Draft Regulations laid before Parliament under sections 1095(6), 1290 and 1292(4) of the Companies Act 2006, for approval by resolution of each House of Parliament.
These draft Regulations supersede the draft Registrar of Companies and Applications for Striking Off Regulations 2008 published on 1st December 2008 and are being issued free of charge to all known recipients of those draft Regulations.

DRAFT STATUTORY INSTRUMENTS

2009 No. 0000

COMPANIES

The Registrar of Companies and Applications for Striking Off Regulations 2009

Made - - - -	***
Coming into force - -	*1st October 2009*

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 1003(2)(b), 1081(2), 1095(1) and (2), 1104(2)(a), 1105(2)(d), 1108(2), 1167 and 1292(1), (3) and (4) of the Companies Act 2006(**1**).

In accordance with sections 1095(6), 1290 and 1292(4) of that Act, a draft of this instrument was laid before Parliament and approved by a resolution of each House of Parliament.

Citation, commencement and interpretation

1.—(1) These Regulations may be cited as the Registrar of Companies and Applications for Striking Off Regulations 2009 and come into force on 1st October 2009.

(2) In these Regulations—

(a) "relevant company form" has the meaning given in regulation 4(3);

(b) "relevant material" has the meaning given in regulation 4(2);

(c) "relevant overseas company form" has the meaning given in regulation 4(4); and

(d) "valid objection" has the meaning given in regulation 4(8).

Voluntary striking off: contents of an application

2.—(1) An application under section 1003 of the Companies Act 2006 (application for voluntary striking off) must contain a declaration that neither section 1004 nor section 1005(**2**) of that Act prevents the application from being made.

(**1**) 2006 c.46.
(**2**) Section 1005 was modified by article 3 of S.I. 2009/317.

(2) The declaration must be made by the directors who are making the application on behalf of the company.

Annotation of the register

3. Where it appears to the registrar that material on the register is misleading or confusing, the registrar may place a note in the register containing such information as appears to the registrar to be necessary to remedy, as far as possible, the misleading or confusing nature of the material.

Rectification of the register on application

4.—(1) On application under this regulation (but not if there is a valid objection to the application) the registrar must remove from the register any relevant material that—

(a) derives from anything invalid or ineffective or that was done without the authority of the company or overseas company to which the material relates, or

(b) is factually inaccurate, or is derived from something that is factually inaccurate or forged.

(2) "Relevant material" means material on the register that was included in, or is derived from material that was included in, a relevant company form or a relevant overseas company form delivered to the registrar by any person.

(3) A "relevant company form" is—

(a) a standard form required for giving notice under section 87 (change of address of registered office), section 167 (changes relating to directors) or section 276 (changes relating to secretaries) of the Companies Act 2006; or

(b) so much of a standard form required for delivering an application under section 9 of that Act (application for registration of a company) as is required for the statement of a company's proposed officers referred to in section 9(4)(c).

(4) A "relevant overseas company form" is—

(a) so much of a standard form required for delivering a return under regulation 4 of the Overseas Companies Regulations 2009(**3**) as is required for—

(i) the list referred to in regulation 6(1)(d) of those Regulations (list of directors and secretary of an overseas company);

(ii) the names and service addresses referred to in regulation 7(1)(e) of those Regulations (names and service addresses of persons authorised to accept service of documents on behalf of an overseas company in respect of a UK establishment); or

(iii) the list referred to in regulation 7(1)(f) of those Regulations (list of permanent representatives of an overseas company in respect of a UK establishment); or

(b) so much of a standard form required for delivering a return under regulation 13 of those Regulations as is required for details of the alteration of particulars delivered under—

(i) regulation 6(1)(d) of those Regulations (directors and secretary);

(ii) regulation 7(1)(a) of those Regulations (address of UK establishment);

(iii) regulation 7(1)(e) of those Regulations (names and service addresses of persons authorised to accept service); or

(iv) regulation 7(1)(f) of those Regulations (list of permanent representatives).

