STATUTORY INSTRUMENTS

1977 No. 531

COMPANIES

The Companies (Forms No. 2) Order 1977

Made - - - -	*22nd March* 1977
Coming into Operation	*18th April* 1977

The Secretary of State, in exercise of the powers conferred by section 455(1) of the Companies Act 1948**(a)**, section 200 of the Companies Act 1948 as amended by section 22 of the Companies Act 1976**(b)** and section 409 of the Companies Act 1948 as amended by section 42(1) of, and Schedule 2 to, the Companies Act 1976, and now vested in him **(c)**, and sections 14(6), 21, 23(2), 23(3), 30(9) and 31(3) of the Companies Act 1976 and of all other powers enabling him in that behalf, hereby makes the following Order:—

1.—(1) This Order may be cited as the Companies (Forms No. 2) Order 1977 and shall come into operation on 18th April 1977.

(2) The Interpretation Act 1889**(d)** shall apply for the interpretation of this Order as it applies for the interpretation of an Act of Parliament.

2. The forms set out in the Schedule hereto with such variations as circumstances require are the forms prescribed for the purposes of the provisions of the Companies Act 1948, (as amended by the Companies Act 1976), and of the Companies Act 1976 referred to therein and the particulars contained therein are the particulars prescribed for the purposes of the said provisions.

3. The time within which a return containing the particulars of any such change as is mentioned in section 409(2) of the Companies Act 1948 (as amended by section 42(1) of, and Schedule 2 to, the Companies Act 1976) is to be delivered to the registrar shall be twenty-one days after the date of making the change or twenty-one days after the date on which notice thereof could in due course of post and if despatched with due diligence have been received in Great Britain.

4. A translation of a memorandum or articles of association or other document delivered to the registrar in pursuance of section 30 of the Companies Act 1976 shall be certified to be a correct translation if it is so certified by—

(*a*) a notary public in England or Wales; or

(*b*) a solicitor of the Supreme Court.

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

22nd March 1977.

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

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Please complete legibly, preferably in black type, or bold black lettering

Article 2 SCHEDULE

Form No. 1

G THE COMPANIES ACTS 1948 TO 1976 **1**

Statement of first directors and secretary and intended situation of registered office

Company number

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Name of Company

*delete if inappropriate

Limited*

The intended situation of the registered office of the company on incorporation is as stated below

If the memorandum is delivered by an agent for the subscribers of the memorandum, please mark 'X' in the box opposite and insert the agent's name and address below

If the spaces provided on page 2 are insufficient and use has been made of continuation sheets (see note 1), please enter in the box opposite the number of continuation sheets which form part of this statement

Presentor's reference (if any):

For official use
General section Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company are as follows:—

Please do not write in this binding margin ↓

Important The particulars to be given are those referred to in section 21(2)(*a*) of the Companies Act 1976 and section 200(2) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable (note 6)
Particulars of other directorships (note 5)	
I hereby consent to act as director of the company named on page 1	
Signature	Date

Please do not write in this binding margin

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Important
The particulars to be given are those referred to in section 21(2)(*b*) of the Companies Act 1976 and section 200(3) of the Companies Act 1948. Please read the notes on page 4 before completing this part of the form.

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:—

Name (notes 2 and 7)
Former name(s) (note 3)
Address (notes 4 and 7)
I hereby consent to act as secretary of the company named on page 1
Signature Date

Name (notes 2 and 7)
Former name(s) (note 3)
Address (notes 4 and 7)
I hereby consent to act as secretary of the company named on page 1
Signature Date

*as required by section 21(3) of the Companies Act 1976

Signed by or on behalf of the subscribers of the memorandum*

†delete as appropriate

Signature [Subscriber][Agent]†Date

Signature [Subscriber][Agent]†Date

NOTES

1. If the spaces on page 2 provide insufficient space the names and particulars must be entered on the prescribed continuation sheet(s).

2. 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.

3. In the case of an individual, any former Christian names and surname must be given in addition. The expression "Christian name" includes a forename.

