

Companies Act 2006



*Companies House*

— *for the record* —

# registrar's rules and powers

GP6 - May 2010



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**This guide answers many frequently asked questions and provides information on completing the most commonly used filings relating to this area. The guide is not drafted with unusual or complex transactions in mind. Specialist professional advice may be needed in those circumstances.**

## INTRODUCTION

Under Part 35 of the Companies Act 2006 (the Act), and as applied to Limited Liability Partnerships (LLPs), the registrar of companies has a range of powers, some of which are new. These include powers to:

- decide on the form, manner of delivery and authentication of documents;
- enter into an agreement with companies for an electronic only filing service for certain documents (currently referred to as PROOF);
- amend the register in certain circumstances;
- annotate the register in certain circumstances; and
- set fees for the performance of any of the registrar's functions.

This guidance tells you what these powers are, and gives you an idea of how and when they work. They apply to all companies and limited liability partnerships.

If you are in any doubt about the application of these powers please email our enquiries section or call 0303 1234 500

## **Chapter 1**

### **Powers which relate to the delivery of information**

#### **1. What do we mean by form, authentication & manner of delivery of documents?**

Companies can deliver documents to the registrar electronically, either via computer software systems or the Companies House website, or as paper forms. In all cases, those delivering documents must meet the registrar's requirements on the format of the document, and the way in which it is delivered and signed; these are in addition to any other requirements determined by legislation, such as the Companies Act 2006 or the Limited Liability Partnerships Act 2000 or Regulations. We set out these requirements in the registrar's rules on the form, manner of delivery and authentication of documents.

#### **Electronic delivery of documents**

The registrar can impose requirements as to the form, authentication and manner of delivery of documents by electronic means that companies and Limited Liability Partnerships (LLPs) must send to him. He does this in registrar's rules made under section 1117 of the Act. For companies filing electronically via software, the rules set out the electronic format they must use for each document, how they must authenticate the document (to replace the signature and company name and number on paper forms) and how they must send it. For those filing via the Companies House website, the formats for individual documents are all shown on the website as is the method of authentication. Once you have completed the document you submit it directly via the website. LLPs are not currently able to file documents electronically, but we expect to be able to include them in the future.

#### **Delivering paper documents**

For companies and LLPs delivering paper documents the registrar's rules provide for the format of paper forms, setting out, for example, what the forms must look like, how to complete them (e.g. in black ink), who can sign them and where they must send them.

The rules also cover all other documents such as annual accounts which companies and LLPs have to deliver to the registrar. In these cases the rules require, for example, the use of black ink on white paper and sets out who must sign them.

#### **2. Where can I see the forms and rules?**

The rules and associated paper forms and electronic formats for electronic filing are all available on our website. You can also ask for a hard copy by ringing our Contact Centre on 0303 1234 500.

### **3. Delivery and receipt of documents (Section 1071)**

A document is not “delivered” to the registrar until the registrar receives it. Generally, we treat a document as received when it has been successfully delivered (by hand, by post, DX or LP in Scotland) to Companies House. We have set out in rules when documents are legally considered to have been delivered to the registrar at each of our offices, as the point of receipt will vary across Companies House offices, due to the individual office opening hours and building arrangements; as well as differing levels of postal, DX mail and LP services to that office.

To ensure you gain the earliest possible receipt date, we will accept documents at any of our Companies House offices, regardless of where the company or LLP is registered.

