

THE COMPANIES ACT, 1929.

(19 & 20 Geo. 5, c. 23), ss. 98-100, 103-107.

(Imperial.)

An Act to consolidate the Companies Acts, 1908 to 1928, and certain other enactments connected with the said Acts.

[10th May, 1929.]

98. Inspection of register of members.—(1.) The register of members, commencing from the date of the registration of the company, and the index of the names of members, shall be kept at the registered office of the company, and, except when the register is closed under the provisions of this Act, shall during business hours (subject to such reasonable restrictions as the company in general meeting may impose, so that not less than two hours in each day be allowed for inspection) be open to the inspection of any member without charge and of any other person on payment of one shilling, or such less sum as the company may prescribe, for each inspection.

(2.) Any member or other person may require a copy of the register, or any part thereof, on payment of sixpence, or such less sum as the company may prescribe, for every hundred words or fractional part thereof required to be copied.

The company shall cause any copy so required by any person to be sent to that person within a period of ten days commencing on the day next after the day on which the requirement is received by the company.

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(3.) If any inspection required under this section is refused or if any copy required under this section is not sent within the proper period, the company and every officer of the company who is in default shall be liable in respect of each offence to a fine not exceeding two pounds, and further to a default fine of two pounds.

(4.) In the case of any such refusal or default, the court may by order compel an immediate inspection of the register and index or direct that the copies required shall be sent to the persons requiring them.

As to application of this section, see ss. 104 (2), 107, *post*.

For "officers in default" and "default fine", see s. 365 of this Act, Halsbury's Statutes of England, Vol. 2, p. 1001.

Cf. s. 110 of The Companies Act of 1931, *ante*, and see notes thereto.

99. Power to close register.—A company may, on giving notice by advertisement in some newspaper circulating in the district in which the registered office of the company is situate, close the register of members for any time or times not exceeding in the whole thirty days in each year.

See s. 104 (2), *post*.

Cf. s. 111 of The Companies Act of 1931, *ante*.

100. Power of court to rectify register.—(1.) If—

- (a) the name of any person is, without sufficient cause, entered in or omitted from the register of members of a company; or
- (b) default is made or unnecessary delay takes place in entering on the register the fact of any person having ceased to be a member;

the person aggrieved, or any member of the company, or the company, may apply to the court for rectification of the register.

(2.) Where an application is made under this section, the court may either refuse the application or may order rectification of the register and payment by the company of any damages sustained by any party aggrieved.

(3.) On an application under this section the court may decide any question relating to the title of any person who is a party to the application to have his name entered in or omitted from the register, whether the question arises between members or alleged members, or between members or alleged members on the one hand and the company on the other hand, and generally may decide any question necessary or expedient to be decided for rectification of the register.

(4.) In the case of a company required by this Act to send a list of its members to the registrar of companies, the court, when making an order for rectification of the register, shall by its order direct notice of the rectification to be given to the registrar.

As to application of this section, see ss. 104 (2), 107, *post*.

Cf. s. 112 of The Companies Act of 1931, *ante*, and see notes thereto.

Dominion Register.

103. Power for company to keep dominion register.—(1.) A company having a share capital whose objects comprise the transaction of business in any part of His Majesty's dominions outside Great Britain, the Channel Islands, or the Isle of Man may cause to be kept in any such part of His Majesty's dominions in which it transacts business a branch register of members resident in that part (in this Act called a "dominion register").

(2.) The company shall give to the registrar of companies notice of the situation of the office where any dominion register is kept and of any change in its situation, and if it is discontinued of its discontinuance, and any such notice shall be given within fourteen days of the opening of the office or of the change or discontinuance, as the case may be.

(3.) If default is made in complying with subsection (2) of this section, the company and every officer of the company who is in default shall be liable to a default fine.

(4.) References to a colonial register occurring in any articles registered before the commencement of this Act shall be construed as references to a dominion register.

