
STATUTORY INSTRUMENTS

1994 No. 950

COMPANIES

**The Foreign Companies (Execution
of Documents) Regulations 1994**

<i>Made</i>	- - - -	<i>24th March 1994</i>
<i>Laid before Parliament</i>		<i>30th March 1994</i>
<i>Coming into force</i>	- -	<i>16th May 1994</i>

The Secretary of State, in exercise of the powers conferred on him by section 130(6) of the Companies Act 1989⁽¹⁾ and of all other powers enabling him in that behalf, hereby makes the following Regulations:—

Citation and commencement

1. These Regulations may be cited as the Foreign Companies (Execution of Documents) Regulations 1994 and shall come into force on 16th May 1994.

Application of sections 36 to 36C Companies Act 1985

2. Sections 36 to 36C of the Companies Act 1985⁽²⁾ shall apply to companies incorporated outside Great Britain with the adaptations and modifications set out in regulations 3 to 6 below.

3. References in the said sections 36 to 36C to a company shall be construed as references to a company incorporated outside Great Britain.

Adaptation of section 36

4.—(1) Section 36 shall apply as if—

- (a) after the words “common seal,” in paragraph (a) there were inserted “or in any manner permitted by the laws of the territory in which the company is incorporated for the execution of documents by such a company,” and
- (b) for paragraph (b) there were substituted—

⁽¹⁾ 1989 c. 40.

⁽²⁾ Section 36 was substituted, and sections 36A to 36C inserted, by section 130 of the Companies Act 1989. Section 36B was substituted by section 72(1) of the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (c. 40).

- “(b) on behalf of a company, by any person who, in accordance with the laws of the territory in which the company is incorporated, is acting under the authority (express or implied) of that company;”.

Adaptation of section 36A

5. Section 36A shall apply as if—

- (a) at the end of subsection (2) there were inserted—

“, or if it is executed in any manner permitted by the laws of the territory in which the company is incorporated for the execution of documents by such a company.”,

- (b) for subsection (4) there were substituted—

“(4) A document which—

- (a) is signed by a person or persons who, in accordance with the laws of the territory in which the company is incorporated, is or are acting under the authority (express or implied) of that company, and

- (b) is expressed (in whatever form of words) to be executed by the company,

has the same effect in relation to that company as it would have in relation to a company incorporated in England and Wales if executed under the common seal of a company so incorporated.”, and

- (c) in subsection (6) for the words from “a director” to “directors of the company” there were substituted “a person or persons who, in accordance with the laws of the territory in which the company is incorporated, is or are acting under the authority (express or implied) of that company”.

Adaptation of section 36B

6. Section 36B shall apply as if—

- (a) in subsection (3)(c) for the reference to “two persons”, there were substituted a reference to “a person”,

- (b) in subsection (6)(c), for the reference to “two persons”, there were substituted a reference to “a person”, and

- (c) at the end of subsection (7) there were inserted—

“and any reference in this section to a person authorised to sign or to subscribe a document on behalf of a company is a reference to a person who, in accordance with the laws of the territory in which the company is incorporated, is acting under the authority (express or implied) of that company”.

Neil Hamilton
Parliamentary Under Secretary of State for
Corporate Affairs,
Department of Trade and Industry

24th March 1994

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations, made under section 130(6) of the Companies Act 1989, apply the following provisions of the Companies Act 1985 to companies incorporated outside Great Britain, with the adaptations and modifications set out in regulations 3 to 6—

- (a) section 36 (company contracts: England and Wales),
- (b) section 36A (execution of documents: England and Wales),
- (c) section 36B (execution of documents: Scotland), and
- (d) section 36C (pre-incorporation contracts, deeds and obligations).