



Companies Act 2006

2006 CHAPTER 46

PART 34

OVERSEAS COMPANIES

Modifications etc. (not altering text)

- C1** Pts. 1-39 (except for Pt. 7 and ss. 662-669), 45-47 extended (12.5.2011) by [The Companies Act 2006 \(Consequential Amendments and Transitional Provisions\) Order 2011 \(S.I. 2011/1265\)](#), art. 5(1), [Sch. 1 para. 2](#)

Introductory

1044 Overseas companies

In the Companies Acts an “overseas company” means a company incorporated outside the United Kingdom.

1045 Company contracts and execution of documents by companies

- (1) The Secretary of State may make provision by regulations applying sections 43 to 52 (formalities of doing business and other matters) to overseas companies, subject to such exceptions, adaptations or modifications as may be specified in the regulations.
- (2) Regulations under this section are subject to negative resolution procedure.

Commencement Information

- II** [S. 1045](#) wholly in force at 1.10.2009; [s. 1045](#) not in force at Royal Assent, see [s. 1300](#); [s. 1045](#) in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); [s. 1045](#) otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

Status: Point in time view as at 12/03/2015.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Part 34. (See end of Document for details)

Registration of particulars

1046 Duty to register particulars

- (1) The Secretary of State may make provision by regulations requiring an overseas company—
 - (a) to deliver to the registrar for registration a return containing specified particulars, and
 - (b) to deliver to the registrar with the return specified documents.
- (2) The regulations—
 - (a) must, in the case of a company other than a Gibraltar company, require the company to register particulars if the company opens a branch in the United Kingdom, and
 - (b) may, in the case of a Gibraltar company, require the company to register particulars if the company opens a branch in the United Kingdom, and
 - (c) may, in any case, require the registration of particulars in such other circumstances as may be specified.
- (3) In subsection (2)—

“branch” means a branch within the meaning of the Eleventh Company Law Directive (89/666/EEC);

“Gibraltar company” means a company incorporated in Gibraltar.
- (4) The regulations may provide that where a company has registered particulars under this section and any alteration is made—
 - (a) in the specified particulars, or
 - (b) in any document delivered with the return,

the company must deliver to the registrar for registration a return containing specified particulars of the alteration.
- (5) The regulations may make provision—
 - (a) requiring the return under this section to be delivered for registration to the registrar for a specified part of the United Kingdom, and
 - (b) requiring it to be so delivered before the end of a specified period.
- (6) The regulations may make different provision according to—
 - (a) the place where the company is incorporated, and
 - (b) the activities carried on (or proposed to be carried on) by it.

This is without prejudice to the general power to make different provision for different cases.
- (7) In this section “specified” means specified in the regulations.
- (8) Regulations under this section are subject to affirmative resolution procedure.

Commencement Information

I2 [S. 1046](#) wholly in force at 1.10.2009; [s. 1046](#) not in force at Royal Assent, see [s. 1300](#); [s. 1046](#) in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts.](#)

Status: Point in time view as at 12/03/2015.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Part 34. (See end of Document for details)

6, 8, Sch. 5); s. 1046 otherwise in force at 1.10.2009 by S.I. 2008/2860, art. 3(q) (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

1047 Registered name of overseas company

- (1) Regulations under section 1046 (duty to register particulars) must require an overseas company that is required to register particulars to register its name.
- (2) This may be—
 - (a) the company's corporate name (that is, its name under the law of the country or territory in which it is incorporated) or
 - (b) an alternative name specified in accordance with section 1048.
- (3) Subject only to subsection (5), an EEA company may always register its corporate name.
- (4) In any other case, the following provisions of Part 5 (a company's name) apply in relation to the registration of the name of an overseas company—
 - (a) section 53 (prohibited names);
 - (b) sections 54 to 56 (sensitive words and expressions);
 - (c) section 65 (inappropriate use of indications of company type or legal form);
 - (d) sections 66 to 74 (similarity to other names);
 - (e) section 75 (provision of misleading information etc);
 - (f) section 76 (misleading indication of activities).
- (5) The provisions of section 57 (permitted characters etc) apply in every case.
- (6) Any reference in the provisions mentioned in subsection (4) or (5) to a change of name shall be read as a reference to registration of a different name under section 1048.