As to "officer in default" and "default fine", see s. 365 of this Act, Halsbury's Statutes of England, Vol. 2, p. 1001.

Cf. The Companies Act of 1931, s. 116, *ante*.

104. Regulations as to dominion register.—(1.) A dominion register shall be deemed to be part of the company's register of members (in this and the next following section called "the principal register").

(2.) It shall be kept in the same manner in which the principal register is by this Act required to be kept, except that the advertisement before closing the register shall be inserted in some newspaper circulating in the district where the dominion register is kept, and that any competent court in that part of His Majesty's dominions where the register is kept may exercise the same jurisdiction of rectifying the register as is under this Act exercisable by the court, and that the offences of refusing inspection or copies of a dominion register, and of authorising or permitting the refusal may be prosecuted summarily before any tribunal having summary criminal jurisdiction in that part of His Majesty's dominions.

(3.) The company shall transmit to its registered office a copy of every entry in its dominion register as soon as may be after the entry is made, and shall cause to be kept at its registered office, duly entered up from time to time, a duplicate of its dominion register.

Every such duplicate shall, for all the purposes of this Act, be deemed to be part of the principal register.

(4.) Subject to the provisions of this section with respect to the duplicate register, the shares registered in a dominion register shall be distinguished from the shares registered in the principal register, and no transaction with respect to any shares registered in a dominion register shall, during the continuance of that registration, be registered in any other register.

Companies Act, 1929 (Imperial). ss. 104-107.

(5.) A company may discontinue to keep a dominion register, and thereupon all entries in that register shall be transferred to some other dominion register kept by the company in the same part of His Majesty's dominions, or to the principal register.

(6.) Subject to the provisions of this Act, any company may, by its articles, make such provisions as it may think fit respecting the keeping of dominion registers.

(7.) If default is made in complying with subsection (3) of this section, the company and every officer of the company who is in default shall be liable to a default fine.

For "officer in default" and "default fine", see s. 365 of this Act, Halsbury's Statutes of England, Vol. 2, p. 1001.

Cf. The Companies Act of 1931, s. 117, *ante*.

105. Stamp duties in case of shares registered in dominion registers.—An instrument of transfer of a share registered in a dominion register, other than such a register kept in Northern Ireland, shall be deemed to be a transfer of property situate out of the United Kingdom, and, unless executed in any part of the United Kingdom, shall be exempt from stamp duty chargeable in Great Britain.

106. Power to extend provisions as to dominion registers to other countries.—(1.) The Foreign Jurisdiction Act, 1890, shall have effect as if the last three foregoing sections of this Act were included among the enactments which by virtue of section five of that Act may be applied by Order in Council to foreign countries in which for the time being His Majesty has jurisdiction.

(2.) His Majesty may by Order in Council direct that the said sections, including any enactments for the time being in force amending or substituted for those sections, shall extend, with or without any exceptions, adaptations or modifications specified in the Order, to any territories under His Majesty's protection to which those sections cannot be extended under the Foreign Jurisdiction Act, 1890, as amended by subsection (1) of this section.

His Majesty may by Order in Council revoke or vary any Order made under this subsection.

For the Foreign Jurisdiction Act, 1890, see title JURISDICTION.

107. Provisions as to branch registers of dominion companies kept in the United Kingdom.—(1.) If by virtue of the law in force in any part of His Majesty's dominions outside Great Britain companies incorporated under that law have power to keep in Great Britain branch registers of their members resident in Great Britain, His Majesty may by Order in Council direct that sections ninety-eight and one hundred of this Act shall, subject to any modifications and adaptations specified in the Order, apply to and in relation to any such branch registers kept in Great Britain as they apply to and in relation to the registers of companies within the meaning of this Act.

(2.) For the purposes of this section, the expression "His Majesty's dominions" includes any territory which is under His Majesty's protection or in respect of which a mandate under the League of Nations has been accepted by His Majesty.

Cf. The Companies Act of 1931, ss. 116, 117, *ante*.