



Companies Act 2006

2006 CHAPTER 46

PART 4

A COMPANY'S CAPACITY AND RELATED MATTERS

Formalities of doing business under the law of England and Wales or Northern Ireland

45 Common seal

- (1) A company may have a common seal, but need not have one.
- (2) A company which has a common seal shall have its name engraved in legible characters on the seal.
- (3) If a company fails to comply with subsection (2) an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (4) An officer of a company, or a person acting on behalf of a company, commits an offence if he uses, or authorises the use of, a seal purporting to be a seal of the company on which its name is not engraved as required by subsection (2).
- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.
- (6) This section does not form part of the law of Scotland.

Modifications etc. (not altering text)

- C1** Ss. 43-47 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, 4
- C2** S. 45(1) applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 3(d)** (with transitional provisions and savings in regs. 7, 9, Sch. 2)

*Changes to legislation: There are currently no known outstanding effects
for the Companies Act 2006, Section 45. (See end of Document for details)*

- C3** S. 45(1) applied (with modifications) (30.6.2011) by [The Yarmouth \(Isle of Wight\) Harbour Revision Order 2011 \(S.I. 2011/1347\)](#), [art. 24](#) (with arts. 27, 28)
- C4** S. 45(3)(4)(5) applied (with modifications) (E.W.) (2.1.2013) by [The Charitable Incorporated Organisations \(General\) Regulations 2012 \(S.I. 2012/3012\)](#), regs. 1, [23\(3\)\(4\)\(6\)](#)

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 2006, Section 45.