Each of the following tables set out the point of receipt at our offices based on the frequency of that delivery method:

By Post		
Delivery address	Delivery	Point of receipt
Companies House Crown Way Cardiff Wales CF14 3UZ	Monday- Saturday (excluding bank holidays)	When handed over at the reception desk or at the loading bay
The Registrar of Companies PO Box 4082 Cardiff CF14 3WE		
Companies House 21 Bloomsbury Street London WC1B 3XD	Monday- Friday (excluding bank holidays)	When handed over at the Companies House reception desk (not the main reception desk at 21 Bloomsbury Street)
	No delivery on Saturday or Sunday	
Companies House Fourth floor Edinburgh Quay 2 139 Fountainbridge Edinburgh Scotland EH3 9FF	Monday - Saturday (excluding bank holidays)	When handed over at the Companies House reception desk on the Fourth Floor
	No delivery on Sunday	
The Registrar of Companies Companies House Second Floor The Linenhall 32-38 Linenhall Street Belfast Northern Ireland BT2 8BG	Monday- Friday (excluding bank holidays)	When handed over at the Companies House reception desk on the Second Floor
	No delivery on Saturday or Sunday	

Document Exchange/Legal Post		
Delivery address	Delivery	Point of receipt
Companies House DX 33050 Cardiff 1	No delivery on Sunday or Monday	
	Tuesday-Saturday (excluding bank holidays)	When handed over at the reception desk or loading bay at Companies House, Crown Way
Companies House DX 481 N.R. Belfast 1	Monday- Friday (excluding bank holidays)	When handed over at the Companies House reception desk on the Second floor, The Linenhall, 32-38 Linenhall Street, Belfast.
	No delivery on Saturday or Sunday	
Companies House DX ED235 Edinburgh 1	No delivery on Sunday or Monday	
	Tuesday - Saturday	When handed over at Companies House reception desk on the Fourth Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh.
Companies House LP 4 Edinburgh 2	No delivery on Sunday or Monday	
	Tuesday-Saturday	When handed over at Companies House reception desk on the Fourth Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh.

Personal deliveries		
Delivery address	Delivery	Point of receipt
Companies House Crown Way Cardiff Wales CF14 3UZ	At any time	When handed over at the reception desk
Companies House 21 Bloomsbury Street London WC1B 3XD	Within opening hours* (Monday-Friday excluding bank holidays)	When handed over at the Companies House reception desk (not the main reception desk at 21 Bloomsbury Street)
	Outside opening hours*	When put through the letterbox at the entrance to 21 Bloomsbury Street
Companies House Fourth floor Edinburgh Quay 2 139 Fountainbridge Edinburgh Scotland EH3 9FF	Within opening hours*	When handed over at the Companies House reception desk on the Fourth Floor
	Outside opening hours*	When put through Companies House letterbox in the wall of the building at 139 Fountainbridge (the letterbox is marked "Companies House" and is in the wall that is next to the access road to the car park).
The Registrar of Companies Companies House Second Floor The Linenhall 32-38 Linenhall Street Belfast Northern Ireland BT2 8BG	Within opening hours* (Monday-Friday excluding bank holidays)	When handed over at the Companies House reception desk on the Second Floor
	No personal deliveries outside opening hours	

\* The opening hours of each Companies House address are available on our website.

#### **4. What is meant by proper delivery of a document? (Section 1072)**

A properly delivered document is one that complies with all the requirements set out in the Act. We generally set out the principles that govern proper delivery in the registrar's rules on the form and manner of delivery and authentication of documents. However there are also requirements set out in other legislation such as The Companies Act 2006, Limited Liability Partnerships Act 2000 and Regulations.

A document is properly delivered when:

- it meets all legislative requirements as to the content of the document;
- it meets all the legislative and registrar's rules requirements as to form, authentication and manner of delivery e.g. is in the right format (i.e. the right paper form or electronic format) and can be scanned or copied;
- it has been authenticated (by signature in the case of a paper form or by electronic authentication for electronic filing), and includes the company or LLP name and number where required);
- it has met any requirements for delivery, e.g. it has been sent electronically where the company has agreed with the registrar that it will only file such documents electronically;
- it complies with legislative language requirements and/or is accompanied by a certified translation if the document is in a language other than English;
- it uses only permitted characters (characters, letters and symbols allowed by the Secretary of State in Regulations) in names and addresses, unless covered by an exception in those Regulations;
- it has met any registrar's requirements as to certification or verification of a document as an accurate or correct copy or translation; and
- it is accompanied by the correct fee for the filing of the document.

