

STATUTORY INSTRUMENTS

**2009 No. 1803**

**The Registrar of Companies and Applications  
for Striking Off Regulations 2009**

**Citation, commencement and interpretation**

1.—(1) These Regulations may be cited as the Registrar of Companies and Applications for Striking Off Regulations 2009 and come into force on 1st October 2009.

(2) In these Regulations—

- (a) “relevant company form” has the meaning given in regulation 4(3);
- (b) “relevant material” has the meaning given in regulation 4(2);
- (c) “relevant overseas company form” has the meaning given in regulation 4(4); and
- (d) “valid objection” has the meaning given in regulation 4(8).

**Voluntary striking off: contents of an application**

2.—(1) An application under section 1003 of the Companies Act 2006 (application for voluntary striking off) must contain a declaration that neither section 1004 nor section 1005 <sup>M1</sup> of that Act prevents the application from being made.

(2) The declaration must be made by the directors who are making the application on behalf of the company.

**Marginal Citations**

**M1** Section 1005 was modified by article 3 of S.I. 2009/317.

**Annotation of the register**

3. Where it appears to the registrar that material on the register is misleading or confusing, the registrar may place a note in the register containing such information as appears to the registrar to be necessary to remedy, as far as possible, the misleading or confusing nature of the material.

**Rectification of the register on application**

<sup>F1</sup>4. ....

**Textual Amendments**

**F1** Reg. 4 revoked (4.3.2024) by The Registrar (Annotation, Removal and Disclosure Restrictions) Regulations 2024 (S.I. 2024/54), regs. 1(2)(a), 12(1) (with reg. 12(2)-(4), 17); S.I. 2024/269, reg. 2

## Applications to rectify: further requirements, objections and notices to be issued by the registrar

<sup>F2</sup>5. ....

### Textual Amendments

**F2** Reg. 5 revoked (4.3.2024) by The Registrar (Annotation, Removal and Disclosure Restrictions) Regulations 2024 (S.I. 2024/54), regs. 1(2)(a), **12(1)** (with reg. 12(2)-(4), 17); S.I. 2024/269, reg. 2

## Documents relating to Welsh companies: exceptions to the requirement for a certified translation, and revocation of previous exceptions

6.—(1) The documents in paragraph (2) are excepted from the requirement in section 1104(2) of the Companies Act 2006 that a document relating to a Welsh company must, on delivery to the registrar in Welsh, be accompanied by a certified translation into English.

(2) The documents are—

- (a) a non-traded company's memorandum of association;
- (b) a non-traded company's articles;
- (c) a community interest company report prepared for a non-traded company under section 34 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 <sup>M2</sup>;
- (d) a resolution or agreement which was agreed to by members of a non-traded company and to which Chapter 3 of Part 3 of the Companies Act 2006 applies, except for a resolution or agreement listed in paragraph (3);
- (e) annual accounts and reports of a non-traded company required to be delivered to the registrar under Part 15 <sup>M3</sup> of the Companies Act 2006;
- (f) a declaration referred to in regulation 11(1)(b) or regulation 12(1)(b) or (c) of the Community Interest Company Regulations 2005 <sup>M4</sup> which relates to a non-traded company;
- (g) revised accounts and any revised report of a non-traded company, and any auditor's report on such revised accounts and reports, required to be delivered to the registrar by the Companies (Revision of Defective Accounts and Reports) Regulations 2008 <sup>M5</sup>;
- (h) a document required to be appended to the group accounts of a non-traded company by paragraph 30(2) of Schedule 6 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 <sup>M6</sup> (banking groups: information as to undertaking in which shares held as a result of financial assistance operation);
- <sup>F3</sup>(i) all documents to be delivered to the registrar by a non-traded company under sections 394A(2)(e), 448A(2)(e) and 479A(2)(e) of the Companies Act 2006 (qualifying subsidiaries: conditions for exemption from the audit, preparation and filing of individual accounts).]

