

SCHEDULE 8

TRANSITIONAL PROVISIONS AND SAVINGS

PART 2

INITIAL REGISTRATION OF PARTICULARS

Company with existing registered branch

3.—(1) An overseas company that immediately before 1st October 2009—

- (a) had a branch in the United Kingdom, and
- (b) had complied in respect of that branch with the requirements of paragraph 1(1) to (3) of Schedule 21A to the 1985 Act or paragraph 1(1) to (3) of Schedule 20A to the 1986 Order,

is treated as having complied in respect of that branch with the requirements of Part 2 of these Regulations (initial registration of particulars).

(2) Paragraphs 4 to 8 supplement sub-paragraph (1) and provide for particular things done under the 1985 Act or 1986 Order to be treated as if done under the corresponding provision of these Regulations.

4.—(1) The following particulars about the company, as they appeared on the register immediately before 1st October 2009, are treated as if delivered and registered under regulation 6(1)—

- (a) the company's name;
- (b) the company's legal form;
- (c) if it is registered in the country of its incorporation, the identity of the register in which it is registered and the number with which it is so registered;
- (d) the list of its directors and secretaries, together with—
 - (i) with respect to each director, the particulars specified in sub-paragraph (3), and
 - (ii) with respect to each secretary, the particulars specified in sub-paragraph (4);
- (e) the extent of the powers of the directors to represent the company in dealings with third parties and in legal proceedings, together with a statement as to whether they may act alone or must act jointly and, if jointly, the name of any other person concerned;
- (f) whether the company is a credit or financial institution.

(2) In the case of a company that is not incorporated in an EEA State, the following particulars about the company, as they appeared on the register immediately before 1st October 2009, are treated as delivered and registered under regulation 6(2)—

- (a) the law under which the company is incorporated;
- (b) in the case of—
 - (i) a company to which Chapter 2 of Part 5 of these Regulations applies (companies required to prepare and disclose accounts under parent law), or
 - (ii) a company to which Chapter 2 of Part 6 of these Regulations applies (institutions required to prepare accounts under parent law),

the period for which the company is required by its parent law to prepare accounts, together with the period allowed for the preparation and public disclosure (if any) of accounts for such a period;

- (c) unless disclosed by the company's constitution (see paragraph 6)—
 - (i) the address of its principal place of business in its country of incorporation or, if applicable, its registered office,
 - (ii) its objects, and
 - (iii) the amount of its issued share capital.
- (3) The particulars referred to in sub-paragraph (1)(d)(i) (directors) are—
 - (a) in the case of an individual—
 - (i) name,
 - (ii) any former name,
 - (iii) service address,
 - (iv) usual residential address,
 - (v) nationality,
 - (vi) business occupation (if any), and
 - (vii) date of birth;
 - (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed—
 - (i) corporate or firm name, and
 - (ii) registered or principal office.
- (4) The particulars referred to in sub-paragraph (1)(d)(ii) (secretaries) are—
 - (a) in the case of an individual—
 - (i) name,
 - (ii) any former name, and
 - (iii) service address;
 - (b) in the case of a body corporate, or a firm that is a legal person under the law by which it is governed—
 - (i) corporate or firm name, and
 - (ii) registered or principal office.
- (5) For the purposes of sub-paragraph (1)(f) the statement whether the company is an institution to which section 699A of the 1985 Act or Article 648A of the 1986 Order applies is treated as a statement whether the company is a credit or financial institution as defined for the purposes of these Regulations.
- (6) For the purposes of sub-paragraphs (3)(a)(iii) and (4)(a)(iii) the individual's usual residential address as registered immediately before 1st October 2009 is treated as a service address.

5.—(1) The following particulars about the branch, as they appeared on the register immediately before 1st October 2009, are treated as if delivered and registered under regulation 7—

- (a) the address of the branch,
- (b) the date on which it was opened,
- (c) the business carried on at it,
- (d) the name of the branch (if different from the company's name),
- (e) the name and service address of every person resident in the United Kingdom authorised to accept service of documents on behalf of the company in respect of the branch, or a statement that there is no such person,

- (f) the list of persons authorised to represent the company as a permanent representative of the company in respect of the branch, together with the following particulars of each such person—
 - (i) name,
 - (ii) any former name,
 - (iii) service address, and
 - (iv) usual residential address,
- (g) the extent of the authority of any person falling within paragraph (f), including whether that person is authorised to act alone or jointly, and
- (h) if a person falling within paragraph (f) is not authorised to act alone, the name of any person with whom they are authorised to act.

