

SCHEDULES

SCHEDULE 19

Section 145.

MINOR AMENDMENTS OF THE COMPANIES ACT 1985

Correction of cross-reference

- 1 In section 131(1) of the Companies Act 1985 (merger relief) for “section 132(4)” substitute “section 132(8)”.
- This amendment shall be deemed always to have had effect.

Particulars to be given of directors and secretaries

- 2 (1) Section 289 of the Companies Act 1985 (particulars of directors required to be entered in register) is amended as follows.
- (2) In subsection (1)(a) (particulars of individual directors)—
- (a) in sub-paragraph (i) for “Christian name and surname” and in sub-paragraph (ii) for “Christian name or surname” substitute “name”, and
 - (b) for sub-paragraph (vii) substitute—
“(vii) the date of his birth;”.
- (3) In subsection (1)(b) (particulars of other directors) after “corporation” insert “or Scottish firm” and after “corporate” insert “or firm”.
- (4) For subsection (2) substitute—
- “(2) In subsection (1)(a)—
- (a) “name” means a person’s Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname, or in addition to either or both of them; and
 - (b) the reference to a former name does not include—
 - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
 - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or
 - (iii) in the case of a married woman, the name by which she was known previous to the marriage.”.
- 3 (1) Section 290 of the Companies Act 1985 (particulars of secretaries to be entered in register) is amended as follows.

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- (2) In subsection (1)(a) (particulars of individuals) for “Christian name and surname” and “Christian name or surname” substitute “name”.
- (3) For subsection (3) substitute—
- “(3) Section 289(2)(a) and (b) apply for the purposes of the obligation under subsection (1)(a) of this section to state the name or former name of an individual.”.
- 4 (1) Section 305 of the Companies Act 1985 (directors' names on company correspondence, &c.) is amended as follows.
- (2) In subsection (1) for the words from “the Christian name” onwards substitute “the name of every director of the company”.
- (3) For subsection (4) substitute—
- “(4) For the purposes of the obligation under subsection (1) to state the name of every director of the company, a person’s “name” means—
- (a) in the case of an individual, his Christian name (or other forename) and surname; and
- (b) in the case of a corporation or Scottish firm, its corporate or firm name.
- (5) The initial or a recognised abbreviation of a person’s Christian name or other forename may be stated instead of the full Christian name or other forename.
- (6) In the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.
- (7) In this section “director” includes a shadow director and the reference in subsection (3) to an “officer” shall be construed accordingly.”.
- 5 (1) Section 686 of the Companies Act 1985 (documents to be delivered to registrar on registration of company not formed under companies legislation) is amended as follows.
- (2) In subsection (1) (particulars to be delivered to registrar), for paragraph (b) (particulars of directors and managers) substitute—
- “(b) a list showing with respect to each director or manager of the company—
- (i) in the case of an individual, his name, address, occupation and date of birth,
- (ii) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.”.
- (3) After that subsection insert—
- “(1A) For the purposes of subsection (1)(b)(i) a person’s “name” means his Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.”.

6 In section 691 of the Companies Act 1985 (documents to be delivered to registrar on registration of overseas company), for subsection (2) (particulars of directors and secretary) substitute—

“(2) The list referred to in subsection (1)(b)(i) shall contain the following particulars with respect to each director—

- (a) in the case of an individual—
 - (i) his name,
 - (ii) any former name,
 - (iii) his usual residential address,
 - (iv) his nationality,
 - (v) his business occupation (if any),
 - (vi) if he has no business occupation but holds other directorships, particulars of them, and
 - (vii) his date of birth;
- (b) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.

(3) The list referred to in subsection (1)(b)(i) shall contain the following particulars with respect to the secretary (or, where there are joint secretaries, with respect to each of them)—

- (a) in the case of an individual, his name, any former name and his usual residential address;
- (b) in the case of a corporation or Scottish firm, its corporate or firm name and registered or principal office.

Where all the partners in a firm are joint secretaries of the company, the name and principal office of the firm may be stated instead of the particulars required by paragraph (a).