(3) The following is the list of resolutions and agreements referred to in paragraph (2)(d)—

- (a) a special resolution that—
  - (i) a private company should be re-registered as a public company;
  - (ii) a public company should be re-registered as a private limited company;
  - (iii) a private limited company should be re-registered as an unlimited company; or
  - (iv) an unlimited company should be re-registered as a limited company;

- (b) a special resolution agreeing to the change of a company's name;
- (c) a special resolution required by section 37<sup>M7</sup> of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (requirements for an existing company to become a community interest company);
- (d) a resolution or agreement as altered by an enactment other than an enactment amending the general law, required to be delivered to the registrar under section 34 of the Companies Act 2006;
- (e) a resolution or agreement as altered by an order of a court or other authority, required to be delivered to the registrar under section 35 or 999 of that Act;
- (f) a special resolution under section 88(2) of that Act requiring the register to be amended so that it states that a company's registered office is to be situated in Wales;
- (g) a special resolution under section 626 of that Act (reduction of capital in connection with redenomination);
- (h) a special resolution under section 641(1)(a) of that Act (resolution for reducing the share capital of a private limited company supported by solvency statement);
- (i) a resolution under section 664(1) of that Act that a public company should be re-registered as a private company to comply with section 662.

(4) For the purposes of paragraph (2)(g), “revised accounts” and “revised report” have the meanings given in regulation 2 of the Companies (Revision of Defective Accounts and Reports) Regulations 2008.

(5) Regulation 4 of the Companies (Welsh Language Forms and Documents) Regulations 1994<sup>M8</sup> is revoked.

#### Textual Amendments

- F3** Reg. 6(2)(i) added (with application in accordance with reg. 2 of the amending S.I.) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **21(2)**

#### Marginal Citations

- M2** [2004 c.27](#); section 34 was amended by [S.I. 2007/1093](#), 2007/2194, 2008/948.
- M3** Part 15 was amended by [S.I. 2007/2932](#), 2008/393, 2008/948.
- M4** [S.I. 2005/1788](#), amended by [S.I. 2007/1093](#); there are other amending instruments but none is relevant.
- M5** [S.I. 2008/373](#).
- M6** [S.I. 2008/410](#).
- M7** Section 37 was amended by paragraph 7 of Schedule 4 to [S.I. 2007/1093](#) and by paragraph 105 of Schedule 4 to [S.I. 2007/2194](#).
- M8** [S.I. 1994/117](#); relevant amending instruments are [S.I. 1994/727](#), 1994/734. By virtue of [S.I. 2006/3428](#), **regulation 4** has effect with adaptations as if made under section 1104(2) of the Companies Act 2006.

#### Documents that may be delivered under the Companies Acts in a language other than English

7.—(1) The documents listed in paragraph (2) are specified for the purposes of section 1105(2)(d) of the Companies Act 2006 as documents which may be drawn up and delivered to the registrar under the Companies Acts in a language other than English but which must, when delivered to the registrar, be accompanied by a certified translation into English.

- (2) The documents are—
- (a) a memorandum of association;
  - (b) a company's articles;
  - (c) a valuation report required to be delivered to the registrar under section 94(2)(d) of the Companies Act 2006;
  - (d) any order made by a competent court in the United Kingdom or elsewhere;
  - [<sup>F4</sup>(e) copies of the consolidated accounts, the auditor's report and the consolidated annual report to be delivered to the registrar under sections 394A(2)(e), 448A(2)(e) or 479A(2)(e) of the Companies Act 2006 (qualifying subsidiaries: conditions for exemption from the audit, preparation and filing of individual accounts).]

#### Textual Amendments

- F4** Reg. 7(2)(e) added (with application in accordance with reg. 2 of the amending S.I.) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **21(3)**

#### Permitted characters and symbols for names and addresses in documents delivered to the registrar

**8.—**(1) The characters and symbols specified in paragraph (3) are permitted for the purposes of section 1108(1) of the Companies Act 2006 (and names and addresses in documents delivered to the registrar must therefore contain only those characters and symbols).

