



# Companies Act 2006

## 2006 CHAPTER 46

### PART 35

#### THE REGISTRAR OF COMPANIES

##### *Public notice of receipt of certain documents*

#### **1077 Public notice of receipt of certain documents**

- (1) The registrar must cause to be published—
  - (a) in the Gazette, or
  - (b) in accordance with section 1116 (alternative means of giving public notice), notice of the receipt by the registrar of any document that, on receipt, is subject to the Directive disclosure requirements (see section 1078).
- (2) The notice must state the name and registered number of the company, the description of document and the date of receipt.
- (3) The registrar is not required to cause notice of the receipt of a document to be published before the date of incorporation of the company to which the document relates.

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

- C1** S. 1077 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations (S.I. 2007/2974), {reg. 19(4)(b)}
- C2** Ss. 1077-1079 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **63** (with reg. 60) (as amended (with effect in accordance with reg. 3 of the amending S.I.) by [The Reports on Payments to Governments Regulations 2014 \(S.I. 2014/3209\)](#), regs. 1(2), **20(2)** and as amended (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 1 para. 6**)
- C3** Ss. 1077-1079 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 19** (with transitional provisions and savings in regs. 7,

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*Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: Public notice of receipt of certain documents. (See end of Document for details)*

- 9, Sch. 2) (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, regs. 1, 23 and as amended (30.6.2016) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2016 (S.I. 2016/599), reg. 1, **Sch. 2 para. 3**)
- C4** S. 1077 power to apply (with or without modifications) conferred (31.1.2019) by Technical and Further Education Act 2017 (c. 19), **ss. 8, 47(2)**; S.I. 2018/1161, reg. 3(a)
- C5** S. 1077(1)(2) applied (with modifications) by S.I. 2014/3209, reg 20A Table A (as inserted (18.12.2015) by The Reports on Payments to Governments (Amendment) Regulations 2015 (S.I. 2015/1928), regs. 1(2), 3)

#### Commencement Information

- II** S. 1077 wholly in force at 1.1.2007, see s. 1300 and S.I. 2006/3428, **art. 2(1)(b)** (subject to **art. 5, Sch. 1** and with **arts. 6, 8, Sch. 5**)

### 1078 Documents subject to Directive disclosure requirements

- (1) The documents subject to the “Directive disclosure requirements” are as follows.

The requirements referred to are those of Article 3 of [<sup>F1</sup>Directive 2009/101/EC], as amended, extended and applied.

- (2) In the case of every company—

#### *Constitutional documents*

1. The company's memorandum and articles.
2. Any amendment of the company's articles (including every resolution or agreement required to be embodied in or annexed to copies of the company's articles issued by the company).
3. After any amendment of the company's articles, the text of the articles as amended.
4. Any notice of a change of the company's name.

#### *Directors*

1. The statement of proposed officers required on formation of the company.
2. Notification of any change among the company's directors.
3. Notification of any change in the particulars of directors required to be delivered to the registrar.

#### [<sup>F2</sup> *Accounts and reports etc*]

1. All documents required to be delivered to the registrar under section 441 (annual accounts and reports).

[<sup>F3</sup>1A. All documents delivered to the registrar under sections 394A(2)(e), 448A(2)(e) and 479A(2)(e) (qualifying subsidiary companies: conditions for exemption from the audit, preparation and filing of individual accounts).]

2. [<sup>F4</sup>Any confirmation statement delivered by the company under section 853A.]

#### *Registered office*

Notification of any change of the company's registered office.

#### *Winding up*

1. Copy of any winding-up order in respect of the company.
2. Notice of the appointment of liquidators.
3. Order for the dissolution of a company on a winding up.
4. Return by a liquidator of the final meeting of a company on a winding up.

