STATUTORY INSTRUMENTS

1977 No. 1368

COMPANIES

The Companies (Annual Return) Regulations 1977

Made - - - -	*4th August* 1977
Laid before Parliament	*15th August* 1977
Coming into Operation	*1st October* 1977

The Secretary of State, in exercise of the powers conferred by section 454(2)(*b*) of the Companies Act 1948**(a)**, and now vested in him**(b)**, and of all other powers enabling him in that behalf, hereby makes the following Regulations:—

1.—(1) These Regulations may be cited as the Companies (Annual Return) Regulations 1977 and shall come into operation on 1st October 1977.

(2) The Interpretation Act 1889**(c)** shall apply for the interpretation of these Regulations as it applies for the interpretation of an Act of Parliament.

2.—(1) Except as provided in paragraph (2) below, there shall be substituted for the form in Part II of Schedule 6 to the Companies Act 1948 (being the form of annual return to be made by a company having a share capital) the form set out in the Schedule to these Regulations.

(2) Paragraph (1) of this Regulation shall not apply in relation to an annual return made by a company on or after 1st October 1977 in the case of which there is a duty by virtue of section 7(3) of the Companies Act 1976**(d)** to annex to the return a copy of any balance sheet laid before the company in general meeting before that date.

Derek Eagers,
An Under-Secretary,
Department of Trade.

4th August 1977

(a) 1948 c. 38.
(b) S.I. 1970/1537 (1970 III, p. 5293).
(c) 1889 c. 63.
(d) 1976 c. 69.

Regulation 2(1) SCHEDULE

Form 6a

No. of Company.....

THE COMPANIES ACTS 1948 TO 1976

Annual return of a company having a share capital

Pursuant to Sections 124 *and* 126 *of the Companies Act* 1948

Annual return of.....Limited*, made up to the.....19.....(being the fourteenth day after the date of the annual general meeting for the year 19.....).

**Delete* "Limited" *if not applicable*

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1. Address of the registered office of the company.

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2. Summary of share capital and debentures

(a) Nominal Share Capital

(1) Nominal share capital £.....divided into:

No. of Shares	Class	Value of each share

(b) Issued Share Capital and Debentures

		Number	Class
(2)	Number of shares of each class taken up to the date of this return (which number must agree with the total shown in the list as held by existing members)		
(3)	Number of shares of each class issued subject to payment wholly in cash		
(4)	Number of shares of each class issued as fully paid up for a consideration other than cash		

		Amount per share	Number	Class
(5)	Number of shares of each class issued as partly paid up for a consideration other than cash and extent to which each such share is so paid up	£		
(6)	Number of shares (if any) of each class issued at a discount			

(7) Amount of discount on the issue of shares which has not been written off at the date of this return ... £.....

		Amount per share	Number	Class
(8)	Amount called up on number of shares of each class	£		

(9) Total amount of calls received (Note 1) ... ... £.....

		Number	Class
(10)	Total amount (if any) agreed to be considered as paid on number of shares of each class issued as fully paid up for a consideration other than cash	£ .....on	
(11)	Total amount (if any) agreed to be considered as paid on number of shares of each class issued as partly paid up for a consideration other than cash	£ .....on	
(12)	Total amount of calls unpaid	£	
(13)	Total amount of sums (if any) paid by way of commission in respect of any shares or debentures ...	£	
(14)	Total amount of the sums (if any) allowed by way of discount for any debentures since the date of the last return	£	
		Number	Class
(15)	Total number of shares of each class forfeited		
(16)	Total amount paid (if any) on shares forfeited ...	£	
(17)	Total amount of shares for which share warrants to bearer are outstanding	£	
(18)	Total amount of share warrants to bearer issued and surrendered respectively since the date of the last return	Issued ... ... £ ..... Surrendered ... £	
(19)	Number of shares comprised in each share warrant to bearer, specifying in the case of warrants of different kinds, particulars of each kind		

3. Total amount of indebtedness of the company in respect of all mortgages and charges which are required to be registered with the Registrar of Companies (Note 2) ... £ .....

Presented by:

Presentor's reference:

4. LIST OF PAST AND PRESENT

Folio in register ledger containing particulars	Names and addresses

MEMBERS (NOTES 3, 4 and 5).

Account of shares				
Number of shares or amount of stock held by existing members at date of return (Notes 6 and 7)	Particulars of shares transferred since the date of the last return, or, in the case of the first return, of the incorporation of the company, by (a) persons who are still members, and (b) persons who have ceased to be members (Note 8)			Remarks
	Number (Note 7)	Date of registration of transfer		
		(a)	(b)	

5. Situation of the registers of members and debenture holders, if kept at an address other than the registered office.

(*a*) Register of members (Note 9) .....

(*b*) Register of debenture holders (Note 10) .....