#### **5. What happens if my document is not properly delivered? (Section 1073)**

In most cases, the registrar will reject the document and will tell you what you need to do next in order to correct it. However, the registrar may still accept (and register) a document that does not meet the requirements for proper delivery. For example, in a large document, it may not be apparent to the registrar that something is missing or incorrect, and he may register it without noticing. Or he may accept a large document, for example, with one small piece of information missing, as he considered that it was in the public interest to register the form, as the vast majority of the information was properly delivered.

However, he would not accept a document that was not signed or did not include the company authentication code as required by the Act, where the fee was not paid, or where significant amounts of information were missing.

## **6. Does registration of a document not properly delivered cancel out any requirement to deliver it properly?**

No. The fact that the registrar has accepted and registered the document does not mean that the company or LLP has complied with the original requirement to deliver it. As a result the obligation to file the document continues and any liabilities that arise from not doing so still apply. The registrar may decide to take further action after registration - for example, if a third party points out that it has not been properly delivered and does not comply with the statutory obligations. In such cases the registrar may write to the company or LLP asking them to deliver a replacement document, along with a RP01 or LL RP01 covering form, that complies with the requirements of proper delivery. If they deliver a replacement document with the appropriate RP01 or LL RP01, the registrar may then remove the original. If they do not respond, he can send a notice to them giving them 14 days to file a document that complies with the requirements for proper delivery.

## **Chapter 2**

### **Powers to amend the register**

#### **1. What if a document contains unnecessary material? (Section 1074)**

Sometimes, by mistake, companies and LLPs send the registrar information that is not necessary to fulfil a statutory obligation and is not specifically authorised to be delivered to him. An example of this unnecessary material could be a company or LLP delivering its internal tax computations attached to its annual accounts, when these do not form part of the annual accounts required or authorised to be delivered under an Act or Regulations.

The registrar can deal with unnecessary material in different ways, depending on whether or not he notices the material and whether he can readily separate it from the rest of the document. If he notices the unnecessary material prior to registering the document, and it is easily removable, (for example an extra page) he will remove it and register the document. If he cannot remove the unnecessary material, the document will be not properly delivered and the registrar will normally reject it.

If the registrar doesn't notice the unnecessary material then it will be registered (with the risk that someone may spot it after registration). The registrar may then deal with it as explained in question 7 below.

## **2. Informal correction of documents. (Section 1075)**

The registrar has the power to informally correct a document which is incomplete or internally inconsistent before registering it. People who wish to take advantage of this provision must first agree to being contacted and to giving the registrar whatever instructions are needed to correct a document. Where the registrar receives a document that is incomplete or internally inconsistent, in order to be able to informally correct it he may ask the person who is authorised to correct it to give the appropriate instructions.

An incomplete document is most likely to have information missing from it that the registrar can insert once he has made enquiries of and received instructions from the person who delivered it. An example might be where the prescribed details on a 'Particulars of a mortgage or charge (MG01 or LLMG01) form do not agree with those on the deed itself. For obvious reasons the registrar will never insert a missing signature.

An internally inconsistent document is where information contained within the document is inconsistent. The registrar may ask the person who is authorised to correct it to give the appropriate instructions.

The registrar must be satisfied that the person giving the instructions is authorised to do so. This may involve setting up some form of password or code between the registrar and either the person who delivered the original filing or the person who authenticated it.

Once the registrar has corrected the document, he treats it as having been delivered when he made the correction.

From 1 October 2009, the registrar will implement informal correction in respect of the registration of charges only. This is because the registration of a charge has significant consequences for the company or LLP, particularly in the event of a subsequent liquidation. There are also statutory time constraints on the delivery of charges for registration and we consider that the informal correction power will be initially of most use in respect of them.