(2) For the purposes of sub-paragraph (1)(e) and (f)(iii), the individual's usual residential address as registered immediately before 1st October 2009 is treated as a service address.

6.—(1) The certified copy of the company's constitution delivered under paragraph 5(a) of Schedule 21A to the 1985 Act or paragraph 5(a) of Schedule 20A to the 1986 Order, as held by the registrar immediately before 1st October 2009, is treated as if delivered and registered under regulation 8(1).

(2) Any certified translation delivered under paragraph 5(b) of Schedule 21A to that Act or paragraph 5(b) of Schedule 20A to that Order, as held by the registrar immediately before 1st October 2009, is treated as if delivered under regulation 8(1) in accordance with regulation 78 of these Regulations.

(3) The following, as they appeared on the register immediately before 1st October 2009, are treated as if delivered and registered under regulation 8(2)—

- (a) any statement under paragraph 1(3)(b) of Schedule 21A to the 1985 Act or paragraph 1(3)(b) of Schedule 20A to the 1986 Order to the effect that a copy of the company's constitution is included in the material delivered in respect of another branch;
- (b) the registered number of that other branch.

7.—(1) Copies of accounting documents delivered under paragraph 6(1)(a) of Schedule 21A to the 1985 Act or paragraph 6(1)(a) of Schedule 20A to the 1986 Order, if not superseded by the delivery of copies of accounting documents for a subsequent financial period, are treated as if delivered and registered under regulation 9(1).

(2) A certified translation of any such document delivered under paragraph 6(1)(b) of Schedule 21A to that Act or paragraph 6(1)(b) of Schedule 20A to that Order is treated as if delivered under regulation 9(1) in accordance with regulation 78.

(3) The following, as they appeared on the register immediately before 1st October 2009, are treated as if delivered and registered under regulation 9(2)—

- (a) any statement under paragraph 1(3)(b) of Schedule 21A to the 1985 Act or paragraph 1(3)(b) of Schedule 20A to the 1986 Order to the effect that copies of accounting documents are included in the material registered in respect of another branch;
- (b) the registered number of that other branch.

8.—(1) If the company is one to which Chapter 2 of Part 5 of these Regulations applies (companies required to prepare and disclose accounts under parent law), the following, as they appeared on the register immediately before 1st October 2009, are treated as if delivered and registered under regulation 10—

- (a) the statement in the return in respect of a branch whether it is intended to file copies of accounting documents in respect of that branch or in respect of another branch;
- (b) if the return states that it is intended to file copies of accounting documents in respect of another branch, the registered number of that branch.

(2) The statement of intention with respect to the registration of documents under paragraph 2(2) or 10(1) of Schedule 21D to the 1985 Act or paragraph 2(2) or 10(1) of Schedule 20D to the 1986 Order shall be read as a statement of intention with respect to the filing of copies of accounting documents under Chapter 2 of Part 5 of these Regulations.

Company with existing registered place of business

9.—(1) An overseas company that immediately before 1st October 2009—

- (a) had a place of business (other than a branch) in the United Kingdom, and
- (b) had delivered to the registrar in respect of that place of business the documents required by section 691(1) of the 1985 Act or Article 641(1) of the 1986 Order,

is treated as having complied in respect of that place of business with the requirements of Part 2 of these Regulations (initial registration of particulars).

(2) Paragraphs 10 to 12 below supplement sub-paragraph (1) and provide for particular things done under the 1985 Act or 1986 Order to be treated as if done under the corresponding provision of these Regulations.

10.—(1) The following particulars about the company, as they appeared on the register immediately before 1st October 2009, are treated as if delivered and registered under regulation 6(1)—

- (a) the company's name;
- (b) the list of the company's directors and secretaries together with—
 - (i) with respect to each director, the particulars specified in sub-paragraph (2), and
 - (ii) with respect to each secretary, the particulars specified in sub-paragraph (3).

(2) The particulars referred to in sub-paragraph (1)(b)(i) (directors) are—

- (a) in the case of an individual—
 - (i) name,
 - (ii) any former name,
 - (iii) service address,
 - (iv) usual residential address,
 - (v) nationality,
 - (vi) business occupation (if any), and
 - (vii) date of birth;
- (b) in the case of a body corporate or a firm that is a legal person under the law by which it is governed—
 - (i) its corporate or firm name, and
 - (ii) its registered or principal office.

