

REGISTRAR'S RULES 2009

VOLUME 3

REQUIREMENTS APPLICABLE TO A DOCUMENT OR PART OF A DOCUMENT DELIVERED TO THE REGISTRAR ON A CD-ROM OR DVD-ROM

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The registrar of companies makes the following rules in exercise of the powers conferred by sections 1068, 1071 and 1117 of the Companies Act 2006.

PART 1 **GENERAL INTRODUCTORY PROVISIONS**

Commencement

1. The rules in this Volume shall come into force on 1st October 2009.

Application of this Volume

2. (1) The rules in this Volume apply to a document or a part of a document specified in these rules that is delivered to the registrar on a CD-ROM or DVD-ROM.

(2) Other Volumes of the registrar's rules 2009 cover the following matters-

- (a) Requirements applicable to documents delivered to the registrar in electronic form (Volume 1);
- (b) Requirements applicable to documents delivered to the registrar in paper form (Volume 2);
- (c) Requirements applicable to instructions for the informal correction of a document delivered to the registrar (Volume 4);
- (d) Authentication of a certificate sent by the registrar by electronic means (Volume 5).

Definitions

3. In this Volume of the rules-

“the 2006 Act” means the Companies Act 2006;

“the EC Regulation” means the Council Regulation 2157/2001/EC of 8 October 2001 on the Statute for a European Company;

“SE” means a European Public-Limited Liability Company (or Societas Europaea) which is within the meaning of the EC Regulation and is to be, or is, registered in the UK;

“section 1040 company” means any of the following companies-

- (a) a company authorised by section 1040 of the 2006 Act to register under that section or a company registered under that section,
- (b) a company registered under section 680 of the Companies Act 1985, or
- (c) a company registered under Article 629 of the Companies (Northern Ireland) Order 1986¹;

“unregistered company” means a body to which section 1043 of the 2006 Act applies.

PART 2 **MEMBER INFORMATION IN AN ANNUAL RETURN**

Definitions

4. In this Part-

“annual return” means a document delivered to the registrar under section 854 of the 2006 Act or that section as applied to section 1040 companies and unregistered companies by regulation 18 of the Companies (Companies Authorised to Register) Regulations 2009² and regulation 3 of the Unregistered Companies Regulations 2009³ respectively;

¹ S.I. 1986/1032 (NI 6)

² S.I. 2009/2437

³ S.I. 2009/2436

“member information” means the particulars required by subsections (3) to (6) of section 856 of the Companies Act 2006 and those subsections as applied to section 1040 companies and unregistered companies by regulation 18 of the Companies (Companies Authorised to Register) Regulations 2009 and regulation 3 of the Unregistered Companies Regulations 2009 respectively.

Delivery on a CD-ROM

5. (1) Volume 2 of the registrar’s rules 2009 imposes requirements applicable to an annual return delivered to the registrar in paper form.

(2) As an alternative to member information being delivered to the registrar in paper form, some or all of the member information may be delivered to the registrar on a CD-ROM but only where that information would have exceeded 49 pages in paper form.

(3) The member information on the CD-ROM must comply with the following requirements-

- (a) the font must be at least size 10
- (b) the information must be in one of the following formats:
 - (i) Microsoft Word
 - (ii) Microsoft WordPad
 - (iii) Microsoft NotePad
 - (iv) Microsoft Excel spreadsheet, and
- (c) (in the case of a Microsoft Excel spreadsheet) the information must be printable on A4 paper.

Delivery and receipt

6. Rule 7 of Volume 2 of the registrar’s rules 2009 shall apply to member information delivered to the registrar on a CD-ROM pursuant to rule 5 of this Volume because that member information must accompany the relevant annual return delivered in paper form.

PART 3

EVIDENCE ACCOMPANYING AN APPLICATION TO REFRAIN FROM DISCLOSING INFORMATION TO A CREDIT REFERENCE AGENCY OR TO MAKE AN ADDRESS UNAVAILABLE FOR PUBLIC INSPECTION

Interpretation

7. (1) In this Rule any reference to a numbered section is to the section so numbered in the Companies Act 2006.