## **3. What if I need to replace a document which was originally not properly delivered? (Section 1076)**

The registrar may accept a replacement for a document previously delivered only if it:

- did not meet the requirements of proper delivery, (e.g. it was not signed); or
- contained unnecessary material.

The registrar must be satisfied that the person delivering the replacement document is the person who delivered the original document or the company or LLP to which the original relates. The replacement document must also

comply with the requirements for proper delivery. If you wish to file a replacement document, you must send the replacement document accompanied by Form RP01 or LLRP01. The registrar needs this so that he can link the replacement document with the original. You can only file replacement documents on paper; the facility does not yet extend to electronic filing.

It is not possible to deliver a replacement document where the original was delivered under the provisions of the Act relating to charges, e.g. the particulars of a charge. This is because there are already provisions made for the rectification of charges under sections 873 and 888 of the Companies Act 2006.

#### **4. What happens to the original document?**

The registrar can decide whether or not to remove the original document in these circumstances, and he will judge each case on its individual merits (see question 7). His decision may depend on whether it serves the public interest better to leave the document on the register or to remove it.

#### **5. What is annotation of the register? (Section 1081).**

The registrar has new powers under the Act to annotate the register. The purpose of annotations is to help a searcher to understand the information on the register more easily. The registrar must annotate the register in certain circumstances so that customers searching the register are aware of what he has done, when and why. When annotating the register, the registrar must annotate the register to record:

- the date an original document was delivered;
- the nature and date of a correction if he has informally corrected a document under section 1075 of the Act;
- the date of the replacement of a document and the fact that it has been replaced; and
- the date and under what power he removed any material, and a description of the material.

The registrar may also annotate the register if he considers that information on it is misleading or confusing. He may use this power, for example, if he receives an annual return that contains details of a director whose appointment has not been notified to us, or where a statement of capital received from a company shows a different figure to that held by Companies House. The registrar may also remove an annotation if it no longer serves a useful purpose.

## **6. What can the registrar do about inconsistency on the register? (Section 1093)**

If the registrar considers that information in a document delivered to him appears to be inconsistent with other information on the register, he must accept it, but he can then take steps to resolve the inconsistency. For example, he may receive notice of the resignation of an officer of a company or LLP whose appointment was not notified to the registrar, or an annual return form including the details of an officer whose appointment had not been notified to him. However, inconsistency for these purposes does not include the form being incomplete or not signed, or being in any other way not properly delivered.

Initially, he will write to the company or LLP asking it to resolve the inconsistency by filing replacement or additional documents to correct it. If they do not comply with this initial request, the registrar has the power to issue a formal notice of inconsistency to them. This formal notice will:

- a) state how the information contained in the document appears to be inconsistent with other information on the register, and
- (b) require them to deliver to the registrar the replacement or additional documents required to resolve the inconsistency within 14 days of the issue of a notice.

He may also annotate the register to show that there is an inconsistency.

If the company or LLP fails to comply with the notice, it and every officer of it who is in default, is guilty of an offence and liable, on summary conviction to a fine.

## **7. What can be administratively removed from the register? (Section 1094)**

The registrar can administratively remove from the register:

- unnecessary material (see chapter 2 question 1 above); or
- material derived from a document that has been replaced because it was not properly delivered or was replaced following of an inconsistency notice. (see chapter 2 questions 4 & 5).

There are two clear limits to the registrar's power to remove material under section 1094. He cannot remove from the register anything he had to accept, nor material whose registration has had legal consequences in relation to the company or LLP as appropriate as regards:

- its formation;
- a change of name;

- its re-registration (applies to companies only);
- its becoming or ceasing to be a Community Interest Company (applies to companies only);
- a reduction of capital (applies to companies only);
- a change of registered office;
- the registration of a charge; and
- its dissolution.

The registrar also cannot administratively remove from the register a person's registered service address for the purposes of section 1140 of the Act. Directors, secretaries and others must have such addresses.

