
STATUTORY INSTRUMENTS

2011 No. 2194

COMPANIES

**The Overseas Companies (Execution of Documents and
Registration of Charges) (Amendment) Regulations 2011**

<i>Made</i>	- - - -	<i>3rd September 2011</i>
<i>Laid before Parliament</i>		<i>7th September 2011</i>
<i>Coming into force</i>	- -	<i>1st October 2011</i>

The Secretary of State makes the following Regulations in exercise of the powers conferred by section 1052 and 1292(1)(c) of the Companies Act 2006⁽¹⁾.

Citation, commencement and application

1.—(1) These Regulations may be cited as the Overseas Companies (Execution of Documents and Registration of Charges) (Amendment) Regulations 2011.

(2) These Regulations come into force on 1st October 2011.

(3) The amendments made by these Regulations apply in relation to charges created by a company on or after 1st October 2011.

Amendment of the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009

2.—(1) The Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009⁽²⁾ are amended as follows.

(2) In regulation 8 (application and interpretation of Part) omit paragraph (5).

(3) Omit regulations 9 to 22.

(4) In regulation 23 (companies to keep available for inspection copies of instruments creating charges)—

(a) in paragraph (1) for the words “requiring registration under this Part”, substitute “referred to in regulation 24(1)”;

(b) omit paragraph (2).

(5) In regulation 24 (company’s register of charges)—

(1) 2006 c.46.
(2) S.I. 2009/1917.

- (a) for paragraph (1) substitute—
 - “(1) Every company to which this Part applies must keep available for inspection a register of charges and must, as soon as practicable and in any event within 21 days of the creation of the charge, enter in it—
 - (a) any charge on land situated in the United Kingdom or any interest in such land;
 - (b) any charge on ships, aircraft or intellectual property registered in the United Kingdom; and
 - (c) any floating charge on the whole or part of the company’s property or undertaking situated in the United Kingdom.”;
- (b) in paragraph (2) after the word “property” insert “, land or undertaking”;
- (c) after paragraph (2) insert—
 - “(2A) Paragraph (1)(c) does not apply to a floating charge which expressly excludes all property or undertaking of the company situated in the United Kingdom or which purports to be a fixed charge.
 - (2B) A charge on land, for the purposes of this regulation, includes a charge created by a heritable security within the meaning of section 9(8) of the Conveyancing and Feudal Reform (Scotland) Act 1970(3).
 - (2C) The holding of debentures entitling the holder to a charge on land is not, for the purposes of this regulation, an interest in land.”.
- (6) In regulation 25(3)(a) (copies of instruments and company’s register of charges to be available for inspection)—
 - (a) for “14” substitute “21”;
 - (b) for “registration” substitute “entry on the register”; and
 - (c) for “this Part” substitute “regulation 24(1)”.
- (7) In regulation 26(3) (exercise of right of inspection) for the words “company records” substitute “documents and register”.
- (8) Insert regulation 26A as follows—
 - “**Inspection by electronic means**
 - 26A.** Where the company and the person agree, the inspection referred to in regulation 26 may be carried out by electronic means.”.
- (9) Omit regulation 27 (deliveries of documents in language other than English).

Transitional provisions and savings

- 3. Regulation 2(6) does not apply where the company has given notice to the registrar of the place at which the documents and register are kept available for inspection in respect of a charge created before 1st October 2011.

3rd September 2011

Edward Davey
Minister for Employment Relations, Consumer
and Postal Affairs
Department for Business, Innovation and Skills

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations apply to overseas companies as defined in section 1044 of the Companies Act 2006 (c.46). The Regulations amend the Companies (Execution of Documents and Registration of Charges) Regulations 2009 (S.I. 2009/1917) (“the principal regulations”).

Regulation 2(3) removes the requirements in regulations 9 to 22 of the principal regulations for the registration with the registrar of companies of charges created by registered overseas companies over property of the company situated in the United Kingdom.

The amendments made by regulations 2(4) and 2(7) are consequential on the effects of regulation 2(3).

Regulation 2(5) amends regulation 24 of the principal regulations to specify the type of property in the United Kingdom in respect of which a charge has to be entered on the register. It introduces a time limit within which the entry on the register must be made. Regulation 2(5)(c) inserts supplementary provisions which reflect sections 861 and 879 of the Companies Act 2006. Regulation 2(6) amends the period of time within which the company must inform the registrar of the location for inspection of the documents and register. Regulation 2(8) permits inspection by electronic means where this is agreed between the company and person requesting inspection.

Regulation 2(9) removes the requirement to deliver a translation of the document of charge to the registrar.

Regulation 3 is a transitional provision.

An Impact Assessment in respect of these Regulations has been produced and copies are available from the Company Law and Governance Directorate, Department for Business, Innovation and Skills, 1 Victoria Street, London SW1H 0ET or on www.bis.gov.uk.