(4) In subsections (2)(a) and (3)(a) above—

- (a) “name” means a person’s Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname, or in addition to either or both of them; and
- (b) the reference to a former name does not include—
 - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
 - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or
 - (iii) in the case of a married woman, the name by which she was known previous to the marriage.”.

7 (1) Schedule 1 to the Companies Act 1985 (particulars of directors and secretaries to be sent to registrar) is amended as follows.

(2) In paragraph 1(a) (particulars of individual directors)—

- (a) for “Christian name and surname” and “Christian name or surname” substitute “name”; and

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- (b) for the words from “and, in the case” to the end substitute “and his date of birth”.
- (3) In paragraph 1(b) (particulars of other directors) after “corporation” insert “or Scottish firm” and after “corporate” insert “or firm”.
- (4) In paragraph 3(1)(a) (particulars of individual secretaries) for “Christian name and surname” (twice) substitute “name”.
- (5) For paragraph 4 substitute—
 - “4 In paragraphs 1(a) and 3(1)(a) above—
 - (a) “name” means a person’s Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them; and
 - (b) the reference to a former name does not include—
 - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
 - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or
 - (iii) in the case of a married woman, the name by which she was known previous to the marriage.”.

Transactions with directors not requiring authorisation

- 8 In section 321 of the Companies Act 1985 (exceptions from provisions requiring authorisation for substantial property transactions with directors, &c.), after subsection (3) insert—

“(4) Section 320(1) does not apply to a transaction on a recognised investment exchange which is effected by a director, or a person connected with him, through the agency of a person who in relation to the transaction acts as an independent broker.

For this purpose an “independent broker” means—

- (a) in relation to a transaction on behalf of a director, a person who independently of the director selects the person with whom the transaction is to be effected, and
- (b) in relation to a transaction on behalf of a person connected with a director, a person who independently of that person or the director selects the person with whom the transaction is to be effected;

and “recognised”, in relation to an investment exchange, means recognised under the Financial Services Act 1986.”.

Time limit for holding extraordinary general meeting convened on members' requisition

- 9 In section 368 of the Companies Act 1985 (extraordinary general meeting on members' requisition), after subsection (7) add—

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“(8) The directors are deemed not to have duly convened a meeting if they convene a meeting for a date more than 28 days after the date of the notice convening the meeting.”.

Removal of restriction on transfer of shares

- 10 (1) In section 456(3) of the Companies Act 1985 (removal of restrictions by order of court), in paragraph (b) (order where shares to be sold)—
- (a) for “sold” substitute “transferred for valuable consideration”, and
 - (b) for “sale” substitute “transfer”.
- (2) In section 454(2) and (3) (which refer to section 456(3)(b)) for “sell” and “sale” substitute “transfer”.

Protection of company’s members against unfair prejudice

- 11 In Part XVII of the Companies Act 1985 (protection of company’s members against unfair prejudice)—
- (a) in section 459(1) (application by company member), and
 - (b) in section 460(1)(b) (application by Secretary of State),
- for “unfairly prejudicial to the interests of some part of the members” substitute “unfairly prejudicial to the interests of its members generally or of some part of its members”.

Requirements for registration by joint stock companies

- 12 In section 684(1) of the Companies Act 1985 (requirements for registration by joint stock companies: documents to be delivered to registrar), in paragraph (b) (list of members on specified day) for “(not more than 6 clear days before the day of registration)” substitute “(not more than 28 clear days before the day of registration)”.

Delivery of documents by overseas companies

- 13 In Chapter I of Part XXIII of the Companies Act 1985 (overseas companies: registration, &c.), for section 696 (office where documents to be filed) substitute—

“696 Registrar to whom documents to be delivered

- (1) References to the registrar in relation to an overseas company (except references in Chapter III of this Part (registration of charges): see section 703E), shall be construed in accordance with the following provisions.
- (2) The documents which an overseas company is required to deliver to the registrar shall be delivered—
 - (a) to the registrar for England and Wales if the company has established a place of business in England and Wales, and
 - (b) to the registrar for Scotland if the company has established a place of business in Scotland;

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and if the company has an established place of business in both parts of Great Britain, the documents shall be delivered to both registrars.