On or before removing any material (unless the removal is at the request of the company or LLP), the registrar must give notice to either:

- a) the person who delivered the material, (if he knows that person's identity, name and address); or,
- b) the company or LLP to which the material relates.

The notice must state the date it is issued; what material is to be, or has been, removed and on what grounds.

### **8. What is rectification of the register? (Section 1095 and Registrar of Companies and Applications for Striking Off Regulations 2009)**

This is another power allowing the registrar to remove material from the register in certain circumstances. This only relates to certain material specified in the Registrar of Companies and Applications for Striking Off Regulations 2009, and only enables the material to be removed if it:

- derives from anything invalid or ineffective, or was done without the authority of the company or LLP; or
- is factually inaccurate or is derived from something that is factually inaccurate or forged.

This process allows the registrar to deal with, for example, company hijacks and false material where the matter is straightforward and uncontested. Company hijacks are where unauthorised people file documents changing, for example, the directors and registered office address of a company, most likely for criminal purposes. Other false filings might include appointing or terminating directors without their knowledge. Under the Companies Act 1985 there was no statutory mechanism for rectifying the register in this way.

The registrar's previous practice was, generally, to remove information from the register only where there was a court order to do so. A company, LLP or other affected person would therefore generally have to go to court if it wanted false information to be removed. There is also now an administrative removal mechanism to enable certain material to be removed in other circumstances.

The powers are not always limited to removing false documents and can allow the registrar to remove certain documents or information derived from them which are factually inaccurate. An example of this might include forms containing an error of fact, such as the wrong date of birth for a person.

However, due to the legal status of the registered office address, only the company or LLP itself can apply to the registrar for rectification of a change to its registered office. It can only do this where the original notice of the change was either fraudulently filed or filed without the knowledge of the company or LLP. This also applies to a UK establishment address in respect of an overseas company.

## **9. How do I apply?**

You will need to complete Form RP02a or LLRP02a; alternatively, if the rectification is in respect of a change of registered office or UK establishment address, Form RP02b or LL RP02b and:

- specify what material you want us to remove from the register and indicate where it is on the register; and
- confirm that the material specified in your application complies with the requirements set out in section 1095 of the Act and the Registrar of Companies and Applications for Striking Off Regulations 2009.

## **10. What material does the registrar's rectification process apply to?**

It applies to the following material:

- notice of proposed officer (directors and secretaries) on incorporation (under the Companies Act 2006), or on registration of an overseas company (under the Overseas Companies Regulations 2009);
- notice of proposed members and designated members on registration of an LLP (under the LLP Regulations 2009);
- list of persons authorised to accept service and permanent representatives of an overseas company on registration (under the Overseas Companies Regulations 2009);
- notices of appointment, change of details and termination of directors and secretaries (under the Companies Act 2006);

- notices of appointment, change of details and termination of members and designated members of an LLP (under the LLP Regulations 2009);
- notice of the appointment, change of details or termination of a person authorised to accept service or permanent representative of an overseas company (under the Overseas Companies Regulations 2009);
- notice of change of a company's registered office (under the Companies Act 2006), or an LLP's registered office (under the Limited Liability Partnerships Act 2000), and a notice of the change of a UK establishment address of an overseas company (under the Overseas Companies Regulations 2009).

## 11. What happens then?

On receipt of an application, the registrar will write giving notice to:

- all the directors and secretaries of the company (known to the registrar at the time of the application);
- the designated members of the LLP (known to the registrar at the time of the application);
- the company's or LLP's registered office, or in the case of an overseas company to the UK establishment address,
- the presenter of the document (if known); and in certain cases
- any other person to whom the material relates,

indicating that he intends to remove the material stated in the application from the register unless he receives an objection within 28 days of the date of the issue of the notice. In the case of an overseas company the registrar will also write to every person authorised to accept service and permanent representative; while we will notify the overseas company at its UK establishment address.