"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.

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

5. The names of all bodies corporate incorporated in Great Britain of which the director is also a director must 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 nominees. "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 are accustomed to act.

6. 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.

7. Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office address. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.

Please do not write in this binding margin

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Please complete legibly, preferably in black type, or bold black lettering

*delete if inappropriate

THE COMPANIES ACTS 1948 TO 1976
Statement of first directors and secretary and intended situation of registered office

Continuation sheet No. to Form No. 1
Company number

Name of Company

Limited*

Particulars of other directors (continued)

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)

I hereby consent to act as director of the company named above

Signature Date

Particulars of other directorships

Form No. 4a

Please do not write in this binding margin ↓

THE COMPANIES ACTS 1948 TO 1976

G **4a**

Please complete legibly, preferably in black type, or bold black lettering

Notice of change in situation of registered office
Pursuant to section 23(3) of the Companies Act 1976

Company number | For official use

To the Registrar of Companies

Name of company

*delete if inappropriate

Limited*

hereby gives you notice in accordance with section 23(3) of the Companies Act 1976 that the situation of the registered office of the company has been changed to:

†delete as appropriate

Signed [Director][Secretary]† Date

Presentor's name, address and reference (if any):

For official use
General section | Post room

Form No. 9b

Please do not write in this binding margin ↓

THE COMPANIES ACTS 1948 TO 1976

G **9b**

Please complete legibly, preferably in black type, or bold black lettering

Notice of change of directors or secretaries or in their particulars

Company number

For official use

Pursuant to section 200 of the Companies Act 1948 as amended by section 22 of the Companies Act 1976
To the Registrar of Companies
Name of Company

Number of continuation sheets attached (Note 1)

*delete if inappropriate

Limited*

hereby notifies you in accordance with section 200(4) of the Companies Act 1948 as amended by section 22 of the Companies Act 1976 that:

†specify change and date thereof and if this consists of the appointment of a new director or secretary fill in also the particulars below

†

Particulars of new director or secretary (see notes overleaf)

Name (notes 2 and 7)

Former name(s) (note 3)

Address (notes 4 and 7)

I hereby consent to act as [director] [secretary]‡ of the company named above

‡delete as appropriate

Signed Date

§this section is applicable to directors only

§ Other directorships (note 5) Business occupation

Nationality Date of birth (note 6)

Signed [Director][Secretary]¶ Date

¶delete as appropriate

Presentor's name and reference:

For official use
General section Post room

NOTES

1. If the space overleaf is insufficient, the names and particulars must be entered on the prescribed continuation sheet(s).

2. Full names must be given. In the case of an individual, his present Christian 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.

3. In the case of an individual, any former Christian names and surname must be given in addition. The expression "Christian name" includes a forename.

"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.

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

5. The names of all bodies corporate incorporated in Great Britain of which the director is also a director must 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 nominees. "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 are accustomed to act.

6. 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.

7. Where the secretary or one of the joint secretaries is a Scottish firm the details required are the firm name and its principal office address. Where all the partners in a firm are joint secretaries the name and principal office address of the firm alone may be stated.

THE COMPANIES ACTS 1948 TO 1976

Notice of change of directors or secretaries or in their particulars

Continuation sheet No. to Form No. 9b

Company number

Please do not write in this binding margin

Please complete legibly, preferably in black type or bold black lettering

Name of Company

Limited*

*delete if inappropriate

Particulars of other directors (continued)

Name (note 2)	Business occupation
Former name(s) (note 3)	Nationality
Address (note 4)	
	Date of birth (where applicable) (note 6)

I hereby consent to act as director of the company named above

Signature Date

Particulars of other directorships

Form No. 14

Please do not write in this binding margin ↓

THE COMPANIES ACTS 1948 TO 1976

G **14**

Please complete legibly, preferably in black type, or bold black lettering

Company number

For official use

Notice of passing of resolution removing an auditor
Pursuant to section 14(6) of the Companies Act 1976
To the Registrar of Companies
Name of Company

*delete if inappropriate

.....
.....Limited*

hereby gives you notice in accordance with subsection (6) of section 14 of the Companies Act 1976 that by a resolution passed at a general meeting of the company on..... 19.....

