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STATUTORY INSTRUMENTS

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**2000 No. 3373**

**The Companies Act 1985 (Electronic Communications) Order 2000**

**Electronic statement to obtain memorandum of satisfaction**

**22.**—(1) Section 403 of the 1985 Act (entries of satisfaction and release: England and Wales)<sup>(1)</sup>, as in force at the date of coming into force of this Order, is amended as follows.

(2) At the beginning of subsection (1), for the words “The registrar” substitute the words “Subject to subsection (1A), the registrar”.

(3) Insert the following subsection after subsection (1)—

“(1A) The registrar of companies may make any such entry as is mentioned in subsection (1) where, instead of receiving such a statutory declaration as is mentioned in that subsection, he receives a statement by a director, secretary, administrator or administrative receiver of the company which is contained in an electronic communication and that statement—

- (a) verifies the matters set out in paragraph (a) or (b) of that subsection,
- (b) contains a description of the charge,
- (c) states the date of creation of the charge and the date of its registration under this Chapter,
- (d) states the name and address of the chargee or, in the case of a debenture, trustee, and
- (e) where paragraph (b) of subsection (1) applies, contains short particulars of the property or undertaking which has been released from the charge, or which has ceased to form part of the company’s property or undertaking (as the case may be).

(4) Insert the following subsection after subsection (2)—

“(2A) Any person who makes a false statement under subsection (1A) which he knows to be false or does not believe to be true is liable to imprisonment or a fine, or both.”

(1) Section 419 of the 1985 Act (entries of satisfaction and release: Scotland), as in force at the date of coming into force of this Order, is amended as follows.

(2) At the beginning of subsection (1), for the words “The registrar” substitute the words “Subject to subsections (1A) and (1B), the registrar”.

(3) Insert the following subsections after subsection (1)—

“(1A) On an application being made to him in the prescribed form, the registrar of companies may make any such entry as is mentioned in subsection (1) where, instead of receiving such a statutory declaration as is mentioned in that subsection, he receives a

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(1) Sections 395 to 420 (new provisions relating to the registration of charges with respect to companies registered in Great Britain) were substituted for sections 395 to 408, and 410 to 423 by sections 92 to 104 of the Companies Act 1989. Those substitutions have not yet been brought into force.

statement by a director, secretary, liquidator, receiver or administrator of the company which is contained in an electronic communication and that statement—

- (a) verifies the matters set out in paragraph (a) or (b) of that subsection,
- (b) contains a description of the charge,
- (c) states the date of creation of the charge and the date of its registration under this Chapter,
- (d) states the name and address of the chargee or, in the case of a debenture, trustee, and
- (e) where paragraph (b) of subsection (1) applies, contains short particulars of the property which has been released from the charge, or which has ceased to form part of the company's property (as the case may be).

(1B) Where the statement under subsection (1A) concerns the satisfaction of a floating charge, then there shall be delivered to the registrar a further statement which—

- (a) is made by the creditor entitled to the benefit of the floating charge or a person authorised to act on his behalf;
- (b) is incorporated into, or logically associated with, the electronic communication containing the statement; and
- (c) certifies that the particulars contained in the statement are correct.”

(4) Insert the following subsection after subsection (5)—

“(5A) Any person who makes a false statement under subsection (1A) or (1B) which he knows to be false or does not believe to be true is liable to imprisonment or a fine, or both.”

#### **24 Electronic statement concerning joint stock company becoming public**

(1) Section 685 of the 1985 Act (registration of joint stock company as public company)(2) is amended as follows.

(2) At the beginning of paragraph (e) of subsection (4), insert the words “subject to subsection (4A),”.

(3) Insert the following subsection after subsection (4)—

“(4A) In place of the statutory declaration referred to in paragraph (e) of subsection (4), there may be delivered to the registrar of companies using electronic communications a statement made by a director or secretary of the company as to the matters set out in subparagraphs (i) and (ii) of that paragraph.”