If there are no objections, the registrar will remove the material and annotate the register accordingly. If anyone objects to the removal of the material, the process stops. A valid objection will prevent the registrar from removing the material. In such circumstances, the registrar will write to the applicant and all those other persons to whom he had previously given notice, informing them that the rectification had stopped. The applicant may consider either re-applying to the registrar or taking the matter to court and seeking rectification under section 1096 (see chapter 2, question 12 below).

The registrar is only able to act in straightforward cases where there is no objection to the proposed removal. The receipt of an objection indicates that there is a dispute as to the facts of a case. The registrar is not able to make a

judgement of the rights and wrongs; that is a matter appropriate to the courts under section 1096.

Where the case involves fraudulent filings, the registrar would not normally expect to receive any replacement filings. In the case of factually inaccurate documents he would usually expect a replacement document to correct the register.

Where any material which had legal consequence has been removed from the register, under this process, any person appearing to the court to have sufficient interest can apply to the court for such consequential orders that appear just with respect to the legal affect (if any) to be accorded to the material by virtue of it having appeared on the register.

## **12. Rectification of the register under court order (Sections 1096 and 1097)**

The registrar must remove from the register any material:

- that derives from anything that the court has declared to be invalid or ineffective, or to have been done without the authority of the company or LLP; or
- that a court declares to be factually inaccurate, or to be derived from something factually inaccurate, or forged; and
- that the court directs to be removed from the register.

However the court cannot use this power to rectify where the court has other specific powers to deal with the matter, for example, under provisions of Part 15 of the Act relating to the revision of defective accounts, or sections 873 and 888 (rectification of the register of charges).

The court order must specify what the registrar must remove from the register and indicate where on the register it is. However the court must not order the removal of material whose registration had legal consequences for the company or LLP as appropriate.

- its formation;
- a change of name;
- its re-registration (applies to companies only);
- its becoming or ceasing to be a Community Interest Company (applies to companies only);
- a reduction of capital (applies to companies only);
- a change of registered office;

- the registration of a charge, and
- its dissolution.

The court can direct the removal a person's registered service address for the purposes of section 1140 of the Act.

However, the court can only order removal in cases where the registration had legal consequences for the company or LLP if it is satisfied that:

- the presence of the material has caused, or may cause, damage to the company or LLP; and
- the company's or LLP's interest in removing the material outweighs the interest of any other person in the material continuing to appear on the register.

The court may also direct that:

- the registrar must remove any note on the register which relates to the material which is the subject of the order;
- the registrar shall not make available for public inspection the order itself;
- the registrar shall make no note on the register as a result of the order; or
- any such note is restricted to the matters specified by the court.

The court may only make such directions if it is satisfied that:

- the presence of the note or an unrestricted note or the availability of the court order on the register may cause damage to the company or LLP; and
- the company's or LLP's interest in non-disclosure outweighs the interests of any other persons in disclosure.

### **Chapter 3**

#### **Other registrar's powers**

##### **1. Agreement for delivery by electronic means: the PROOF process. (section 1070)**

PROOF stands for PROtected On line Filing. A company can enter into an agreement with the registrar that it will file certain specified documents

electronically only. On the basis of this agreement, the registrar will not accept those documents when delivered in paper form for that company other than in the circumstances set out in the agreement. The purpose of this is to allow companies to protect themselves against the risk of being hijacked or having other false filings made against them. You can sign up on line by visiting our website . This provision does not yet apply to LLPs.

## **2. How long does the registrar keep documents? (Section 1083)**

The registrar must normally keep original paper documents for companies and LLPs for 3 years after receiving them. He does this by keeping an electronic image of all documents delivered to him. After that time he can destroy them as long as he has recorded the information contained in them. This applies to all documents that the registrar is holding when this provision comes into force on 1 October 2009 and to documents subsequently received. Where the registrar receives a document electronically, he does not have to keep the original document, as long as he has recorded the information in the register.

