



FACULTY OF JURIDICAL SCIENCES

Course : B.A.LL.B./BBALL.B IIInd Semester

SUBJECT: COMPANY LAW
SUBJECT CODE: BAL 406/BBL 406

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LECTURE-6

III. REGISTRATION OF A COMPANY

1. The Registrar of Companies

A company is registered by filing certain documents with the Registrar - he is a public official appointed by the Secretary of State. Duties include registering new companies, maintaining company files and supervising compliance with the administrative and disclosure requirements of the Companies Act. The Companies Act

allows most documentation to be submitted in electronic form.

2. Documents Required for Registration

These are listed in CA

(a) Memorandum of Association

(b) Articles of Association

These are the documents which make up the constitution of the company. The Companies Regulations give suggested forms for memoranda and articles for different kinds of company.

A public company's memorandum must be in accordance with Table F of the Regulations.

Public and Private companies limited by shares can adopt the articles in Table A of the Regulations - Table A will also apply automatically so far as not modified or excluded by the company's own articles.

The Memorandum must be signed (subscribed) unless submitted in electronic form, and must show the number of shares each subscriber is taking.

(c) A statement giving the address of the company' s registered office and the details (name, address, nationality, occupation and date of birth) of the company' s first directors and secretary. Statement must be signed by the subscribers to the memorandum and include a written consent to act signed by those named as directors/secretary.

(d) Statutory Declaration of Compliance - a statement that all the requirements of the Act with regard to registration have been complied

with. The statutory declaration must be signed by a solicitor involved in the formation of the company or by one of the persons named as director or secretary.

(e) Registration Fee –As per provision of Act.

3. Certificate of Incorporation

If Registrar is satisfied that requirements of the Act have been met, he registers the documents and issues a certificate of incorporation. This is the company's "birth certificate".

The Registrar publishes the issue of the certificate in the London or Edinburgh Gazette.

Certificate is conclusive evidence that registration requirements have been met. It is also conclusive evidence as to the date of incorporation.

Registrar is entitled to refuse to register a company where it has been formed for an unlawful purpose: **R v Registrar of Joint Stock Companies**, exp Moore`s case.

The court may also be petitioned to cancel a registration if it appears that the company has been registered for purposes which are unlawful or contrary to public policy: **R v Registrar of Companies**, exp Attorney-General (Case 10).

Trading Certificates

Private companies can begin to trade as soon as the certificate of incorporation has been issued.

Public companies require a further certificate

- called a s.117 certificate or trading certificate.

Registrar will only issue s.117 certificate if

satisfied that minimum capital requirements for a public company have been met.

A public company which begins to trade without a trading certificate commits a criminal offence - the company and any director responsible for the default can be convicted. (This does not affect the validity of any contracts entered into by the company).

MCQs

1. The Memorandum must be signed (subscribed) unless submitted in electronic form, and must show the number of shares each subscriber is taking.

- i. True
- ii. False
- iii. Can not say
- iv. None of the above

2. A public company which begins to trade

without a trading certificate commits a criminal offence - the company and any director responsible for the default can be convicted.

- i. True
- ii. False
- iii. Can not say
- iv. None of the above

3. Private companies can begin to trade as soon as the certificate of incorporation has been issued.

- i. True
- ii. False
- iii. Can not say
- iv. None of the above

4. If Registrar is satisfied that requirements of the Act have been met, he registers the documents and issues a certificate of incorporation. This is the company's "birth certificate".

- i. True
- ii. False
- iii. Can not say
- iv. None of the above

5. The court may also be petitioned to cancel a registration if it appears that the company has been registered for purposes which are unlawful or contrary to public policy .

- i. True
- ii. False
- iii. Can not say
- iv. None of the above

