
EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations make provision relating to the functions of the registrar of companies under Part 35 of the Companies Act 2006 (“the Act”) and the delivery of documents to the registrar under the Act and under other enactments. They also make provision relating to applications for striking a company's name off the register under Part 31 of the Act.

Regulation 2 requires an application to strike a company's name off the register under section 1003 of the Act (voluntary striking off) to contain a directors' declaration.

Regulation 3 authorises the registrar to annotate the register where material on the register appears to be misleading or confusing. “The register” is defined in section 1080(2) of the Act, read with section 1120, and refers to the records held by the registrar relating to companies and overseas companies. The power in regulation 3 is subject to section 1081(3) to (5) of the Act. The material to which the power applies is limited by paragraph 105 of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008 (S.I. 2008/2860 (C. 126)), as amended by the Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1802).

Regulation 4 provides that an application may be made to the registrar by specified persons to remove from the register particular material concerning a company's officers or registered office where the material derives from anything invalid or ineffective or from anything done without the authority of the company, or is factually inaccurate or derived from something that is factually inaccurate or forged. Regulation 4 also provides for applications to remove from the register similar material relating to overseas companies.

Regulation 5 sets out further requirements for applications under regulation 4 and makes provision for objections to such applications and for notices to be sent by the registrar. The requirements for applications are in addition to those in section 1095 of the Act which, among other things, requires an application to be accompanied by a statement that the material is such that it may be the subject of an application and is required to be removed. If no objection to the application is received, the Act provides that the registrar may accept this statement as sufficient evidence that the material should be removed from the register. But if an objection is received, the Regulations provide that the registrar must reject the application.

Regulations 6 and 7 are concerned with exceptions to the general rule in section 1103 of the Act that documents required to be delivered to the registrar by specified provisions of the Act, by orders or regulations made under those provisions or by other specified legislation must be drawn up and delivered to the registrar in English. This general rule is qualified by sections 1104 and 1105. Section 1104 allows documents relating to a Welsh company (as defined in section 88(1)) to be drawn up and delivered to the registrar in Welsh. Such a document must, when delivered to the registrar, be accompanied by a certified translation into English, but regulations may provide for exceptions to that requirement. Regulation 6 provides exceptions for certain documents relating to non-traded companies (as defined in the Companies Act 2006). It also revokes existing exceptions. Section 1105 allows regulations to specify documents which, by way of exception to the general rule in section 1103, may be drawn up and delivered to the registrar in a language other than English provided that, on delivery, they are accompanied by a certified translation into English. “Certified translation” is defined in section 1107. Regulation 7 specifies a number of documents for this purpose. For overseas companies, further exceptions to the rule in section 1103 are provided by regulation 78 of the Overseas Companies Regulations 2009 (S.I. 2009/1801). Section 1105 does not apply to any document relating to a Welsh company that is drawn up and delivered to the registrar in Welsh (see section 1104(5)).

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)*

Section 1108 of the Act provides that names and addresses in a document delivered to the registrar under any enactment must contain only letters, characters and symbols which are permitted by regulations. The section applies to all documents delivered to the registrar on or after 1st October 2009 (see paragraph 108 of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008). Regulation 8 specifies the permitted characters and symbols for this purpose. It also provides that the rule in section 1108(1) does not apply to certain documents, thereby allowing names and addresses in these documents to contain characters and symbols which would otherwise not be permitted.

An Impact Assessment has not been produced for these Regulations as they have only a negligible impact on the costs of business, charities or voluntary bodies.

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