- (3) If a company ceases to have a place of business in either part of Great Britain, it shall forthwith give notice of that fact to the registrar for that part; and from the date on which notice is so given it is no longer obliged to deliver documents to that registrar.”.

Companies' registered numbers

- 14 For section 705 of the Companies Act 1985 (companies' registered numbers) substitute—

“705 Companies' registered numbers

- (1) The registrar shall allocate to every company a number, which shall be known as the company's registered number.
- (2) Companies' registered numbers shall be in such form, consisting of one or more sequences of figures or letters, as the registrar may from time to time determine.
- (3) The registrar may upon adopting a new form of registered number make such changes of existing registered numbers as appear to him necessary.
- (4) A change of a company's registered number has effect from the date on which the company is notified by the registrar of the change; but for a period of three years beginning with the date on which that notification is sent by the registrar the requirement of section 351(1)(a) as to the use of the company's registered number on business letters and order forms is satisfied by the use of either the old number or the new.
- (5) In this section “company” includes—
- (a) any oversea company which has complied with section 691 (delivery of statutes to registrar, &c.), other than a company which appears to the registrar not to have a place of business in Great Britain; and
 - (b) any body to which any provision of this Act applies by virtue of section 718 (unregistered companies).”.

Exemptions from limit of 20 on members of partnership

- 15 (1) Section 716 of the Companies Act 1985 (prohibition of formation of company, association or partnership with more than 20 members unless registered as company, &c.) is amended as follows.
- (2) In subsection (2) (exemptions), after paragraph (c) insert—
- “*(d) for any purpose prescribed by regulations (which may include a purpose mentioned above), of a partnership of a description so prescribed.*”;

and omit the words inserted by paragraph 22 of Schedule 16 to the Financial Services Act 1986.

- (3) For subsections (3) and (4) substitute—

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“(3) In subsection (2)(a) “solicitor”—

- (a) in relation to England and Wales, means solicitor of the Supreme Court, and
- (b) in relation to Scotland, means a person enrolled or deemed enrolled as a solicitor in pursuance of the Solicitors (Scotland) Act 1980.

(4) In subsection (2)(c) “recognised stock exchange” means—

- (a) The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited, and
- (b) any other stock exchange for the time being recognised for the purposes of this section by the Secretary of State by order made by statutory instrument.”.

16 (1) Section 717 of the Companies Act 1985 (limited partnerships: limit on number of members) is amended as follows.

(2) In subsection (1) (exemptions from limit of 20 members under section 4(2) of Limited Partnerships Act 1907), after paragraph (c) insert—

- “(d) to a partnership carrying on business of any description prescribed by regulations (which may include a business of any description mentioned above), of a partnership of a description so prescribed.”;

and omit the words inserted by paragraph 22 of Schedule 16 to the Financial Services Act 1986.

(3) For subsections (2) and (3) substitute—

“(2) In subsection (1)(a) “solicitor”—

- (a) in relation to England and Wales, means solicitor of the Supreme Court, and
- (b) in relation to Scotland, means a person enrolled or deemed enrolled as a solicitor in pursuance of the Solicitors (Scotland) Act 1980.

(3) In subsection (1)(c) “recognised stock exchange” means—

- (a) The International Stock Exchange of the United Kingdom and the Republic of Ireland Limited, and
- (b) any other stock exchange for the time being recognised for the purposes of this section by the Secretary of State by order made by statutory instrument.”.

Meaning of “officer who is in default”

17 In section 730 of the Companies Act 1985 (punishment of offences), in subsection (5) (meaning of “officer who is in default”), after “company” (twice) insert “or other body”.

Offences committed by partnerships and other unincorporated bodies

18 In section 734 of the Companies Act 1985 (criminal proceedings against unincorporated bodies), at the end add—

“(5) Where such an offence committed by a partnership is proved to have been committed with the consent or connivance of, or to be attributable to any

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neglect on the part of, a partner, he as well as the partnership is guilty of the offence and liable to be proceeded against and punished accordingly.

