

2004 No. 2621

COMPANIES

The Companies (Fees) Regulations 2004

Approved by both Houses of Parliament

<i>Made - - - - -</i>	<i>6th October 2004</i>
<i>Laid before Parliament</i>	<i>11th October 2004</i>
<i>Coming into force - -</i>	<i>1st February 2005</i>

The Secretary of State, in exercise of the powers conferred upon her by section 708(1) of the Companies Act 1985(a) and of all other powers enabling her in that behalf, hereby makes the following Regulations:

Citation and commencement

1. These Regulations may be cited as the Companies (Fees) Regulations 2004 and shall come into force on 1st February 2005.

Interpretation

2. In these Regulations—

“the 1985 Act” means the Companies Act 1985 and in Schedule 4 any reference to a Part, Chapter, numbered section or Schedule is a reference to a Part, Chapter, or section of or Schedule to that Act;

“company” includes an overseas company except in relation to entries 1,2,3,5,10 and 24 in Schedule 4;

“company report” means a report containing the information relating to a company set out in Schedule 1 in so far as recorded by the registrar in records kept by her for the purposes of the 1985 Act;

“delivery of accounts” means in relation to an overseas company—

(a) delivery to the registrar by the company of copy accounts and reports under section 702(b) of the 1985 Act; or

(b) delivery to the registrar by the company of accounting documents under Schedule 21C or 21D to the 1985 Act(c);

“document package” means one of the sets of copies of documents relating to a company (in so far as such documents are delivered to the registrar by the company) as described in one of the paragraphs in Schedule 2 and with the maximum number of documents in each package being as specified in Schedule 4, with the documents in the package being primarily determinable in reverse order of the dates of delivery to the registrar;

(a) 1985 c. 6; section 708(1) has been amended by the Companies Act 1989 (1989 c. 40).

(b) Section 702 was substituted by the Companies Act 1989.

(c) Schedules 21C and 21D were inserted by the Oversea Companies and Credit and Financial Institutions (Branch Disclosure) Regulations 1992, S.I. 1992/3179.

“electronic information service” means a service by which information is accessed by the applicant in Hyper Text Markup Language using a website of the registrar with no requirement for the applicant to deliver an access code;

“electronic subscription service” means a service by which information is accessed by the applicant in Hyper Text Markup Language using a website of the registrar by delivering a non-encrypted access code;

“index” means one of the following indexes kept by the registrar—

- (a) the index of company and corporate names and numbers;
- (b) the index of company charges;

“long list of members” means a list of members delivered to the registrar under section 363 of the 1985 Act which—

- (a) is delivered to the registrar by means of microfiche or magnetic tape; or
- (b) exceeds 49 pages;

“oversea company” includes in relation to entry 6 in Schedule 4 any institution to which section 699A(a) of the 1985 Act applies;

“relevant document” means in relation to entries 5 and 6 in Schedule 4, a document which a company is required to deliver to the registrar under any provisions of the 1985 Act, other than a document in relation to the delivery of which a fee is specified in any other entry in Schedule 4;

“relevant period” means one of the following periods—

- (a) in relation to a company which is not an oversea company—
 - (i) the period beginning with its incorporation and ending immediately after the delivery to the registrar of its first annual return; or
 - (ii) a period beginning immediately after delivery to the registrar of an annual return and ending immediately after delivery to the registrar of the next annual return;
- (b) in relation to an oversea company—
 - (i) the period beginning with the registration of the documents required to be delivered to the registrar by section 691 of the 1985 Act or of particulars required to be delivered to the registrar by paragraph 1 of Schedule 21A to the 1985 Act(b) and ending immediately after the first delivery to the registrar of its accounts; or
 - (ii) a period beginning immediately after a delivery of accounts to the registrar and ending immediately after delivery to the registrar of the next accounts;

“same day” means, in relation to a registration, re-registration or provision of a certificate or certified copy, any such matter in relation to which—

- (a) a request for same day registration, re-registration or provision of a certificate or certified copy (as the case may be) and all documents required to be delivered to the registrar in connection therewith, are received by the registrar—
 - (i) in the case of a request for provision of a certificate or a certified copy, before 2.00 pm on the day in question, or
 - (ii) in other cases, before 3.00pm on that day, and
- (b) the registration or re-registration (where requisite) is completed and the appropriate certificate or certified copy is issued to the applicant on that day;

“searchroom terminal” means a computer terminal operated by the applicant at an office of the registrar.

