

COMPANIES REGULATIONS (ELECTRONIC FILING) RULES 2015

PART 1 GENERAL INTRODUCTORY PROVISIONS

The Registrar hereby makes the following Rules in exercise of the powers conferred on it by section 942 of the Companies Regulations 2015 to impose requirements as to the form, authentication and manner of delivery of documents required or authorised to be delivered to the Registrar:

1. Commencement, citation and interpretation

- (1) These Rules may be cited as the Companies Regulations (Electronic Filing) Rules 2015.
- (2) These Rules shall come into force on the date of their publication.
- (3) In these Rules, the “Companies Regulations” means the Companies Regulations 2015.
- (4) Defined terms used in these Rules and their meanings are contained in Schedule 1.
- (5) Unless the context otherwise requires:
 - (a) references to sections are to sections of the Companies Regulations;
 - (b) a reference to a “Rule” or “Rules” is a reference to these rules and a reference to a numbered rule, part or schedule is to the Rule, Part or Schedule of these Rules; and
 - (c) words in the singular include the plural and vice versa and a reference to a gender includes a reference to all genders.
- (6) Material or information referred to in these Rules as being specified, prescribed or described as accessible or available on or through the website is included in and forms part of these Rules.
- (7) A reference in these Rules to material or information that is “from time to time” specified, described, accessible or available on or through the website is a reference to material or information that does not form part of these Rules.

2. Application of these Rules

- (1) These Rules apply to any document delivered to the Registrar in electronic form pursuant to the Companies Regulations.
- (2) These Rules apply only to documents delivered in respect of companies or, proposed companies, which are collectively referred to in these Rules as “companies (or other bodies)”.

PART 2
ELECTRONIC FILING

Chapter 1
General provisions

4. Application of Part

- (1) This Part applies to documents delivered to the Registrar using Electronic Filing and shall be construed accordingly.
- (2) The documents that may be delivered to the Registrar using Electronic Filing are specified from time to time on the website.

5. Using Electronic Filing

- (1) To deliver a document using Electronic Filing the presenter must:
 - (a) have access to the internet;
 - (b) have an email account;
 - (c) be a registered user of Electronic Filing (information about the registration process is available from time to time on the website of the Registrar);
 - (d) subject to Rule 5(4), be a registered user for the company (or other body) to which the document relates (unless it is an incorporation package).
- (2) Subject to Rule 5(3), in delivering a document using Electronic Filing the presenter on behalf of the company (or other body) consents to any communication from the Registrar relating to or arising out of the delivery of that document being sent only in electronic form.
- (3) A company incorporated using Electronic Filing may request a paper copy of its certificate of incorporation from the Registrar.
- (4) A presenter who delivers a charge document either as an interested person or for and on behalf of an interested person must provide such supporting documentation as the Registrar may require.
- (5) The Registrar's requirements on how presenters register to use Electronic Filing are specified from time to time on the website.
- (6) An incorporation package may only be delivered by a presenter who has provided such supporting documentation as the Registrar may require evidencing their status as an incorporation agent.

Chapter 2
Form of document

General requirements

6. Document to be in the form of a template

- (1) Except for articles of association delivered with a company incorporation package (see Rule 7) accounts (see Rule 8), or copy instruments (see Rule 10 (2)), each document must be in the form of the template supplied for that purpose by the Registrar on the website.
- (2) The presenter must complete every data input field in a template unless the field is a non-mandatory one or there is otherwise no legal requirement or authority to provide the information requested.
- (3) Where a document template is used, the document template must be completed on-line while the presenter is logged onto Electronic Filing.

7. The company incorporation package

- (1) This Rule applies to a company incorporation package.
- (2) The articles of association are viewed by selecting the “articles of association” link in the incorporation template.
- (3) Model articles can be viewed by selecting the “model articles” link in the incorporation template.
- (4) Articles of association delivered with a company incorporation package (if any) must be authenticated by the initial members on delivery to the Registrar in accordance with Rule 12.

8. Accounts

- (1) This Rule applies to company accounts.
- (2) Company accounts may only be delivered using Electronic Filing if they are provided in a compatible PDF file.

9. Notice of change of name

A notice of change of name by resolution may only be delivered using Electronic Filing if:

- (a) it is specified where indicated in the relevant template whether the change of name is conditional on the occurrence of an event as contemplated by section 66(2);
- (b) it is accompanied by a copy of the resolution for a change of name in the form of a specified template; and

- (c) the resolution passed by the company is in the form of the resolution set out in that template.

10. Charge documents

- (1) A charge document may only be delivered using Electronic Filing if it is accompanied by a copy instrument and the certificate referred to in section 784(3).
- (2) The copy instrument must be in the form of a compatible PDF file uploaded to the website with the charge document.
- (3) The certificate must be in the form of the template supplied for that purpose by the Registrar.
- (4) If the presenter elects to give the certificate under 784(3) using one of the prepopulated statements supplied by the Registrar by way of example in the relevant data input field, the presenter must satisfy himself as to the veracity and adequacy of the prepopulated statement and amend it as may be necessary before delivering the certificate to the Registrar.