## **3. What about dissolved companies and LLPs? (Section 1084)**

Once a company or LLP has been dissolved for 2 years, the registrar may direct that records relating to it may be removed to the relevant Public Record Office for England and Wales and Northern Ireland; and to the National Archives for Scotland. That office is then responsible for keeping the documents in accordance with their own rules.

The same provisions apply to overseas companies that appear to have ceased to have any connection with the UK and to credit or financial institutions which are no longer required to file accounts with the registrar.

## **4. Voluntary filing of translations (Section 1106)**

Companies and LLPs may deliver voluntary translations of documents that they are delivering or have previously delivered to the registrar that are subject to the Directive disclosure requirements (see section 1078 of the Act).

If you wish to file a voluntary translation you must send the translation accompanied by Form VT01 or LL VT01. The registrar needs this so that he can link the translated version of the document with the original. You can only file voluntary translations on paper; the facility does not yet extend to electronic filing. If you want to see full details of the registrar rules on filing voluntary translations (Volume 2, Part 11, Chapter 3), please visit our website.

## **5. Transliteration of names and addresses.**

Names and addresses in documents delivered to the registrar (of both individuals, companies and LLPs) must only consist of permitted characters and symbols as specified in the Registrar of Companies and Applications for Striking-Off Regulations 2009.

There are, however, some documents where you can use “non-permitted” characters and symbols in respect of names and addresses within them. These are:

- a memorandum of association (applies to companies only);
- a company's articles (applies to companies only);
- a court order;
- an agreement affecting a company's constitution delivered under Chapter 3 of Part 3 of the Act (applies to companies only);
- a valuation report delivered under section 94(2)(d) of the Act (applies to companies only);
- a document delivered in respect of a company or LLP included in accounts of larger group required to deliver group accounts delivered under sections 400(2)(e) and 401(2)(f) of the Act, or as applied by regulation 10 of the LLP Regulations 2009;
- a charge instrument or copy charge instrument delivered to the registrar (company charges) delivered under Part 25 of the Act or as applied to LLPs by the LLP Regulations 2009;
- a certified copy of the constitution of an overseas company delivered under regulations 8, 14 or 15 of the Overseas Companies Regulations 2009;
- a copy of accounting documents of an overseas company delivered under regulations 9, 32, 45 or 36 of the Overseas Companies Regulations 2009; and
- a copy of the annual accounts of an overseas company or certain credit or financial institution (to which Chapter 2 of Part 6 of the Overseas Companies Regulations 2009 applies) delivered under section 441 of the Act.

## **6. Certification of documents**

Where a document delivered to the registrar has to be certified as an accurate translation, or as a correct copy, the registrar has made rules on who is able to certify documents. Where the obligation to deliver the document arose before 1 October 2009 the existing rules will still apply. If the obligation to deliver the document arose on or after 1 October the new rules will apply. If you want to see full details of the registrar rules on certification, please refer to our website.

## **Chapter 4**

### **Quality of documents**

#### **1. What happens to the documents I send to Companies House?**

We scan the documents and forms you deliver to us to produce an electronic image. We then store the original paper documents and use the electronic image as the working document.

When a customer searches a record, they see the electronic image reproduced online. So it is important not only that the original is legible, but that it can also produce a clear copy.

This chapter sets out some guidelines to follow when preparing a document for filing at Companies House.

#### **2. How should I set out documents?**

##### **Documents filed electronically**

Documents filed electronically must comply with the specifications set out by the registrar in his rules on electronic filing. The formats for software filing are contained in the rules published on the website, and our website contains all the formats you will need to file via that method.

##### **Paper documents**

Generally, every paper document sent to Companies House must state in a prominent position the registered name and number of the company or LLP. There are a few exceptions to this rule, which are set out in the published registrar's rules.