- (3) In the case of a public company—

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*Status: Point in time view as at 31/01/2019.*

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### *Share capital*

1. Any statement of capital and initial shareholdings.
2. Any return of allotment and the statement of capital accompanying it.
3. Copy of any resolution under section 570 or 571 (disapplication of pre-emption rights).
4. Copy of any report under section 593 or 599 as to the value of a non-cash asset.
5. Statement of capital accompanying notice given under section 625 (notice by company of redenomination of shares).
6. Statement of capital accompanying notice given under section 627 (notice by company of reduction of capital in connection with redenomination of shares).
7. Notice delivered under section 636 (notice of new name of class of shares) or 637 (notice of variation of rights attached to shares).
8. Statement of capital accompanying order delivered under section 649 (order of court confirming reduction of capital).
9. Notification (under section 689) of the redemption of shares and the statement of capital accompanying it.
10. Statement of capital accompanying return delivered under section 708 (notice of cancellation of shares on purchase of own shares) or 730 (notice of cancellation of shares held as treasury shares).
11. Any statement of compliance delivered under section 762 (statement that company meets conditions for issue of trading certificate).
- [<sup>F5</sup>12. Any statement delivered under section 762(1)(e) (statement of the aggregate amount paid up on shares on account of their nominal value).]

### *Mergers and divisions*

1. Copy of any draft of the terms of a scheme required to be delivered to the registrar under section 906 or 921.
2. Copy of any order under section 899 or 900 in respect of a compromise or arrangement to which Part 27 (mergers and divisions of public companies) applies.

[<sup>F6</sup>(3A) In the case of a private company which applies to re-register as a public company, the statement delivered under section 94(2)(e) (statement of the aggregate amount paid up on shares on account of their nominal value).]

- (4) Where a private company re-registers as a public company (see section 96)—
- (a) the last statement of capital relating to the company received by the registrar under any provision of the Companies Acts becomes subject to the Directive disclosure requirements, and
  - (b) section 1077 (public notice of receipt of certain documents) applies as if the statement had been received by the registrar when the re-registration takes effect.

[<sup>F7</sup>(4A) Where a company is required by regulation 14 of the Reports on Payments to Governments Regulations 2014 to deliver to the registrar a report or consolidated report on payments to governments, that report or consolidated report.

- (4B) Where a company is required by regulation 15 of the Reports on Payments to Governments Regulations 2014 to deliver to the registrar information on payments to governments which is contained in a report or consolidated report prepared in accordance with equivalent reporting requirements (within the meaning of those Regulations), that information. ]

*Status: Point in time view as at 31/01/2019.*

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: Public notice of receipt of certain documents. (See end of Document for details)*

- (5) In the case of an overseas company, such particulars, returns and other documents required to be delivered under Part 34 as may be specified by the Secretary of State by regulations.
- (6) Regulations under subsection (5) are subject to negative resolution procedure.

#### Textual Amendments

- F1** Words in s. 1078(1) substituted (7.7.2014) by [The Companies Act 2006 \(Interconnection of Registers\) Order 2014 \(S.I. 2014/1557\)](#), arts. 1, 4
- F2** Words in s. 1078(2) substituted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 93\(5\)\(a\)](#), 164(1); S.I. 2016/321, reg. 6(b)
- F3** Words in s. 1078(2) inserted (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, 19
- F4** Words in s. 1078(2) substituted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 93\(5\)\(b\)](#), 164(1); S.I. 2016/321, reg. 6(b)
- F5** Words in s. 1078(3) inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 98\(4\)\(a\)](#), 164(1); S.I. 2016/321, reg. 6(f)
- F6** S. 1078(3A) inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 98\(4\)\(b\)](#), 164(1); S.I. 2016/321, reg. 6(f)
- F7** S. 1078(4A)(4B) inserted (with effect in accordance with reg. 3 of the amending S.I.) by [The Reports on Payments to Governments Regulations 2014 \(S.I. 2014/3209\)](#), regs. 1(2), 20(1)

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

- C6** Ss. 1077-1079 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 63 (with reg. 60) (as amended (with effect in accordance with reg. 3 of the amending S.I.) by [The Reports on Payments to Governments Regulations 2014 \(S.I. 2014/3209\)](#), regs. 1(2), 20(2) and as amended (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, Sch. 1 para. 6)
- C7** Ss. 1077-1079 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, [Sch. 1 para. 19](#) (with transitional provisions and savings in regs. 7, 9, Sch. 2) (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, regs. 1, 23 and as amended (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, Sch. 2 para. 3)