- (2) But the requirement in section 1108(1) does not apply to the following documents—
- (a) a memorandum of association;
  - (b) a company's articles;
  - (c) an order made by a competent court in the United Kingdom or elsewhere;
  - (d) an agreement required to be forwarded to the registrar under Chapter 3 of Part 3 of the Companies Act 2006 (agreements affecting a company's constitution);
  - (e) a valuation report required to be delivered to the registrar under section 94(2)(d) of that Act;
  - (f) a document required to be delivered to the registrar under section 400(2)(e) or section 401(2)(f) of that Act (company included in accounts of larger group: required to deliver copy of group accounts) <sup>M9</sup>;
  - (g) an instrument or copy instrument <sup>F5</sup>... delivered to the registrar under Part 25 of that Act (company charges) <sup>M10</sup>;
  - (h) a certified copy of the constitution of an overseas company required to be delivered to the registrar under regulation 8, 14 or 15 of the Overseas Companies Regulations 2009;
  - (i) a copy of accounting documents of an overseas company required to be delivered to the registrar under regulation 9, 32, 45 or 46 of those Regulations;
  - (j) a copy of the annual accounts of an overseas company, or of a credit or financial institution to which Chapter 2 of Part 6 of the Overseas Companies Regulations 2009 applies, required to be delivered to the registrar under section 441 of the Companies Act 2006 <sup>M11</sup>;
  - [<sup>F6</sup>(k) a contract for the formation of a [<sup>F7</sup>UK ] Economic Interest Grouping;
  - (l) an amendment to such a contract];

- [<sup>F8</sup>(m) documents specified in respect of any of the Forms mentioned in regulations 5 to 11 of the European Public Limited-Liability Company Regulations 2004 (provisions relating to registration etc);
- (n) copies of transfer proposals required to be delivered under regulation 68(1)(a) of those Regulations (publication of terms of transfer);
- (o) copies of draft terms required to be delivered under regulation 68(2)(a) or (3)(a) of those Regulations (publication of terms for formation of holding SE or conversion of company into SE);
- (p) copies of amendments to statutes required to be delivered under regulation 82(1)(a) of those Regulations (notification of amendments to statutes);
- (q) documents required to be delivered <sup>F9</sup>... under regulation 85 of those Regulations (registration of a public company by conversion of SE);
- (r) copies of draft terms required to be delivered under regulation 86 of those Regulations (publication of draft terms of conversion)];
- [<sup>F10</sup>(s) copies of the consolidated accounts, the auditor’s report and the consolidated annual report to be delivered to the registrar under sections 394A(2)(e), 448A(2)(e) or 479A(2)(e) of the Companies Act 2006 (qualifying subsidiaries: conditions for exemption from the audit, preparation and filing of individual accounts).]
- (3) The characters and symbols specified in this paragraph are—
- (a) those in the Schedule;
- (b) full stops, commas, colons, semi-colons and hyphens;
- (c) the numerals 0, 1, 2, 3, 4, 5, 6, 7, 8 and 9.
- (4) In this regulation the expressions “accounting documents”, “certified copy” and “constitution” have the meanings given in the Overseas Companies Regulations 2009.

#### Textual Amendments

- F5** Words in reg. 8(2)(g) omitted (6.4.2013) by virtue of [The Companies Act 2006 \(Amendment of Part 25\) Regulations 2013 \(S.I. 2013/600\)](#), reg. 1, **Sch. 2 para. 6(2)** (with reg. 6)
- F6** Reg. 8(2)(k)(l) inserted (1.10.2009) by [The European Economic Interest Grouping \(Amendment\) Regulations 2009 \(S.I. 2009/2399\)](#), regs. 1(2), **24** (with reg. 2)
- F7** Word in reg. 8(2)(k) substituted (31.12.2020) by [The European Economic Interest Grouping \(Amendment\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1299\)](#), regs. 1, **65**; 2020 c. 1, Sch. 5 para. 1(1)
- F8** Reg. 8(2)(m)-(r) inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), regs. 1(2), **43** (with reg. 2)
- F9** Words in reg. 8(q) omitted (1.10.2014) by virtue of [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **36**
- F10** Reg. 8(2)(s) added (with application in accordance with reg. 2 of the amending S.I.) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), regs. 1, **21(4)**

#### Marginal Citations

- M9** Sections 400 and 401 were applied to limited liability partnerships by regulation 10 of [S.I. 2008/1911](#).
- M10** Sections 860 to 892 in Part 25 were applied to limited liability partnerships by regulations 32 to 44 of [S.I. 2009/1804](#).
- M11** Section 441 was applied with modifications to overseas companies and to certain credit and financial institutions by, respectively, regulation 40 and regulation 55 of [S.I. 2009/1801](#).

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**Changes to legislation:** There are currently no known outstanding effects for the The Registrar of Companies and Applications for Striking Off Regulations 2009. (See end of Document for details)

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Department for Business, Innovation and Skills      Minister for Business and Regulatory Reform, *Ian Lucas*

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There are currently no known outstanding effects for the The Registrar of Companies and Applications for Striking Off Regulations 2009.