Commencement Information

- I3** S. 1047 wholly in force at 1.10.2009; s. 1047 not in force at Royal Assent, see s. 1300; s. 1047 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, art. 3(3) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5); s. 1047 otherwise in force at 1.10.2009 by S.I. 2008/2860, art. 3(q) (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

1048 Registration under alternative name

- (1) An overseas company that is required to register particulars under section 1046 may at any time deliver to the registrar for registration a statement specifying a name, other than its corporate name, under which it proposes to carry on business in the United Kingdom.
- (2) An overseas company that has registered an alternative name may at any time deliver to the registrar of companies for registration a statement specifying a different name under which it proposes to carry on business in the United Kingdom (which may be its corporate name or a further alternative) in substitution for the name previously registered.
- (3) The alternative name for the time being registered under this section is treated for all purposes of the law applying in the United Kingdom as the company's corporate name.

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- (4) This does not—
- (a) affect the references in this section or section 1047 to the company's corporate name,
 - (b) affect any rights or obligation of the company, or
 - (c) render defective any legal proceedings by or against the company.
- (5) Any legal proceedings that might have been continued or commenced against the company by its corporate name, or any name previously registered under this section, may be continued or commenced against it by its name for the time being so registered.

Other requirements

1049 Accounts and reports: general

- (1) The Secretary of State may make provision by regulations requiring an overseas company that is required to register particulars under section 1046—
- (a) to prepare the like accounts^{F1} and strategic report] and directors' report, and
 - (b) to cause to be prepared such an auditor's report,
- as would be required if the company were formed and registered under this Act.
- (2) The regulations may for this purpose apply, with or without modifications, all or any of the provisions of—
- Part 15 (accounts and reports), and
 - Part 16 (audit).
- (3) The Secretary of State may make provision by regulations requiring an overseas company to deliver to the registrar copies of—
- (a) the accounts and reports prepared in accordance with the regulations, or
 - (b) the accounts and reports that it is required to prepare and have audited under the law of the country in which it is incorporated.
- (4) Regulations under this section are subject to negative resolution procedure.

Textual Amendments

- F1** Words in s. 1049(1)(a) inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), reg. 1(2)(3), [Sch. para. 24](#)

Commencement Information

- I4** S. 1049 wholly in force at 1.10.2009; s. 1049 not in force at Royal Assent, see s. 1300; s. 1049 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1049 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1050 Accounts and reports: credit or financial institutions

- (1) This section applies to a credit or financial institution—
- (a) that is incorporated or otherwise formed outside the United Kingdom and Gibraltar,

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- (b) whose head office is outside the United Kingdom and Gibraltar, and
 - (c) that has a branch in the United Kingdom.
- (2) In subsection (1) “branch” means a place of business that forms a legally dependent part of the institution and conducts directly all or some of the operations inherent in its business.
- (3) The Secretary of State may make provision by regulations requiring an institution to which this section applies—
- (a) to prepare the like accounts^{F2} and strategic report] and directors' report, and
 - (b) to cause to be prepared such an auditor's report,
- as would be required if the institution were a company formed and registered under this Act.
- (4) The regulations may for this purpose apply, with or without modifications, all or any of the provisions of—
- Part 15 (accounts and reports), and
 - Part 16 (audit).
- (5) The Secretary of State may make provision by regulations requiring an institution to which this section applies to deliver to the registrar copies of—
- (a) accounts and reports prepared in accordance with the regulations, or
 - (b) accounts and reports that it is required to prepare and have audited under the law of the country in which the institution has its head office.
- (6) Regulations under this section are subject to negative resolution procedure.