- (6) Where such an offence committed by an unincorporated body (other than a partnership) is proved to have been committed with the consent or connivance of, or to be attributable to any neglect on the part of, any officer of the body or any member of its governing body, he as well as the body is guilty of the offence and liable to be proceeded against and punished accordingly.”.

Meaning of “office copy” in Scotland

19 In Part XXVI of the Companies Act 1985 (interpretation), after section 743 insert—

“743A Meaning of “office copy” in Scotland

References in this Act to an office copy of a court order shall be construed, as respects Scotland, as references to a certified copy interlocutor.”.

Index of defined expressions

20 In Part XXVI of the Companies Act 1985 (interpretation), after section 744 insert—

“744A Index of defined expressions

The following Table shows provisions defining or otherwise explaining expressions for the purposes of this Act generally—

accounting reference date, accounting reference period	sections 224 and 742(1)
acquisition (in relation to a non-cash asset)	section 739(2)
agent	section 744
allotment (and related expressions)	section 738
annual accounts	sections 261(2), 262(1) and 742(1)
annual general meeting	section 366
annual return	section 363
articles	section 744
authorised minimum	section 118
balance sheet and balance sheet date	sections 261(2), 262(1) and 742(1)
bank holiday	section 744
banking company	section 744
body corporate	section 740
books and papers, books or papers	section 744
called-up share capital	section 737(1)
capital redemption reserve	section 170(1)

the Companies Acts	section 744
companies charges register	section 397
company	section 735(1)
the Consequential Provisions Act	section 744
corporation	section 740
the court (in relation to a company)	section 744
current assets	sections 262(1) and 742(1)
debenture	section 744
director	section 741(1)
document	section 744
elective resolution	section 379A
employees' share scheme	section 743
equity share capital	section 744
existing company	section 735(1)
extraordinary general meeting	section 368
extraordinary resolution	section 378(1)
financial year (of a company)	sections 223 and 742(1)
fixed assets	sections 262(1) and 742(1)
floating charge (in Scotland)	section 462
the former Companies Acts	section 735(1)
the Gazette	section 744
hire-purchase agreement	section 744
holding company	section 736
the Insider Dealing Act	section 744
the Insolvency Act	section 735A(1)
insurance company	section 744
the Joint Stock Companies Acts	section 735(3)
limited company	section 1(2)
member (of a company)	section 22
memorandum (in relation to a company)	section 744
non-cash asset	section 739(1)
number (in relation to shares)	section 744
office copy (in relation to a court order in Scotland)	section 743A

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officer (in relation to a body corporate)	section 744
official seal (in relation to the registrar of companies)	section 744
oversea company	section 744
overseas branch register	section 362
paid up (and related expressions)	section 738
parent company and parent undertaking	sections 258 and 742(1)
place of business	section 744
prescribed	section 744
private company	section 1(3)
profit and loss account	sections 261(2), 262(1) and 742(1)
prospectus	section 744
public company	section 1(3)
realised profits or losses	sections 262(3) and 742(2)
registered number (of a company)	section 705(1)
registered office (of a company)	section 287
registrar and registrar of companies	section 744
resolution for reducing share capital	section 135(3)
shadow director	section 741(2) and (3)
share	section 744
share premium account	section 130(1)
share warrant	section 188
special notice (in relation to a resolution)	section 379
special resolution	section 378(2)
subsidiary	section 736
subsidiary undertaking	sections 258 and 742(1)
transfer (in relation to a non-cash asset)	section 739(2)
uncalled share capital	section 737(2)
undistributable reserves	section 264(3)
unlimited company	section 1(2)
unregistered company	section 718
wholly-owned subsidiary	section 736(2)”

Fraudulent trading by unregistered companies

21 In Schedule 22 to the Companies Act 1985 (provisions applying to unregistered companies), at the appropriate place insert—

“Part XVI	Fraudulent trading by a	—”
	company.	