(3) The particulars referred to in sub-paragraph (2)(b)(ii) (secretaries) are—

- (a) in the case of an individual—
 - (i) name,

- (ii) any former name, and
 - (iii) service address;
- (b) in the case of a body corporate or a firm that is a legal person under the law by which it is governed—
- (i) its corporate or firm name, and
 - (ii) its registered or principal office.
- (4) For the purposes of sub-paragraph (1)(a) the company's name is treated as registered immediately before 1st October 2009 if it then appeared in the index maintained under section 714 of the 1985 Act or Article 663 of the 1986 Order (the registrar's index of company and corporate names).
- (5) For the purposes of sub-paragraphs (2)(a)(iii) and (3)(a)(iii), the individual's usual residential address as registered immediately before 1st October 2009 is treated as a service address.

11.—(1) The following particulars about the place of business, as they appeared on the register immediately before 1st October 2009, are treated as registered under regulation 7—

- (a) the date on which the place of business was opened, and
 - (b) the name and service address of one or more persons resident in the United Kingdom authorised to accept service of documents on behalf of the company.
- (2) For the purposes of sub-paragraph (1)(b) an individual's usual residential address as registered immediately before 1st October 2009 is treated as a service address.

12.—(1) The certified copy of the company's constitution delivered under section 691(1)(a) of the 1985 Act or Article 641(1)(a) of the 1986 Order, as held by the registrar immediately before 1st October 2009, is treated as if delivered and registered under regulation 8(1).

(2) Any certified translation delivered under section 691(1)(a) of the 1985 Act or Article 641(1)(a) of the 1986 Order, as held by the registrar immediately before 1st October 2009, is treated as if delivered under regulation 8(1) in accordance with regulation 78.

Duty to deliver transitional return

13.—(1) Where paragraph 3 or 9 applies in relation to an establishment, the company must deliver to the registrar not later than 31st March 2010 a transitional return in respect of the establishment.

(2) The return must contain such of the particulars specified in regulation 6 (particulars of the company) as are not treated as registered in respect of the establishment by virtue of paragraph 3 or 9. Regulation 5(2) (reference to particulars included in those delivered in respect of another UK establishment) applies in relation to the return required by this paragraph as in relation to a return under Part 2 of these Regulations.

(3) The return must contain such of the particulars specified in regulation 7 (particulars of the establishment) as are not treated as registered by virtue of paragraph 5 or 11.

(4) If the company is one to which Part 5 of these Regulations applies (delivery of accounting documents: general), the return must—

- (a) make any statement required by regulation 10 (statement as to future manner of compliance with accounting requirements) that is not treated as made by virtue of paragraph 8, and
- (b) if the company states that it intends to file copies of accounting documents, or accounts, in respect of another UK establishment, give the registered number of that establishment.

(5) If the company is one to which Chapter 2 of Part 5 of these Regulations applies (companies required to prepare and disclose accounts under parent law), the return must, as regards any document specified in regulation 9(1) (copies of accounting documents) that is not treated as delivered by virtue of paragraph 7, either—

- (a) be accompanied by the document, or
- (b) make the statement specified in regulation 9(3) (statement that document included in those delivered in respect of another UK establishment).

(6) Sub-paragraph (5) does not apply if the company is required by its parent law to prepare and disclose accounts made up to a date before 1st October 2010.

Company with existing unregistered branch or place of business

14.—(1) An overseas company that immediately before 1st October 2009—

- (a) had a branch in the United Kingdom in respect of which it had not complied with paragraph 1(1) to (3) of Schedule 21A to the 1985 Act or paragraph 1(1) to (3) of Schedule 20A to the 1986 Order,
- (b) had a place of business (other than a branch) in the United Kingdom in respect of which it had not complied with section 691 of the 1985 Act or Article 641 of the 1986 Order,

is treated for the purposes of these Regulations as if it had opened that establishment on 1st October 2009.

(2) This does not affect any liability under section 697(1) or (3) of the 1985 Act or Article 647(1) or (3) of the 1986 Order (penalties for non-compliance) in respect of failure to comply with the provisions mentioned in sub-paragraph (1)(a) or (b) before 1st October 2009.