(5) An application to the registrar for the removal from the register (on the grounds in paragraph (1)) of material that was included in a standard form required for giving notice under section 87 of the Companies Act 2006 (change of address of registered office), or of material that is

(**3**) S.I. 2009/[XXXX].

derived from material that was included in such a form, may be made by (and only by) the company to which the material relates.

(6) An application to the registrar for the removal from the register (on the grounds in paragraph (1)) of material that was included in, or is derived from material that was included in, so much of a standard form required for delivering a return under regulation 13 of the Overseas Companies Regulations 2009 as is required for details of the alteration of particulars delivered under regulation 7(1)(a) of those Regulations (address of UK establishment) may be made by (and only by) the overseas company to which the material relates.

(7) An application to the registrar for the removal from the register on the grounds in paragraph (1) of relevant material other than material referred to in paragraph (5) or (6) may be made by (and only by)—

(a) the person by whom the relevant company form or relevant overseas company form (as the case may be) was delivered to the registrar;

(b) the company or overseas company to which the material relates; or

(c) any other person to whom the material relates.

(8) A "valid objection" is—

(a) an objection made in accordance with regulation 5(10) and (11) by a person to whom notice of the application was given under regulation 5(2), (3), (4) or (5), or

(b) an objection made in accordance with regulation 5(10) by any other person which is not an objection that the registrar is prevented from taking into account under regulation 5(12).

(9) In this regulation "required" means required by rules made by the registrar under section 1117 of the Companies Act 2006.

Applications to rectify: further requirements, objections and notices to be issued by the registrar

5.—(1) An application to the registrar under regulation 4 must, in addition to satisfying the requirements of section 1095(3) of the Companies Act 2006—

(a) state the applicant's name and address;

(b) where the application is an application referred to in regulation 4(5) or (6), confirm that the applicant is the company or (as the case may be) the overseas company to which the relevant material which is the subject of the application relates;

(c) in any other case, state whether the applicant is a person mentioned in regulation 4(7)(a), a person mentioned in regulation 4(7)(b) or a person mentioned in regulation 4(7)(c); and

(d) state whether the relevant material which is the subject of the application—

(i) derives from anything invalid or ineffective;

(ii) derives from anything that was done without the authority of the company or overseas company to which the material relates;

(iii) is factually inaccurate or is derived from something that is factually inaccurate; or

(iv) is derived from something that is forged.

(2) Where the application is an application referred to in regulation 4(5), the registrar must give notice of the application to—

(a) the person who delivered the standard form mentioned in that regulation to the registrar (but only if the registrar knows the identity and name and address of that person);

(b) every person who (to the registrar's knowledge) was a director or secretary of the company at the time when the application was delivered to the registrar; and

(c) the company at the address of its registered office.

(3) Where the material which is the subject of the application relates to a company (rather than an overseas company), but the application is not an application referred to in regulation 4(5), the registrar must give notice of the application to—

(a) every person mentioned in regulation 4(7) whose identity and name and address the registrar knows (other than the applicant); and

(b) every person who (to the registrar's knowledge) was a director or secretary of the company at the time when the application was delivered to the registrar.

(4) Where the application is an application referred to in regulation 4(6), the registrar must give notice of the application to—

(a) the person who delivered the standard form mentioned in that regulation to the registrar (but only if the registrar knows the identity and name and address of that person);

(b) every person registered under regulation 4 or 13 of the Overseas Companies Regulations 2009, at the time when the application was delivered to the registrar, as a director or secretary of the overseas company;

(c) the persons mentioned in paragraph (6); and

(d) the overseas company.

(5) Where the material which is the subject of the application relates to an overseas company, but the application is not an application referred to in regulation 4(6), the registrar must give notice of the application to—

(a) every person mentioned in regulation 4(7) whose identity and name and address the registrar knows (other than the applicant);

(b) every person registered under regulation 4 or 13 of the Overseas Companies Regulations 2009, at the time when the application was delivered to the registrar, as a director or secretary of the overseas company; and

(c) the persons mentioned in paragraph (6).