Revocations

3.—(1) The Regulations listed in Schedule 3 are revoked, subject to paragraph (2).

(2) The fee prescribed in relation to entry 2 in the Schedule to the Companies (Fees) Regulations 1991(c) applies to the delivery of an annual return—

- (a) in relation to which the return date is earlier than 1st February 2005; or
- (b) which is delivered before 1st February 2005.

(a) Section 699A was inserted by the Oversea Companies and Credit and Financial Institutions (Branch Disclosure) Regulations 1992, S.I. 1992/3179.

(b) Schedule 21A was inserted by the Oversea Companies and Credit and Financial Institutions (Branch Disclosure) Regulations 1992, S.I. 1992/3179.

(c) S.I. 1991/1206; this has been amended by S.I. 1992/2876, S.I. 1994/2217, S.I. 1995/1423, S.I. 1996/1444, S.I. 1998/3088, S.I. 2000/3325, S.I. 2002/317 and S.I. 2002/2874.

Fees payable to the registrar

4.—(1) Subject to paragraph (2), the fees set out in the second column of Schedule 4 shall be the fees payable in respect of the performance by the registrar of her functions in relation to the matters specified in the first column of that Schedule and shall be payable—

- (a) in relation to entries 5,6 and 22 in Schedule 4, as stated in those entries;
- (b) in relation to all other matters, on the performance by the registrar of the relevant function.

(2) The fee prescribed in relation to entry 22 in Schedule 4 is not payable in respect of any month for which the applicant pays a fee to the registrar for an electronic subscription service under Regulations providing for fees in respect of functions of the registrar in relation to limited liability partnerships or of the Department of Trade and Industry in relation to European Economic Interest Groupings.

Application of fees

5. The fees prescribed by regulation 4 apply—

- (a) in relation to entries 1 to 4 (inclusive) and 6 to 10 (inclusive) in Schedule 4, to any matter in respect of which every document necessary for the registrar to carry out her functions in respect of that matter is delivered to her on or after 1st February 2005;
- (b) in relation to entry 5 in that Schedule, to the delivery of any annual return—
 - (i) in relation to which the return date is on or after 1st February 2005, and
 - (ii) which is delivered on or after 1st February 2005;
- (c) in relation to entries 11 to 21 (inclusive) and 23 and 24 in that Schedule, to any matter in respect of which a request is received by the registrar on or after 1st February 2005;
- (d) in relation to entry 22 in that Schedule, in respect of February 2005 and any subsequent months.

Gerry Sutcliffe,
Parliamentary Under Secretary of State for Employment
Relations, Postal Services and Consumers,
Department of Trade and Industry

6th October 2004

SCHEDULE 1

Regulation 2

CONTENTS OF COMPANY REPORT

Companies register information

1. Information relating to the company including its registered number, its date of incorporation, its name and the number of registered charges.
2. Any previous names.
3. A list of dates including those relating to latest annual accounts and annual returns and dates for the next such documents to be delivered to the registrar.

Appointments and charges

4. At the option of the applicant, either or both of the following sets of particulars—
 - (a) particulars of the directors and secretary of the company;
 - (b) particulars of charges registered in respect of the company;except that an applicant using electronic information service can not elect to have only the particulars under (b).

Recent filing history

5. List of documents delivered to the registrar during the previous 18 months up to a maximum of 100 documents listed in the reverse order of the dates of delivery excluding returns of allotments unless requested by the applicant.

SCHEDULE 2

Regulation 2

DOCUMENT PACKAGES

Listed below are the document packages and the documents included in each package.

