

SCHEDULE 1

PROVISIONS OF THE COMPANIES ACTS APPLYING TO UNREGISTERED COMPANIES

The registrar of companies

19. Sections 1077 to 1079 of the Companies Act 2006 (public notice of receipt of certain documents) apply to unregistered companies, modified so that they read as follows—

“Public notice of receipt of certain documents

1077.—(1) The registrar must cause to be published—

- (a) in the Gazette, or
- (b) in accordance with section 1116 (alternative means of giving public notice),

notice of the receipt by the registrar of any document specified in section 1078.

(2) The notice must state the name and reference number of the company, the description of document and the date of receipt.

(3) The registrar is not required to cause notice of the receipt of a document to be published before the date of incorporation of the company to which the document relates.

The section 1077 documents

1078. The following documents are specified for the purposes of section 1077—

Constitutional documents

1. Any instrument constituting or regulating the company.
2. After any alteration of such an instrument, any copy of the instrument as amended.
3. Any notice of the change of the company’s name.

Accounts and returns

1. All documents required to be delivered to the registrar under section 441 (annual accounts).
2. The company’s annual return.

Principal office

Notification of any change of the company’s principal office in the United Kingdom.

Winding up

1. Copy of any winding-up order in respect of the company.

Constitutional documents

2. Notice of the appointment of liquidators.
 3. Order for the dissolution of the company on a winding up.
 4. Return by a liquidator of the final meeting of the company on a winding up.
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Effect of failure to give public notice

1079.—(1) A company is not entitled to rely against other persons on the happening of any event to which this section applies unless—

- (a) the event has been officially notified at the material time, or
- (b) the company shows that the person concerned knew of the event at the material time.

(2) The events to which this section applies are—

- (a) (as regards service of any document on the company) a change of the company's principal office in the United Kingdom,
- (b) the making of a winding-up order in respect of the company, or
- (c) the appointment of a liquidator in a voluntary winding up of the company.

(3) If the material time falls—

- (a) on or before the 15th day after the date of official notification, or
- (b) where the 15th day was not a working day, on or before the next day that was,

the company is not entitled to rely on the happening of the event as against a person who shows that he was unavoidably prevented from knowing of the event at that time.

(4) "Official notification" means—

- (a) in relation to anything stated in a document specified in section 1078, notification of that document in accordance with section 1077;
- (b) in relation to the appointment of a liquidator in a voluntary winding up, notification of that event in accordance with section 109 of the Insolvency Act 1986 (c. 45) or Article 95 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)).".