#### Commencement Information

- I2** S. 1078 wholly in force at 1.1.2007, see s. 1300 and [S.I. 2006/3428](#), [art. 2\(1\)\(c\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#))

### 1079 Effect of failure to give public notice

- (1) A company is not entitled to rely against other persons on the happening of any event to which this section applies unless—
- (a) the event has been officially notified at the material time, or
  - (b) the company shows that the person concerned knew of the event at the material time.
- (2) The events to which this section applies are—
- (a) an amendment of the company's articles,

*Status: Point in time view as at 31/01/2019.*

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- (b) a change among the company's directors,
  - (c) (as regards service of any document on the company) a change of the company's registered office,
  - (d) the making of a winding-up order in respect of the company, or
  - (e) the appointment of a liquidator in a voluntary winding up of the company.
- (3) If the material time falls—
- (a) on or before the 15th day after the date of official notification, or
  - (b) where the 15th day was not a working day, on or before the next day that was,
- the company is not entitled to rely on the happening of the event as against a person who shows that he was unavoidably prevented from knowing of the event at that time.
- (4) “Official notification” means—
- (a) in relation to an amendment of the company's articles, notification in accordance with section 1077 (public notice of receipt by registrar of certain documents) of the amendment and the amended text of the articles;
  - (b) in relation to anything else stated in a document subject to the Directive disclosure requirements, notification of that document in accordance with that section;
  - (c) in relation to the appointment of a liquidator in a voluntary winding up, notification of that event in accordance with section 109 of the Insolvency Act 1986 (c. 45) or Article 95 of the Insolvency (Northern Ireland) Order 1989 (S.I.1989/2405 (N.I. 19)).

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

- C8** S. 1079 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations (S.I. 2007/2974), {reg. 19(4)(c)}
- C9** Ss. 1077-1079 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **63** (with reg. 60) (as amended (with effect in accordance with reg. 3 of the amending S.I.) by [The Reports on Payments to Governments Regulations 2014 \(S.I. 2014/3209\)](#), regs. 1(2), **20(2)** and as amended (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 1 para. 6**)
- C10** Ss. 1077-1079 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 19** (with transitional provisions and savings in regs. 7, 9, Sch. 2) (as amended (1.10.2012 with application in accordance with reg. 2 of the amending S.I.) by S.I. 2012/2301, regs. 1, **23** and as amended (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 2 para. 3**)
- C11** S. 1079 power to apply (with or without modifications) conferred (31.1.2019) by [Technical and Further Education Act 2017 \(c. 19\)](#), ss. 8, 47(2); S.I. 2018/1161, reg. 3(a)

#### **Commencement Information**

- I3** S. 1079 wholly in force at 1.1.2007, see s. 1300 and S.I. 2006/3428, **art. 2(1)(c)** (subject to [art. 5, Sch. 1](#) and with [arts. 6, 8, Sch. 5](#))

#### **[<sup>F8</sup>1079A] Provision of information for publication on European e-Justice portal**

- (1) The registrar must provide the information required by Article 3a(1) of [Directive 2009/101/EC](#) for publication on the European e-Justice portal in accordance with the portal's rules and technical requirements.

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*Status: Point in time view as at 31/01/2019.*

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- (2) In this section, “the European e-Justice portal” means the single European electronic access point for legal information, judicial and administrative institutions, registers, databases and other services referred to in [Directive 2009/101/EC](#) .
- (3) The references in this section to [Directive 2009/101/EC](#) and Article 3a of that Directive are to that Directive, and that provision, as amended from time to time. ]

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**Textual Amendments**

- F8** S. 1079A inserted (7.7.2014) by [The Companies Act 2006 \(Interconnection of Registers\) Order 2014 \(S.I. 2014/1557\)](#), arts. 1, 5

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Point in time view as at 31/01/2019.

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