6. Particulars of directors of the company at the date of this return (Note 11)

Name, nationality and date of birth (where applicable) (Notes 12, 13 and 14)	Address (Note 15)	Business occupation and particulars of other directorships (Note 16)

Particulars of the secretary of the company at the date of this return

Name (Notes 12, 13, 17 and 18)	Address (Notes 18 and 19)

CERTIFICATION

DELETE ANY CERTIFICATE WHICH DOES NOT APPLY

Delete if not a Private Company

A. We certify that the Company has not since the date of the last Annual Return (or, if this is the first Return made, since the date of incorporation of the Company) issued any invitation to the public to subscribe for any shares or debentures of the Company.

Delete if not a Private Company or, if a Private Company, if the number of members of the Company does not exceed fifty.

B. We certify that the excess of the number of members of the Company over fifty consists wholly of persons who under Section 28(1)(*b*) of the Companies Act 1948, are not to be included in the reckoning of fifty.

Signed ..... Director

..... Secretary

Banking companies: please see Note 20.

NOTES

1. Include payments on application and allotment and any sums received on shares forfeited.

2. Include also any mortgages and charges which would have been required to be so registered if created after 1st July 1908.

3. Give list of persons holding shares or stock in the company on the fourteenth day after the holding of the annual general meeting. Show also those persons who have held shares or stock in the company at any time since the date of the last return, or if this is the company's first return, since the date of incorporation.

4. If the names in the list are not arranged in alphabetical order, an index sufficient to enable the name of any person to be readily found must be annexed.

5. If the return for either of the two immediately preceding years has given as at the date of that return the full particulars required as to past and present members and the shares and stock held and transferred by them, only such of the particulars need to be given as relate to persons ceasing to be or becoming members since the date of the last return and to shares transferred since that date or to changes as compared with that date in the amount of stock held by a member.

6. The aggregate number of shares held by each member must be stated, and the aggregates must be added up so as to agree with the number of shares stated in the "summary of share capital and debentures" (paragraph 2) to have been taken up.

7. When the shares are of different classes these columns should be sub-divided, so that the number of each class held, or transferred, may be shown separately. Where any shares have been converted into stock the amount of stock held by each member must be shown.

8. The date of registration of each transfer should be given as well as the number of shares transferred on each date. The particulars should be placed opposite the name of the transferor and not opposite that of the transferee, but the name of the transferee may be inserted in the "remarks" column immediately opposite the particulars of each transfer.

9. Section 110 of the Companies Act 1948 refers.

10. If any such register or part of any such register is kept outside Great Britain, insert the address in Great Britain where any duplicate thereof is kept.

11. If the columns give insufficient space the particulars must be continued on a separate sheet. "Director" includes any person who occupies the position of a director by whatsoever name called, and any person in accordance with whose directions or instructions the directors of the company are accustomed to act.

12. Full names must be given. In the case of an individual, his present Christian name or names and surname must be given. "Christian name" includes a forename and "surname" in the case of a peer or person usually known by a title different from his surname means that title. In the case of a corporation, its corporate name must be given.

13. In the case of an individual, any former Christian names and surname must be given in addition.

"Former Christian name" and "former surname" do not include:—

(*a*) in the case of a peer or a person usually known by a British title different from his surname, the name by which he was known previous to the adoption of or succession to the title; or

(*b*) in the case of any person, a former Christian name or surname where that name or surname was changed or disused before the person bearing the name attained the age of eighteen years or has been changed or disused for a period of not less than twenty years; or

(*c*) in the case of a married woman, the name or surname by which she was known previous to the marriage.

14. Dates of birth need only be given in the case of directors of a company which is subject to section 185 of the Companies Act, 1948, namely a company which is not a private company or which, being a private company, is the subsidiary of a body corporate incorporated in the United Kingdom which is neither a private company nor a company registered under the law relating to companies for the time being in force in Northern Ireland and having provisions in its constitution which would, if it had been registered in Great Britain, entitle it to rank as a private company.

15. Usual residential address should be given or, in the case of a corporation, the registered or principal office.

16. The names of all bodies corporate incorporated in Great Britain of which the director is also a director should be given, except bodies corporate of which the company making the return is the wholly-owned subsidiary or bodies corporate which are the wholly-owned subsidiaries either of the company or of another company of which the company is the wholly-owned subsidiary. A body corporate is deemed to be the wholly-owned subsidiary of another if it has no members except that other and that other's wholly-owned subsidiaries and its or their nominess.

17. In the case of a Scottish firm, the firm name should be shown.

18. Where all the partners in a firm are joint secretaries, the name and principal office address of the firm alone may be stated.

19. Usual residential address should be given, or, in the case of a corporation or Scottish firm, the registered or principal office.

20. Banking companies. A banking company, in order to avail itself of the benefit of section 432 of the Companies Act 1948, must add to the annual return a statement of the names of the several places where it carries on business (on Form 24).

EXPLANATORY NOTE

(This Note is not part of the Regulations.)

These Regulations alter the form of the annual return required to be made by a company having a share capital which is set out in Part II of Schedule 6 to the Companies Act 1948. The alterations take account of the fact that from 1st October 1977, a company will no longer be required to annex copies of accounts to the annual return, subject to certain transitional arrangements.

SI 1977/1368
ISBN 0-11-071368-0