1. General Package

Incorporation documents and name changes documents
Resolutions and memorandum and articles of association
Any documents relating to strike-off
Latest annual accounts and notices specifying accounting reference date or extending the period allowed for laying and delivering accounts and reports
Latest annual return
Notification of change among directors or in secretary or their particulars and changes in registered office in each case since the date to which the latest annual return was made up
(at the option of the applicant) Returns of allotments of shares delivered to the registrar since the date to which the latest annual return giving full particulars of the members is made up
(long list of members not available)

2. Current Package

Latest annual accounts and notices specifying accounting reference date or extending the period allowed for laying and delivering accounts and reports
Latest annual return
Notification of change among directors or in secretary or their particulars and changes in registered office in each case since the date to which the latest annual return was made up
Any documents relating to strike-off
(at the option of the applicant) Returns of allotments of shares delivered to the registrar since the date to which the latest annual return giving full particulars of the members is made up
(long list of members not available)

3. Charges Package

Charge related documents since incorporation
The company report containing the particulars in paragraph 4(b) of Schedule 1 but not the particulars in paragraph 4(a) of that Schedule

4. Insolvency Package

Company Voluntary Arrangements, Administration, Receivership, Winding Up, Dissolution and strike-off related documents delivered to the registrar since April 1995

5. Accounts Package

Annual accounts and notices specifying accounting reference date or extending the period allowed for laying and delivering accounts and reports delivered to the registrar over the previous 5 years

The company report

6. Package of documents delivered in a calendar year selected by the applicant

Documents delivered to the registrar by the company in a calendar year selected by the applicant (not available for years prior to 2003)

SCHEDULE 3

Regulation 3

Regulations revoked	References
The Companies (Fees) Regulations 1991	S.I. 1991/1206
The Companies (Fees) (Amendment) Regulations 1992	S.I. 1992/2876
The Companies (Fees) (Amendment) Regulations 1994	S.I. 1994/2217
The Companies (Fees) (Amendment) Regulations 1995	S.I. 1995/1423
The Companies (Fees) (Amendment) Regulations 1996	S.I. 1996/1444
The Companies (Fees) (Amendment) Regulations 1998	S.I. 1998/3088
The Companies (Fees) (Amendment) Regulations 2000	S.I. 2000/3325
The Companies (Fees) (Amendment) Regulations 2002	S.I. 2002/317
The Companies (Fees) (Amendment No. 2) Regulations 2002	S.I. 2002/2894

SCHEDULE 4

Regulation 4

FEES PAYABLE TO THE REGISTRAR

Matter in relation to which fee is payable	Amount of fee
1. Registration of a company on formation under Chapter I of Part I— (a) where all the requisite documents are sent to the registrar using electronic communications— (i) other than same day registration (ii) same day registration (b) where all the requisite documents are not sent to the registrar using electronic communications— (i) other than same day registration (ii) same day registration	 £15.00 £30.00 £20.00 £50.00
2. Registration of a company under Chapter II of Part XXII	£20.00
3. Re-registration of a company under Part II— (a) other than same day re-registration (b) same day re-registration	 £20.00 £50.00
4. Registration of documents required to be delivered to the registrar by section 691 in respect of the establishment of a place of business in Great Britain, or of particulars required to be delivered to the registrar by paragraph 1 of Schedule 21A in respect of an overseas company having opened a branch in a part of Great Britain	£20.00
5. Delivery by a company of all relevant documents during a relevant period, payable on delivery by the company of its annual return under section 363(a) at the end of that period— (a) where the annual return is delivered using electronic communications (b) where the annual return is delivered not using electronic communications	 £15.00 £30.00

(a) Section 363 was substituted by the Companies Act 1989, section 139(1).

