



# Companies Act 1985

## 1985 CHAPTER 6

### PART XI

#### COMPANY ADMINISTRATION AND PROCEDURE

#### [<sup>F1</sup>CHAPTER III

#### ANNUAL RETURN]

##### Textual Amendments

- F1** 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)

- C1** Chapter III (ss. 363–365) excluded by S.I. 1990/1707, art. 5(4)(7)

### 363 Duty to deliver annual returns.

- (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—
- the anniversary of the company's incorporation, or
  - if the company's last return delivered in accordance with this Chapter was made up to a different date, the anniversary of that date.
- (2) Each return shall—
- be in the prescribed form,
  - contain the information required by or under the following provisions of this Chapter, and
  - be signed by a director or the secretary of the company;

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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>F2</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>F3</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

- F2** Words substituted by S.I. 1990/1707, art. 7(a)  
**F3** Words substituted by S.I. 1990/1707, art. 7(b)

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

- C2** S. 363 applied with modifications by S.I. 1985/680, regs. 4–6, Sch.  
**C3** S. 363 excluded by S.I. 1985/724, reg. 4(4)  
**C4** S. 363 applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, Sch. 2 Pt. I

### <sup>F4</sup>364 Contents of annual return: general.

- (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;
  - (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, and
    - (ii) such particulars of other directorships and former names as are required to be contained in the company’s register of directors;
  - (f) in the case of any corporate director, such particulars of other directorships as would be required to be contained in that register in the case of an individual;
  - (g) if the register of members is not kept at the company’s registered office, the address of the place where it is kept;

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- (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;
  - (i) if the company has elected—
    - (i) to dispense under section 252 with the laying of accounts and reports before the company in general meeting, or
    - (ii) to dispense under section 366A with the holding of annual general meetings,a statement to that effect.
- (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

**F4** 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)

**C5** S. 364 applied with modifications by S.I. 1985/680, regs. 4–6, Sch.

**C6** S. 364 excluded by S.I. 1985/724, reg. 4(4)

### [<sup>F5</sup>364A Contents of annual return: particulars of share capital and shareholders.

- (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—
  - (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—

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- (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

- F5** 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)

- C7** 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**

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

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- (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**

- (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.
- (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

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(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**

- (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>F6</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.

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#### **Textual Amendments**

**F6** OJ No. L145, 30.4.2004, p.1.

#### **[<sup>F7</sup>365 Supplementary provisions: regulations and interpretation.**

- (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.
- (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.]

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**Textual Amendments**

**F7** 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)**

**C8** S. 365 applied with modifications by S.I. 1985/680, regs. 4–6, **Sch.**

**C9** S. 365 modified by S.I. 1990/355, art. 10, **Sch. 4 para. 2** (as amended by 1990/1707 art. 8(1))

**Status:**

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**Changes to legislation:**

There are currently no known outstanding effects for the Companies Act 1985, Chapter III.