Full name of removed auditor

.....

Principal place of business of removed auditor

.....

of .....

.....

*delete if inappropriate

was removed as auditor before the expiration of his term of office with effect from

†delete or complete as appropriate

*[the passing of the resolution]

†[the.....19.....]

‡delete as appropriate

Signed [Director][Secretary]‡ Date

Presentor's name, address and reference (if any):

For official use
General section Post room

Form No. F4a

Please do not write in this binding margin ↓

THE COMPANIES ACTS 1948 TO 1976

G **F4a**

Please complete legibly, preferably in black type or bold black lettering

Return of change in the corporate name of an oversea company

Company number F

For official use

Pursuant to section 409(2) of the Companies Act 1948 as amended by the Companies Act 1976

*complete with present name

Name of Company*

Incorporated in†

†country of origin

Place of business in Great Britain established at

Particulars of change of name

1 Former corporate name

2 Present corporate name

3 Date of change of corporate name

Signatures of the persons authorised under section 407(1)(*c*) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the company .....

Date .....

Presentor's name, address and reference (if any):

For official use
General section | Post room

Please do not write in this binding margin

Please complete legibly, preferably in black type or bold black lettering

Form No. F13

G THE COMPANIES ACTS 1948 TO 1976 **F13**

Statement of name, other than corporate name, under which an oversea company proposes to carry on business in Great Britain

Company number F

For official use

Pursuant to section 31(3) of the Companies Act 1976

Name of Company

*Country of origin

Incorporated in*

Place of business in Great Britain established at

The name approved by the Secretary of State, other than its corporate name, under which† .....

†enter corporate name .....

proposes to carry on business in Great Britain is‡.....

‡enter name approved by the Secretary of State under Section 31(3) of the Companies Act 1976 .....

Signatures of the persons authorised under Section 407(1)(*c*) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the company .....

Date .....

Presentor's name, address and reference (if any):

For official use
General section | Post room

Please do not write in this binding margin ↓

Please complete legibly, preferably in black type or in bold black lettering

Form No. F13a

THE COMPANIES ACTS 1948 TO 1976

G **F13a**

Company number F

For official use

Statement of name, other than corporate name, under which an oversea company proposes to carry on business in Great Britain in substitution for name previously registered

Pursuant to section 31(3) of the Companies Act 1976

Name of Company

Incorporated in*

*Country of origin

Place of business in Great Britain established at

†enter corporate name

The name approved by the Secretary of State, other than its corporate name, under which† .....

‡enter name approved by the Secretary of State under Section 31(3) of the Companies Act 1976

.....

.....

proposes to carry on business in Great Britain is‡.....

§enter the name previously registered under section 31(3). If the company has previously been registered by more than one name under section 31(3), the last name so registered should be entered

.....

This name is in substitution for §.....

.....

.....which was previously registered.

Signatures of the persons authorised under Section 407(1)(*c*) of the Companies Act 1948, or of some other person in Great Britain duly authorised by the company .....

.....

.....

.....

Date .....

Presentor's name, address and reference (if any):

For official use
General section | Post room

EXPLANATORY NOTE

(This Note is not part of the Order.)

This Order prescribes the forms to be used when providing the registrar of companies with information in pursuance of those provisions of the Companies Act 1948, (as amended by the Companies Act 1976), and of the Companies Act 1976 which are referred to in the forms set out in the Schedule to this Order. The Order also prescribes the manner in which the translation of documents delivered to the registrar by a company with a registered office in Wales under section 30 of the 1976 Act must be certified as being correct and the time within which an oversea company must notify the registrar of a change of name under section 409(2) of the Companies Act 1948 as amended by the Companies Act 1976.

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