Matter in relation to which fee is payable	Amount of fee
6. Delivery by an overseas company of all relevant documents during a relevant period, payable on delivery of accounts by the company at the end of that period	£30.00
7. Registration of a change of name under section 28 (other than a change made in response to a direction of the Secretary of State under section 28(2))— (a) other than same day registration (b) same day registration	£10.00 £50.00
8. Registration of particulars of— (a) a change of corporate name of an overseas company delivered under section 692(2) (b) alteration of— (i) the corporate name of a company to which section 690A(a) applies (ii) the name in which its business is carried on, delivered under paragraph 7 of Schedule 21A	£10.00 £10.00 £10.00
9. Registration of a charge under Part XII	£13.00
10. Application by a private company under section 652A(b) to strike the company's name off the register	£10.00
11. Provision of a copy of an index page delivered by email or fax or on paper delivered by post or at an office of the registrar	£2.00
12. Provision of particulars of the directors and secretary of a company, particulars of charges registered in respect of a company, or particulars of directorships held by a named person— (a) inspection of information using electronic subscription service or searchroom terminal (b) copy of information delivered by email or fax or on paper delivered by post or at an office of the registrar	£1.00 £3.00
13. Provision of a company report— (a) using electronic information service, electronic subscription service or searchroom terminal (b) delivered by email or fax or on paper delivered by post or at an office of the registrar	£1.00 £3.00
14. Provision of a copy of the register of charges with respect to a company	£3.00
15. Inspection or provision of a copy of a document (other than a long list of members)— (a) inspection using electronic subscription service (b) inspection using searchroom terminal (c) provision of a copy without prior inspection using electronic information service, electronic subscription service or searchroom terminal (d) copy delivered by email or on paper delivered by post or at an office of the registrar (e) copy requested by telephone or using electronic subscription service and delivered by fax	£4.00 £2.00 £1.00 £3.00 £3.00
16. Printing a screen of information using searchroom terminal or a page printed from microfiche by the applicant at an office of the registrar where in either case no fee is chargeable for inspecting that information	£0.10
17. Provision of a document package of up to 25 documents requested at an office of the registrar or using a searchroom terminal and delivered on paper at that office of the registrar	£7.00
18. Provision of a document package of up to 50 documents requested using electronic subscription service— (a) delivered using the electronic subscription service (b) delivered by post on paper	£4.00 £20.00

(a) Section 690A was inserted by the Oversea Companies and Credit and Financial Institutions (Branch Disclosure) Regulations 1992, S.I. 1992/3179.

(b) Section 652A was inserted by the Deregulation and Contracting Out Act 1994 (1994 c. 40).

Matter in relation to which fee is payable	Amount of fee
19. Provision of a copy of a long list of members—	
(a) microfiche copy	£12.50
(b) paper copy—	
(i) first 20 pages	£12.50
(ii) each additional page	£0.20
20. Inspection and provision of a copy of an original document delivered to the registrar in legible form, when the record of the contents kept by the registrar is illegible or unavailable—	
(a) inspection only	£6.00
(b) inspection and copy	£9.00
21. Provision of a microfiche copy of documents relating to a company (other than long list of members) received by the registrar up to and including 31st December 2002	£9.00
22. Fee for electronic subscription service, for each calendar month payable in arrears at the end of that month	£5.00
23. Provision of a certified copy of a document or extract from a document provided pursuant to section 709(1)(b)(a)—	
(a) up to 10 pages (including the tenth page)	£15.00
(b) each page thereafter	£1.00
(c) same day delivery	£50.00
(d) additional fee for same day delivery by fax	£3.00
24. Certificate of incorporation provided pursuant to section 710(b)—	
(a) for the first certificate relating to a company provided on any one occasion	£15.00
(b) each additional certificate relating to the same company provided on the same occasion	£10.00
(c) same day delivery	£50.00
(d) additional fee for same day delivery by fax	£3.00

(a) Section 709 was substituted by the Companies Act 1989.

(b) Section 710 was substituted by the Companies Act 1989.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations replace the Companies (Fees) Regulations 1991, as amended. They provide for a revised scale of fees to be payable to the registrar of companies with effect from 1st February 2005. Provision has been included for certain fees previously determined administratively by the registrar. The fees cover functions of the registrar, including those in relation to the registration of companies, the delivery to the registrar of documents relating to companies (including overseas companies), registration of charges and the dissemination of information relating to companies.

The scale of fees is set out in Schedule 4 to the Regulations. Four fees are increased: the fee payable on delivery of an annual return (other than by electronic means) and the fee payable on delivery of the accounts of an overseas company are increased in both cases from £15.00 to £30.00. The fee on delivery of an annual return by electronic means remains £15.00. The fee payable on registration of a charge is increased from £10.00 to £13.00 and the fee payable for the first 20 pages of a long list of members is increased from £9.00 to £12.50. Other fees either remain the same or are, in some cases, reduced. These include the fees for registration of a company by electronic means and certain fees for provision of information.

£3.00

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