(6) The persons are—

(a) every person registered under regulation 4 or 13 of the Overseas Companies Regulations 2009, at the time when the application was delivered to the registrar, as a person authorised to accept service of documents on behalf of the overseas company in respect of a UK establishment of the company; and

(b) every person registered under regulation 4 or 13 of those Regulations, at the time when the application was delivered to the registrar, as a permanent representative of the overseas company in respect of a UK establishment of the company.

(7) Where the material which is the subject of the application is material that was included in, or is derived from material that was included in, a relevant overseas company form described in regulation 4(4)(a)(ii) or (iii) or regulation 4(4)(b)(ii), (iii) or (iv), the notice which the registrar is required by paragraph (4) or (5) to give to the overseas company must be given to the company at the address which was, at the time when the application was delivered to the registrar, registered under regulation 4 or 13 of the Overseas Companies Regulations 2009 as the address of the company's UK establishment to which the material relates (and notice need not be given to the company at any other address).

(8) The notice given by the registrar under paragraph (2), (3), (4) or (5) must—

(a) where the material which is the subject of the application relates to a company (rather than an overseas company), state the name and registered number of the company to which the material relates;

(b) where the material which is the subject of the application relates to an overseas company, state the overseas company's name registered under regulation 4 or 13 of the Overseas Companies Regulations 2009 or section 1048 of the Companies Act 2006 and its registered number allocated under section 1066 of that Act;

(c) where the material which is the subject of the application is material that was included in, or is derived from material that was included in, a relevant overseas company form described in regulation 4(4)(a)(ii) or (iii) or regulation 4(4)(b)(ii), (iii) or (iv), state the registered number allocated under section 1067(**4**) of the Companies Act 2006 to the UK establishment to which the material relates;

(d) specify what is to be removed from the register and indicate where on the register it is;

(e) state the information provided to the registrar under paragraph (1)(d);

(f) state the date on which the notice is issued;

(g) give particulars of the recipient's right to object to the application and the requirements applying to that right under paragraphs (10) and (11);

(h) explain the effect of paragraph (13); and

(i) explain the effect of regulation 4(1) and of section 1095(4) of the Companies Act 2006.

(9) An objection to an application under regulation 4 may be made to the registrar by any person.

(10) An objection must be made by giving notice in writing to the registrar, and the notice must state the name and address of the person making the objection and identify the application to which the objection relates.

(11) A person to whom notice of an application was given under paragraph (2), (3), (4) or (5) and who wishes to object to the application must do so before the end of the period of 28 days beginning with the date on which that notice was issued (as stated in the notice).

(12) The registrar must not take account of an objection made by any other person after the end of the period of 28 days beginning with the date on which the notices under paragraph (2), (3), (4) or (5) were issued.

(13) If a valid objection is made to the application, the registrar must reject the application.

(14) When a valid objection is made, the registrar must also—

(a) send an acknowledgment of receipt to the person who made the objection;

(b) notify the applicant of the fact that an objection has been made; and

(c) notify every other person to whom the registrar gave notice under paragraph (2), (3), (4) or (5) (but not the person who made the objection or any other person who has made an objection).

(15) If no valid objection is made, the registrar must notify the applicant of that fact.

(16) In this regulation "UK establishment" has the meaning given in section 1067(6) of the Companies Act 2006(**5**).

Documents relating to Welsh companies: exceptions to the requirement for a certified translation, and revocation of previous exceptions

6.—(1) The documents in paragraph (2) are excepted from the requirement in section 1104(2) of the Companies Act 2006 that a document relating to a Welsh company must, on delivery to the registrar in Welsh, be accompanied by a certified translation into English.

(2) The documents are—

(**4**) Section 1067 was amended by article 5 of S.I. 2009/[XXXX].
(**5**) Section 1067(6) was inserted by article 5 of S.I. 2009/[XXXX].