(4) In subsection (5), after the words “subsection (4)(e)”, insert the words “or statement under subsection (4A)”.

(5) Insert the following subsection after subsection (6)—

“(6A) Any person who makes a false statement under subsection (4A) which he knows to be false or does not believe to be true is liable to imprisonment or a fine, or both.”

#### **25 Electronic statement concerning other registrations under Chapter II of Part XXII**

(1) Section 686 of the 1985 Act (other requirements for registration)(3) is amended as follows.

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(2) Section 685 was amended by regulation 2 of, and paragraph 53 of the Schedule to, [S.I 1991/1997](#).

(3) Section 686 was amended by section 145 of, and paragraph 5 of Schedule 19 to, the Companies Act 1989.

(2) In subsection (2), for the words “The lists” substitute the words “Subject to subsection (2A), the lists”.

(3) Insert the following subsection after subsection (2)—

“(2A) In place of the statutory declaration referred to in subsection (2), there may be delivered to the registrar of companies using electronic communications a statement made by any two or more directors or other principal officers of the company verifying the matters set out in that subsection.”

(4) Insert the following subsection after subsection (3)—

“(3A) Any person who makes a false statement under subsection (2A) which he knows to be false or does not believe to be true is liable to imprisonment or a fine, or both.”

## **26 Electronic statement concerning establishment of place of business in Great Britain**

(1) Section 691 of the 1985 Act (documents to be delivered to registrar)(4) is amended as follows.

(2) At the beginning of sub-paragraph (iv) of paragraph (b) of subsection (1), insert the words “subject to subsection (3A),”.

(3) Insert the following subsection after subsection (3)—

“(3A) In place of the statutory declaration referred to in sub-paragraph (iv) of paragraph (b) of subsection (1), there may be delivered to the registrar of companies using electronic communications a statement made by any person by whom the declaration could have been made stating the date on which the company’s place of business in Great Britain was established.”

(4) Insert the following subsection after subsection (4)—

“(4A) Any person who makes a false statement under subsection (3A) which he knows to be false or does not believe to be true is liable to imprisonment or a fine, or both.”

## **27 Insertion of new section 707B**

27. The following section shall be inserted after section 707A(5)—

### **707B Delivery to the registrar using electronic communications**

(1) Electronic communications may be used for the delivery of any document to the registrar under any provision of the Companies Acts (including delivery of a document in the prescribed form), provided that such delivery is in such form and manner as is directed by the registrar.

(2) Where the document is required under any provision of the Companies Acts to be signed or sealed, it shall instead be authenticated in such manner as is directed by the registrar.

(3) The document must contain in a prominent position—

- (a) the name and registered number of the company to which it relates, or
- (b) if the document is delivered under Part XXIII, the registered number of the branch or place of business of the company to which it relates.

(4) If a document is delivered to the registrar which does not comply with the requirements imposed by or under this section, he may serve on the person by whom the document was delivered (or, if there are two or more such persons, on any of them) a notice indicating the respect in which the document does not comply.

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(4) Section 691 was amended by section 145 of, and paragraph 6 of Schedule 19 to, the Companies Act 1989.

(5) Section 707A was inserted by section 126(1) of the Companies Act 1989.

- (5) Where the registrar serves such a notice, then unless a replacement document—
- (a) is delivered to him within 14 days after the service of the notice, and
  - (b) complies with the requirements of this section (or section 706) or is not rejected by him for failure to comply with those requirements,

the original document shall be deemed not to have been delivered to him.

But for the purposes of any enactment imposing a penalty for failure to deliver, so far as it imposes a penalty for continued contravention, no account shall be taken of the period between the delivery of the original document and the end of the period of 14 days after service of the registrar's notice.

- (6) In this section references to the delivery of a document include references to the forwarding, lodging, registering, sending or submission of a document and to the giving of a notice, and cognate expressions are to be construed accordingly.”