

STATUTORY INSTRUMENTS

2006 No. 3429

The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006

Citation, commencement and interpretation **U.K.**

1.—(1) These Regulations may be cited as the Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 and shall come into force on 1st January 2007.

(2) In these Regulations—

“the 1985 Act” means the Companies Act 1985 ^{M1},

“the 1986 Order” means the Companies (Northern Ireland) Order 1986 ^{M2}, and

“the 2006 Act” means the Companies Act 2006.

Marginal Citations

M1 1985 c.6

M2 S.I. 1986/1032 (N.I. 6)

Certification of electronic copies by registrar **U.K.**

2.—(1) Where—

- (a) a person requires a copy of material on the register under section 1086 of the 2006 Act,
- (b) that person expressly requests that the copy be certified as a true copy, and
- (c) the registrar provides the copy in electronic form,

the registrar's certificate that the copy is an accurate record of the contents of the original document must be provided in accordance with the following provisions.

(2) The certificate must be authenticated by means of an electronic signature that—

- (a) is uniquely linked to the registrar,
- (b) indicates that the registrar has caused it to be applied,
- (c) is created using means that the registrar can maintain under his sole control, and
- (d) is linked—

(i) to the certificate, and

(ii) to the copy provided under section 1086 of the 2006 Act

in such a manner that any subsequent change of the data comprised in either is detectable.

(3) For the purposes of this regulation, an “electronic signature” means data in electronic form which are attached to or logically associated with other electronic data and which serve as a method of authentication.

Modifications etc. (not altering text)

- C1** Reg. 2 applied 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](#)

Provisions requiring office copies to be delivered to the registrar **U.K.**

3.—(1) In the following provisions (which require an office copy of certain orders to be delivered to the registrar) for “an office copy” substitute “a copy”

- (a) section 54(7) of the 1985 Act and article 64(7) of the 1986 Order (order on litigated objection to resolution that public company be re-registered as private),
 - (b) section 425(3) of the 1985 Act^{M3} and article 418(3) of the 1986 Order^{M4} (order sanctioning compromise or arrangement),
 - (c) section 427(5) of the 1985 Act^{M5} and article 420(5) of the 1986 Order^{M6} (order sanctioning compromise or arrangement),
 - (d) section 201(4) of the Insolvency Act 1986^{M7} and article 166(4) of the Insolvency (Northern Ireland) Order 1989^{M8} (order deferring date at which dissolution of company after winding up is to take effect).
- (2) In—
- (a) Form 139, in Schedule 3 to the Companies (Forms) Regulations 1985^{M9} and
 - (b) Form 149, in Schedule 3 to the Companies (Forms) Regulations (Northern Ireland) 1986^{M10},

for “Office copy” substitute “Copy”.

(3) For the purposes of their application to limited liability partnerships by the Limited Liability Partnerships Regulations 2001^{M11} or the Limited Liability Partnerships Regulations (Northern Ireland) 2004^{M12}, the provisions specified in paragraph (1)(b), (c) and (d) have effect as if not amended by this regulation.

Marginal Citations

- M3** Section 425(3) is applied to limited liability partnerships by the [Limited Liability Partnerships Regulations 2001 \(S.I. 2001/1090\)](#), [regulation 4](#) and Schedule 2, Part 1.
- M4** Article 418(3) is applied to limited liability partnerships by the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307), [regulation 4](#) and Schedule 2, Part 1.
- M5** Section 427(5) is applied to limited liability partnerships by the [Limited Liability Partnerships Regulations 2001 \(S.I. 2001/1090\)](#), [regulation 4](#) and Schedule 2, Part 1.
- M6** Article 420(5) is applied to limited liability partnerships by the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307), [regulation 4](#) and Schedule 2, Part 1.
- M7** 1986 c.45; section 201(4) is applied to limited liability partnerships by the [Limited Liability Partnerships Regulations 2001 \(S.I. 2001/1090\)](#), [regulation 5](#).
- M8** [S.I. 1989/2405 \(N.I. 19\)](#); article 166(4) is applied to limited liability partnerships by the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307), [regulation 5](#).
- M9** [S.I. 1985/854](#)
- M10** S.R. (NI) 1986 No 287
- M11** [S.I. 2001/1090](#)
- M12** S.R. (NI) 2004 No 307

Language requirements: contracts relating to allotments of shares **U.K.**

4. Section 1105 of the 2006 Act (documents that may be drawn up and delivered in languages other than English) applies to contracts required to be delivered to the registrar under section 88(2)(b)(i) of the 1985 Act or article 98(2)(b)(i) of the 1986 Order.

Voluntary filing of translations **U.K.**

5. The facility described in section 1106 of the 2006 Act (voluntary filing of translations) is available in relation to—

- (a) all the official languages of the European Union, and
- (b) all documents subject to the Directive disclosure requirements.

Trading disclosures: amendment of companies legislation **U.K.**

^{F1}6.

Textual Amendments

F1 Reg. 6 revoked (1.10.2008) by [The Companies \(Trading Disclosures\) Regulations 2008 \(S.I. 2008/495\)](#), regs. 1(1), **11(2)**

Trading disclosures: statement that company is being wound up **U.K.**

7.—(1) For section 188(1)^{M13} of the Insolvency Act 1986 substitute—

“(1) When a company is being wound up, whether by the court or voluntarily—

- (a) every invoice, order for goods, business letter or order form (whether in hard copy, electronic or any other form) issued by or on behalf of the company, or a liquidator of the company or a receiver or manager of the company's property, being a document on or in which the name of the company appears, and
- (b) all the company's websites,

must contain a statement that the company is being wound up.”.

(2) For article 159(1)^{M14} of the Insolvency (Northern Ireland) Order 1989 substitute—

“(1) When a company is being wound up, whether by the High Court or voluntarily—

- (a) every invoice, order for goods, business letter or order form (whether in hard copy, electronic or any other form) issued by or on behalf of the company, or a liquidator of the company or a receiver or manager of the company's property, being a document on or in which the name of the company appears, and
- (b) all the company's websites,

must contain a statement that the company is being wound up.”.

Marginal Citations

M13 Section 188 is applied to limited liability partnerships by the [Limited Liability Partnerships Regulations 2001 \(S.I. 2001/1090\)](#), **regulation 5** and the [Limited Liability Partnerships \(Scotland\) Regulations 2001 \(S.I. 2001/128\)](#), **regulation 3** and Schedule 1.

M14 Article 159 is applied to limited liability partnerships by the [Limited Liability Partnerships Regulations \(Northern Ireland\) 2004 \(S.R. \(NI\) 2004 No 307\)](#), regulation 5.

Changes to legislation: There are currently no known outstanding effects for the The Companies
(Registrar, Languages and Trading Disclosures) Regulations 2006. (See end of Document for details)

Department of Trade and Industry

Margaret Hodge
Minister for Industry and the Regions

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There are currently no known outstanding effects for the The Companies (Registrar, Languages and Trading Disclosures) Regulations 2006.