Textual Amendments

- F2** Words in s. 1050(3)(a) inserted (with effect in accordance with reg. 1(4) of the amending S.I.) by [The Companies Act 2006 \(Strategic Report and Directors' Report\) Regulations 2013 \(S.I. 2013/1970\)](#), reg. 1(2)(3), [Sch. para. 25](#)

Commencement Information

- I5** S. 1050 wholly in force at 1.10.2009; s. 1050 not in force at Royal Assent, see s. 1300; s. 1050 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1050 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1051 Trading disclosures

- (1) The Secretary of State may by regulations make provision requiring overseas companies carrying on business in the United Kingdom—
- (a) to display specified information in specified locations,
 - (b) to state specified information in specified descriptions of document or communication, and
 - (c) to provide specified information on request to those they deal with in the course of their business.
- (2) The regulations—

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- (a) shall in every case require a company that has registered particulars under section 1046 to disclose the name registered by it under section 1047, and
 - (b) may make provision as to the manner in which any specified information is to be displayed, stated or provided.
- (3) The regulations may make provision corresponding to that made by—
section 83 (civil consequences of failure to make required disclosure), and
section 84 (criminal consequences of failure to make required disclosure).
- (4) In this section “specified” means specified in the regulations.
- (5) Regulations under this section are subject to affirmative resolution procedure.

Modifications etc. (not altering text)

- C2** [S. 1051](#) applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **59**

Commencement Information

- I6** [S. 1051](#) wholly in force at 1.10.2009; [s. 1051](#) not in force at Royal Assent, see [s. 1300](#); [s. 1051](#) in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); [s. 1051](#) otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1052 Company charges

- (1) The Secretary of State may by regulations make provision about the registration of specified charges over property in the United Kingdom of a registered overseas company.
- (2) The power in subsection (1) includes power to make provision about—
- (a) a registered overseas company that—
 - (i) has particulars registered in more than one part of the United Kingdom;
 - (ii) has property in more than one part of the United Kingdom;
 - (b) the circumstances in which property is to be regarded, for the purposes of the regulations, as being, or not being, in the United Kingdom or in a particular part of the United Kingdom;
 - (c) the keeping by a registered overseas company of records and registers about specified charges and their inspection;
 - (d) the consequences of a failure to register a charge in accordance with the regulations;
 - (e) the circumstances in which a registered overseas company ceases to be subject to the regulations.
- (3) The regulations may for this purpose apply, with or without modifications, any of the provisions of Part 25 (company charges).
- (4) The regulations may modify any reference in an enactment to Part 25, or to a particular provision of that Part, so as to include a reference to the regulations or to a specified provision of the regulations.

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Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Part 34. (See end of Document for details)

- (5) Regulations under this section are subject to negative resolution procedure.
- (6) In this section—
- “registered overseas company” means an overseas company that has registered particulars under section 1046(1), and
- “specified” means specified in the regulations.

Modifications etc. (not altering text)

- C3** S. 1052 restricted (17.2.2009 for certain purposes, otherwise 21.2.2009) by [Banking Act 2001 \(c. 1\), s. 252\(2\)\(c\)](#) (with [s. 247](#)); [S.I. 2009/296](#), [arts. 2, 3](#), [Sch.](#)

Commencement Information

- I7** S. 1052 wholly in force at 1.10.2009; s. 1052 not in force at Royal Assent, see [s. 1300](#); s. 1052 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1052 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1053 Other returns etc

- (1) This section applies to overseas companies that are required to register particulars under section 1046.
- (2) The Secretary of State may make provision by regulations requiring the delivery to the registrar of returns—
- (a) by a company to which this section applies that—
- (i) is being wound up, or
- (ii) becomes or ceases to be subject to insolvency proceedings, or an arrangement or composition or any analogous proceedings;
- (b) by the liquidator of a company to which this section applies.
- (3) The regulations may specify—
- (a) the circumstances in which a return is to be made,
- (b) the particulars to be given in it, and
- (c) the period within which it is to be made.
- (4) The Secretary of State may make provision by regulations requiring notice to be given to the registrar of the appointment in relation to a company to which this section applies of a judicial factor (in Scotland).
- (5) The regulations may include provision corresponding to any provision made by section 1154 of this Act (duty to notify registrar of certain appointments).
- (6) Regulations under this section are subject to affirmative resolution procedure.

Commencement Information

- I8** S. 1053 wholly in force at 1.10.2009; s. 1053 not in force at Royal Assent, see [s. 1300](#); s. 1053 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1053 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

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Supplementary

1054 Offences

- (1) Regulations under this Part may specify the person or persons responsible for complying with any specified requirement of the regulations.
- (2) Regulations under this Part may make provision for offences, including provision as to—
 - (a) the person or persons liable in the case of any specified contravention of the regulations, and
 - (b) circumstances that are, or are not, to be a defence on a charge of such an offence.
- (3) The regulations must not provide—
 - (a) for imprisonment, or
 - (b) for the imposition on summary conviction of a fine exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [^{F3}one-tenth of level 5 on the standard scale][^{F3}one-tenth of the greater of £5,000 or level 4 on the standard scale].
- (4) In this section “specified” means specified in the regulations.

