



# Companies Act 1985

## 1985 CHAPTER 6

### PART XXIII

#### OVERSEA COMPANIES

#### CHAPTER I

##### REGISTRATION, ETC.

#### **691 Documents to be delivered to registrar.**

- (1) When a company incorporated outside Great Britain establishes a place of business in Great Britain, it shall within one month of doing so deliver to the registrar of companies for registration—
- (a) a certified copy of the charter, statutes or memorandum and articles of the company or other instrument constituting or defining the company's constitution, and, if the instrument is not written in the English language, a certified translation of it; and
  - (b) a return in the prescribed form containing—
    - (i) a list of the company's directors and secretary, containing [<sup>F1</sup>(subject to subsection (5)).] the particulars specified in the next subsection,
    - (ii) a list of the names and addresses of some one or more persons resident in Great Britain authorised to accept on the company's behalf service of process and any notices required to be served on it,
    - (iii) a list of the documents delivered in compliance with paragraph (a) of this subsection, and
    - (iv) [<sup>F2</sup>subject to subsection (3A),] a statutory declaration (made by a director or secretary of the company or by any person whose name and address are given in the list required by sub-paragraph (ii)), stating the date on which the company's place of business in Great Britain was established.

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*Status: Point in time view as at 01/07/2005. This version of this provision has been superseded.*

*Changes to legislation: Companies Act 1985, Section 691 is up to date with all changes known to be in force on or before 25 July 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

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[<sup>F3</sup>(2) The list referred to in subsection (1)(b)(i) shall contain the following particulars with respect to each director—

- (a) in the case of an individual—
  - (i) his name,
  - (ii) any former name,
  - (iii) his usual residential address,
  - (iv) his nationality,
  - (v) his business occupation (if any),
  - (vi) if he has no business occupation but holds other directorships, particulars of them, and
  - (vii) his date of birth;
- (b) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.

(3) The list referred to in subsection (1)(b)(i) shall contain the following particulars with respect to the secretary (or, where there are joint secretaries, with respect to each of them)—

- (a) in the case of an individual, his name, any former name and his usual residential address;
- (b) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.

Where all the partners in a firm are joint secretaries of the company, the name and principal office of the firm may be stated instead of the particulars required by paragraph (a).

[ In place of the statutory declaration referred to in sub-paragraph (iv) of paragraph (b) <sup>F4</sup>(3A) of subsection (1), there may be delivered to the registrar of companies using electronic communications a statement made by any person by whom the declaration could have been made stating the date on which the company's place of business in Great Britain was established.]

(4) In subsections (2)(a) and (3)(a) above—

- (a) “name” means a person's Christian name (or other forename) and surname, except that 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; and
- (b) the reference to a former name does not include—
  - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
  - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or
  - (iii) in the case of a married woman, the name by which she was known previous to the marriage.]

[<sup>F5</sup>(4A) Any person who makes a false statement under subsection (3A) which he knows to be false or does not believe to be true is liable to imprisonment or a fine, or both.]

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- [<sup>F6</sup>(5) Where a confidentiality order made under section 723B is in force in respect of a director or secretary required to be specified in the list under subsection (1)(b)(i)—
- (a) if the order is in respect of a director, subsection (2) has effect in respect of that director as if the reference in subsection (2)(a)(iii) to his usual residential address were a reference to the address for the time being notified by him to the company under regulations made under sections 723B to 723F;
  - (b) if the order is in respect of a secretary, subsection (3) has effect in respect of that secretary as if the reference in subsection (3)(a) to his usual residential address were a reference to the address for the time being notified by him to the company under such regulations; and
  - (c) in either case the company shall deliver to the registrar, in addition to the return required by subsection (1), a return in the prescribed form containing the usual residential address of the director or secretary to whom the confidentiality order relates, and any such return shall be delivered to the registrar within one month of the company establishing a place of business in Great Britain.]

#### Textual Amendments

- F1** Words in s. 691(1)(b)(i) inserted (2.4.2002) by [The Companies \(Particulars of Usual Residential Address\) \(Confidentiality Orders\) Regulations 2002 \(S.I. 2002/912\)](#), reg. 16, **Sch. 2 para. 5(2)**
- F2** Words in s. 691(1)(b)(iv) inserted (22.12.2000) by [S.I. 2000/3373](#), **art. 26(1)(2)**
- F3** S. 691(2) substituted (subject to the transitional and saving provisions in [S.I. 1990/1707](#), **art. 6**) by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 145, 213(2), **Sch. 19 para. 6**
- F4** S. 691(3A) inserted (22.12.2000) by [S.I. 2000/3373](#), **art. 26(1)(3)**
- F5** S. 691(4A) inserted (22.12.2000) by [S.I. 2000/3373](#), **art. 26(1)(4)**
- F6** S. 691(5) inserted (2.4.2002) by [The Companies \(Particulars of Usual Residential Address\) \(Confidentiality Orders\) Regulations 2002 \(S.I. 2002/912\)](#), reg. 16, **Sch. 2 para. 5(3)**

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

- C1** S. 691 modified (1.1.1993) by [S.I. 1992/3179](#), reg. 5, **Sch. 4 para. 1(5)(7)**.

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