Paper documents should be on A4 size, plain white paper with a matt finish. The text should be black, clear, legible and of uniform density. Letters and numbers must be clear and legible so that we can make an acceptable copy of the document. The following guidelines may help:

When you fill in a form please:

- use black ink or black type;
- use bold lettering (some elegant thin typefaces and pens give poor quality copies);
- don't send a carbon copy;
- don't use a dot matrix printer; and
- remember - photocopies can result in a grey shade that will not scan

well.

**When you complete other documents, please remember:**

- the points already made relating to completing forms;
- to use A4 size paper with a good margin;
- to supply them in portrait format (that is with the shorter edge across the top); and
- to include the registered number and name on the first page.

**3. Where can I find out more about this?**

For further guidance on print requirements please visit our website or telephone 0303 1234 500

**Chapter 5  
Further Information**

**1. How do I deliver information to Companies House?**

For full details of all the ways of delivering documents to Companies House, electronically or on paper, please refer to the registrar's rules which appear on our website. The safest and most secure way to deliver statutory information to Companies House is to use our online filing services. For more information and registration details please visit our website.

If you are delivering documents by post, courier, Document Exchange Service (DX) or Legal Post (in Scotland) and would like a receipt, Companies House will provide an acknowledgement if you enclose a copy of your covering letter with a pre-paid addressed return envelope. We will barcode your copy letter with the date of receipt and return it to you in the envelope provided.

**Please note:** an acknowledgement of receipt does not mean that a document has been accepted for registration at Companies House.

**Please Note:** Companies House does not accept any statutory documents by fax, pdf or by email.

**2. Do I have to pay to file documents at Companies House?**

You do not have to pay a fee for many of the documents that you have to send to Companies House, but some do require a fee and we will not accept them for registration without it. For full details you should refer to our website.

### **3. Can I file documents in other languages?**

As a general rule the law requires that you deliver documents to Companies House in English, however there are exceptions which are detailed below. Companies and LLPs can deliver the following documents in languages other than English if the document is accompanied by a certified translation into English:

- resolutions and agreements affecting a company's constitution delivered under Chapter 3 of Part 3 of the Act (applies to companies only);
- accounts of larger EEA (European Economic Area) groups, the group accounts and parent undertaking's annual report ;
- accounts of larger non-EEA groups, the group accounts and, where appropriate, the consolidated annual report;
- a charge instrument or copy charge instrument;
- valuation report required to be delivered to the registrar under section 94(2)(d) of the Act (applies to companies only) ;
- articles of association (applies to companies only) ;
- memorandum of association (applies to companies only), and
- court orders.

There are different exceptions for Welsh companies and Welsh LLPs (those complying with section 88 of the Act or as applied by the LLP Regulations 2009) who are entitled to draw up and deliver certain documents in Welsh without the need of an accompanying certified translation in English. A full list of the excepted documents can be found in our guidance entitled 'Conducting business in Welsh (GP05)' available on our website.

### **4. Where do I get forms and guidance?**

This is one in a series of Companies House guidance notes which provide a simple guide to the Companies Act.

All statutory forms and guidance are available, free of charge from Companies House. The quickest way to get them is on our website or by telephoning 0303 1234 500.

You can also obtain forms from company law stationers, accountants, solicitors and company formation agents.

# how to contact us

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contact centre: **0303 1234 500**

(For training and quality purposes your call may be monitored)

mini-com: 029 2038 1245

enquiries@companieshouse.gov.uk

**www.companieshouse.gov.uk**

- Cardiff:** Companies House  
Crown Way, Cardiff CF14 3UZ
- Edinburgh:** Companies House  
Fourth Floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, EH3 9FF
- London:** Companies House  
21 Bloomsbury Street, London, WC1B 3XD
- Belfast:** Companies House,  
Second Floor, The Linenhall,  
32-38 Linenhall Street, Belfast, BT2 8BG

For the most up to date version of this booklet please visit our website at:

**www.companieshouse.gov.uk**



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