(2) In this Part-

“address application” means-

- (a) an application to refrain from disclosing information to a credit reference agency delivered under
 - section 243(4) and regulations 5, 6 or 7 of the Address Regulations and those provisions as applied to unregistered companies and SEs by regulation 3 of the Unregistered Companies Regulations 2009 and Article 9(1)(c)(ii) of the EC Regulation respectively,
 - section 243(4) and regulation 7(3) of the Companies (Companies Authorised to Register) Regulations 2009,

- regulation 25(1) of the Overseas Companies Regulations 2009⁴ and paragraph 2 or 3 of Schedule 3 to those Regulations, or
- regulation 19 of the LLP Regulations applying section 243 and regulations 5, 6 or 7 of the Address Regulations to limited liability partnerships, or

(b) an application to make an address unavailable for public inspection delivered under

- section 1088 and regulation 9, 10 or 11 of the Address Regulations and those provisions as applied to section 1040 companies, overseas companies and SEs by regulation 18 of the Companies (Companies Authorised to Register) Regulations 2009, section 1059A(5) and Article 9(1)(c)(ii) of the EC Regulation respectively, or
- regulation 66 of the LLP Regulations applying section 1088 and regulations 9 or 11 of the Address Regulations to limited liability partnerships;

“Address Regulations” means the Companies (Disclosure of Address) Regulations 2009⁵;

“evidence” means evidence (accompanying an address application) delivered under

- regulations 5(3)(b), 6(3)(b), 7(3)(b), 9(3)(b), 10(3)(b) or 11(3)(b) of the Address Regulations,
- regulation 7(3)(b) of the Address Regulations as applied to section 1040 companies by regulation 7(3) of the Companies (Companies Authorised to Register) Regulations 2009,
- regulation 9(3)(b), 10(3)(b) or 11(3)(b) of the Address Regulations as applied to section 1040 companies by regulation 18 of the Companies (Companies Authorised to Register) Regulations 2009,
- regulation 5(3)(b), 6(3)(b), 7(3)(b) of the Address Regulations as applied to unregistered companies by regulation 3 of the Unregistered Companies Regulations 2009,
- regulation 25(1) and paragraph 2 or 3 of Schedule 3 to the Overseas Companies Regulations 2009,
- regulation 9(3)(b) of the Address Regulations as applied to overseas companies by section 1059A(5),
- regulation 5(3)(b), 6(3)(b), 7(3)(b), 9(3)(b), 10(3)(b) or 11(3)(b) of the Address Regulations as applied to SEs by Article 9(1)(c)(ii) of the EC Regulation,
- regulation 19 of the LLP Regulations applying regulations 5(3)(b), 6(3)(b) and 7(3)(b) of the Address Regulations to limited liability partnerships, or
- regulation 66 of the LLP Regulations applying regulations 9(3)(b) and 11(3)(b) of the Address Regulations to limited liability partnerships;

⁴ S.I. 2009/1801

⁵ S.I. 2009/214

“LLP Regulations” means the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009⁶.

Delivery on a CD-ROM or DVD-ROM

8. (1) Volume 2 of the registrar’s rules 2009 imposes requirements applicable to an address application and evidence delivered to the registrar in paper form.
- (2) As an alternative to evidence being delivered in paper form, some or all of the evidence may be delivered to the registrar on a CD-ROM or DVD-ROM.
- (3) The evidence on the CD-ROM or DVD-ROM must be in one of the following formats:

- (a) Microsoft Word
- (b) Microsoft WordPad
- (c) Microsoft NotePad
- (d) Microsoft Excel spreadsheet
- (e) Adobe PDF
- (f) image format
- (g) audio format, or
- (h) (applicable only to DVD-ROM) video format.

Delivery and receipt

9. Rule 7 of Volume 2 of the registrar’s rules 2009 shall apply to evidence delivered to the registrar on a CD-ROM or DVD-ROM pursuant to rule 8 of this Volume because that evidence must accompany the relevant address application.

Signed by:

Gareth Jones - Registrar of Companies for England and Wales

Dorothy Blair - Registrar of Companies for Scotland

Helen Shilliday - Registrar of Companies for Northern Ireland

⁶ S.I. 2009/1804