



Companies Act 2006

2006 CHAPTER 46

PART 35

THE REGISTRAR OF COMPANIES

Supplementary provisions

1111 Registrar's requirements as to certification or verification

- (1) Where a document required or authorised to be delivered to the registrar under any enactment is required—
 - (a) to be certified as an accurate translation or transliteration, or
 - (b) to be certified as a correct copy or verified,the registrar may impose requirements as to the person, or description of person, by whom the certificate or verification is to be given.
- (2) The power conferred by section 1068 (registrar's requirements as to form, authentication and manner of delivery) is exercisable in relation to the certificate or verification as if it were a separate document.
- (3) Requirements imposed under this section must not be inconsistent with requirements imposed by any enactment with respect to the certification or verification of the document concerned.

1112 General false statement offence

- (1) It is an offence for a person knowingly or recklessly—
 - (a) to deliver or cause to be delivered to the registrar, for any purpose of the Companies Acts, a document, or
 - (b) to make to the registrar, for any such purpose, a statement, that is misleading, false or deceptive in a material particular.
- (2) A person guilty of an offence under this section is liable—

Status: This is the original version (as it was originally enacted).

- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
- (b) on summary conviction—
 - (i) in England and Wales, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
 - (ii) in Scotland or Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

1113 Enforcement of company's filing obligations

- (1) This section applies where a company has made default in complying with any obligation under the Companies Acts—
 - (a) to deliver a document to the registrar, or
 - (b) to give notice to the registrar of any matter.
- (2) The registrar, or any member or creditor of the company, may give notice to the company requiring it to comply with the obligation.
- (3) If the company fails to make good the default within 14 days after service of the notice, the registrar, or any member or creditor of the company, may apply to the court for an order directing the company, and any specified officer of it, to make good the default within a specified time.
- (4) The court's order may provide that all costs (in Scotland, expenses) of or incidental to the application are to be borne by the company or by any officers of it responsible for the default.
- (5) This section does not affect the operation of any enactment making it an offence, or imposing a civil penalty, for the default.

1114 Application of provisions about documents and delivery

- (1) In this Part—
 - (a) “document” means information recorded in any form, and
 - (b) references to delivering a document include forwarding, lodging, registering, sending, producing or submitting it or (in the case of a notice) giving it.
- (2) Except as otherwise provided, this Part applies in relation to the supply to the registrar of information otherwise than in documentary form as it applies in relation to the delivery of a document.

1115 Supplementary provisions relating to electronic communications

- (1) Registrar's rules may require a company to give any necessary consents to the use of electronic means for communications by the registrar to the company as a condition of making use of any facility to deliver material to the registrar by electronic means.
- (2) A document that is required to be signed by the registrar or authenticated by the registrar's seal shall, if sent by electronic means, be authenticated in such manner as may be specified by registrar's rules.

1116 Alternative to publication in the Gazette

- (1) Notices that would otherwise need to be published by the registrar in the Gazette may instead be published by such means as may from time to time be approved by the registrar in accordance with regulations made by the Secretary of State.
- (2) The Secretary of State may make provision by regulations as to what alternative means may be approved.
- (3) The regulations may, in particular—
 - (a) require the use of electronic means;
 - (b) require the same means to be used—
 - (i) for all notices or for all notices of specified descriptions, and
 - (ii) whether the company is registered in England and Wales, Scotland or Northern Ireland;
 - (c) impose conditions as to the manner in which access to the notices is to be made available.
- (4) Regulations under this section are subject to negative resolution procedure.
- (5) Before starting to publish notices by means approved under this section the registrar must publish at least one notice to that effect in the Gazette.
- (6) Nothing in this section prevents the registrar from giving public notice both in the Gazette and by means approved under this section.

In that case, the requirement of public notice is met when notice is first given by either means.

1117 Registrar's rules

- (1) Where any provision of this Part enables the registrar to make provision, or impose requirements, as to any matter, the registrar may make such provision or impose such requirements by means of rules under this section.

This is without prejudice to the making of such provision or the imposing of such requirements by other means.

- (2) Registrar's rules—
 - (a) may make different provision for different cases, and
 - (b) may allow the registrar to disapply or modify any of the rules.
- (3) The registrar must—
 - (a) publicise the rules in a manner appropriate to bring them to the notice of persons affected by them, and
 - (b) make copies of the rules available to the public (in hard copy or electronic form).

1118 Payments into the Consolidated Fund

Nothing in the Companies Acts or any other enactment as to the payment of receipts into the Consolidated Fund shall be read as affecting the operation in relation to the registrar of section 3(1) of the Government Trading Funds Act 1973 (c. 63).

1119 Contracting out of registrar's functions

- (1) Where by virtue of an order made under section 69 of the Deregulation and Contracting Out Act 1994 (c. 40) a person is authorised by the registrar to accept delivery of any class of documents that are under any enactment to be delivered to the registrar, the registrar may direct that documents of that class shall be delivered to a specified address of the authorised person.

Any such direction must be printed and made available to the public (with or without payment).

- (2) A document of that class that is delivered to an address other than the specified address is treated as not having been delivered.
- (3) Registrar's rules are not subordinate legislation for the purposes of section 71 of the Deregulation and Contracting Out Act 1994 (functions excluded from contracting out).

1120 Application of this Part to overseas companies

Unless the context otherwise requires, the provisions of this Part apply to an overseas company as they apply to a company as defined in section 1.