers and servants.

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

**C19** S. 357 excluded (26.11.2001) by S.I. 2001/3755, reg. 23(4), Sch. 4 para. 6(5)(6) (with regs. 39, 45)

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**C20** S. 357 applied (12.2.1992) by S.I. 1992/225, **reg. 26(3)**.

### 358 Power to close register.

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)

- C21** 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.

- (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.
- (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)

- C22** S. 359 restricted (26.11.2001) by S.I. 2001/3755, **reg. 23(4), Sch. 4 para. 11** (with **regs. 39, 45**)  
**C23** S. 359 excluded (12.2.1992) by S.I. 1992/225, **reg. 73(2)**.  
**C24** S. 359(1)(a) applied (with modifications) (12.2.1992) by S.I. 1992/225, **reg. 73(1)**.  
**C25** 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.

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.

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

**C26** S. 360 amended (12.2.1992) by S.I. 1992/225, reg. 67(2).

**361 Register to be evidence.**

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)**

**C27** S. 361 excluded (26.11.2001) by S.I. 2001/3755, reg. 24(4) (with regs. 39, 45)

**362 Overseas branch registers.**

- (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—
  - (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.

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