



Companies (Consolidation) Act 1908

1908 CHAPTER 69 8 Edw 7

PART IX

COMPANIES ESTABLISHED OUTSIDE THE UNITED KINGDOM.

274 Requirements as to companies established outside the United Kingdom.

- (1) Every company incorporated outside the United Kingdom which establishes a place of business within the United Kingdom shall within one month from the establishment of the place of business file with the registrar of companies—
 - (a) a certified copy of the charter, statutes, or memorandum and articles of the company, or other instrument, constituting or defining the constitution of the company, and, if the instrument is not written in the English language, a certified translation thereof;
 - (b) a list of the directors of the company ;
 - (c) the names and addresses of some one or more persons resident in the United Kingdom authorised to accept on behalf of the company service of process and any notices required to be served on the company ;and, in the event of any alteration being made in any such instrument or in the directors or in the names or addresses of any such persons as aforesaid, the company shall within the prescribed time file with the registrar a notice of the alteration.
- (2) Any process or notice required to be served on the company shall be sufficiently served if addressed to any person whose name has been so filed as aforesaid and left at or sent by post to the address which has been so filed.
- (3) Every company to which this section applies shall in every year file with the registrar such a statement in the form of a balance sheet as would, if it were a company formed and registered under this Act and having a share capital, be required, under this Act to be included in the annual summary.
- (4) Every company to which this section applies, and which uses the word “Limited ” as part of its name, shall—

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- (a) in every prospectus inviting subscriptions for its shares or debentures in the United Kingdom state the country in which the company is incorporated ; and
 - (b) conspicuously exhibit on every place where it carries on business in the United Kingdom the name of the company and the country in which the company is incorporated ; and
 - (c) have the name of the company and of the country in which the company is incorporated mentioned in legible characters in all bill-heads and letter paper, and in all notices, advertisements, and other official publications of the company.
- (5) If any company to which this section applies fails to comply with any of the requirements of this section the company, and every officer or agent of the company, shall be liable to a fine not exceeding fifty pounds, or, in the case of a continuing offence, five pounds for every day during which the default continues.
- (6) For the purposes of this section—
- The expression “certified ” means certified in the prescribed manner to be a true copy or a correct translation;
 - The expression “place of business ” includes a share transfer or share registration office ;
 - The expression “director ” includes any person occupying the position of director, by whatever name called ; and
 - The expression “prospectus ” means any prospectus, notice, circular, advertisement, or other invitation, offering to the public for subscription or purchase any shares or debentures of the company.
- (7) There shall be paid to the registrar for registering any document required by this section to be filed with him a fee of five shillings or such smaller fee as may be prescribed.