Textual Amendments

- F3** Words in s. 1054(3)(b) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), [Sch. 3 para. 17](#) (with reg. 5(1))

Commencement Information

- I9** S. 1054 wholly in force at 1.10.2009; s. 1054 not in force at Royal Assent, see s. 1300; s. 1054 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1054 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1055 Disclosure of individual's residential address: protection from disclosure

Where regulations under section 1046 (overseas companies: duty to register particulars) require an overseas company to register particulars of an individual's usual residential address, they must contain provision corresponding to that made by Chapter 8 of Part 10 (directors' residential addresses: protection from disclosure).

Commencement Information

- I10** S. 1055 wholly in force at 1.10.2009; s. 1055 not in force at Royal Assent, see s. 1300; s. 1055 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1055 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), [art. 3\(q\)](#) (with [arts. 5, 7, 8](#), [Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

Status: Point in time view as at 12/03/2015.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Part 34. (See end of Document for details)

1056 Requirement to identify persons authorised to accept service of documents

Regulations under section 1046 (overseas companies: duty to register particulars) must require an overseas company to register—

- (a) particulars identifying every person resident in the United Kingdom authorised to accept service of documents on behalf of the company, or
- (b) a statement that there is no such person.

Commencement Information

I11 S. 1056 wholly in force at 1.10.2009; s. 1056 not in force at Royal Assent, see s. 1300; s. 1056 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, art. 3(3) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5); s. 1056 otherwise in force at 1.10.2009 by S.I. 2008/2860, art. 3(q) (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

1057 Registrar to whom returns, notices etc to be delivered

- (1) This section applies to an overseas company that is required to register or has registered particulars under section 1046 in more than one part of the United Kingdom.
- (2) The Secretary of State may provide by regulations that, in the case of such a company, anything authorised or required to be delivered to the registrar under this Part is to be delivered—
 - (a) to the registrar for each part of the United Kingdom in which the company is required to register or has registered particulars, or
 - (b) to the registrar for such part or parts of the United Kingdom as may be specified in or determined in accordance with the regulations.
- (3) Regulations under this section are subject to negative resolution procedure.

Commencement Information

I12 S. 1057 wholly in force at 1.10.2009; s. 1057 not in force at Royal Assent, see s. 1300; s. 1057 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, art. 3(3) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5); s. 1057 otherwise in force at 1.10.2009 by S.I. 2008/2860, art. 3(q) (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

1058 Duty to give notice of ceasing to have registrable presence

- (1) The Secretary of State may make provision by regulations requiring an overseas company—
 - (a) if it has registered particulars following the opening of a branch, in accordance with regulations under section 1046(2)(a) or (b), to give notice to the registrar if it closes that branch;
 - (b) if it has registered particulars in other circumstances, in accordance with regulations under section 1046(2)(c), to give notice to the registrar if the circumstances that gave rise to the obligation to register particulars cease to obtain.
- (2) The regulations must provide for the notice to be given to the registrar for the part of the United Kingdom to which the original return of particulars was delivered.

Status: Point in time view as at 12/03/2015.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Part 34. (See end of Document for details)

- (3) The regulations may specify the period within which notice must be given.
- (4) Regulations under this section are subject to negative resolution procedure.

Commencement Information

I13 S. 1058 wholly in force at 1.10.2009; s. 1058 not in force at Royal Assent, see s. 1300; s. 1058 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, **art. 3(3)** (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5); s. 1058 otherwise in force at 1.10.2009 by S.I. 2008/2860, **art. 3(q)** (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

1059 Application of provisions in case of relocation of branch

For the purposes of this Part—

- (a) the relocation of a branch from one part of the United Kingdom to another counts as the closing of one branch and the opening of another;
- (b) the relocation of a branch within the same part of the United Kingdom does not.

Status:

Point in time view as at 12/03/2015.

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 2006, Part 34.