Chapter 3 **Authentication**

11. Personal authentication

- (1) The requirements of this Rule are in addition to any other requirement imposed by this Chapter.
- (2) A document required by these Rules to be authenticated must, in the case of a company (or other body), be authenticated in the manner stipulated on the website by a presenter acting on the Company's behalf.

12. The company incorporation package

- (1) The statement of compliance delivered under section 6(1) must be authenticated by each initial member to the articles of association by each initial member or by the initial members' agent, in each case in the manner stipulated on the website.
- (2) In authenticating the statement of compliance each initial member or the agent (as the case may be) instructs the Registrar to tag electronically the statement of compliance by way of authentication on his behalf.
- (3) The application for registration document delivered under section 6(1) must be authenticated by the person to be appointed in the manner stipulated on the website.
- (4) Authentication of articles of association for the purpose of section 6(4) shall be in the manner stipulated on the website.

13. Authentication of documents other than accounts and charge documents

- (1) This Rule applies to any document delivered in respect of a company (or other body) except for company incorporation packages (see Rule 12) accounts (see Rule 14) and charge documents (see Rule 15).
- (2) The person who authenticates the document must belong to, or act under the specific authority of a person who belongs to, a category or class of person specified on the website or relevant template as being permitted to authenticate the document on behalf of the company (or other body).
- (3) The presenter may only use Electronic Filing to deliver a document in respect of a company (or other body) if he supplies the Registrar with the registered number and any other identifying code as may be specified by the Registrar from time to time of that company (or other body) every time he accesses the Electronic Filing facility on behalf of that company (or other body).
- (4) In selecting a template in which to deliver a document in respect of the company (or other body) the presenter instructs the Registrar to:
 - (a) populate the relevant data input fields with:
 - (i) the registered number of the company (or other body); and
 - (ii) the name of the company (or other body) associated on the Registrar's records with that registered number,by way of authentication on the presenter's behalf; and
 - (b) tag electronically the document by way of authentication on the presenter's behalf such that the electronic record of the document is indelibly associated with the presenter and the company (or other body).
- (5) A notification of a director or secretary's appointment must be authenticated by the person being appointed in the manner stipulated in the relevant template.

14. Authentication of accounts

- (1) This Rule applies to accounts.
- (2) The presenter of a company's accounts must act under the specific authority of that company's directors in delivering accounts to the Registrar.
- (3) The presenter must by way of authentication provide the Registrar with the registered number and any other identifying code as may be specified by the Registrar from time to time of that company (or other body) of the company in respect of which accounts are to be delivered.
- (4) The presenter instructs the Registrar to tag electronically the accounts by way of authentication on the presenter's behalf such that the electronic record of

the document is indelibly associated with the presenter and the company (or other body).

15. Authentication of charge documents

- (1) This Rule applies to charge documents.
- (2) A person who authenticates a charge document for and on behalf of the company (or other body) subject to the charge must belong to, or act under the specific authority of a person who belongs to, a category or class of person specified on the website as being permitted to authenticate the charge document.
- (3) The presenter of a charge document to be delivered for and on behalf of the company (or other body) subject to the charge must provide such supporting documentation as the Registrar may require prior to submitting the relevant charge document.
- (4) A presenter who authenticates a charge document as an interested person or for and on behalf of an interested person must provide such supporting documentation as the Registrar may require prior to submitting the relevant charge document.
- (5) The certificate referred to in section 784(3) is authenticated by:
 - (a) the provision of an appropriate confirmation by the person giving the certificate in the manner stipulated on the website; and
 - (b) the provision the name of the person giving the certificate.
- (6) The presenter instructs the Registrar to tag electronically the charge document by way of authentication on the presenter's behalf with such that the electronic record of the document is indelibly associated with the presenter and the company (or other body).

Chapter 4 **Delivery and receipt**

16. Manner of delivery

- (1) This Rule applies to all documents to be delivered through Electronic Filing.
- (2) Before he can deliver a document to the Registrar the presenter must be on-line and logged into Electronic Filing.
- (3) Save for when the document is a copy instrument a document or template is delivered when the presenter irrevocably submits it for filing on the website.
- (4) A copy instrument is delivered by delivering the charge document to which it is electronically linked.

Time of receipt

17. Receipt

- (1) A fee-bearing document delivered using Electronic Filing and in respect of which the fee is tendered by credit card or debit card is received when the fee payment is completed.
- (2) Save as provided in Rule 17(1) a document delivered using Electronic Filing is received when irrevocably submitted for filing.

SCHEDULE 1
DEFINED TERMS USED IN THIS VOLUME OF THE RULES AND THEIR
MEANINGS (RULE 1(4))

“accounts” means a copy of such of a company’s annual accounts and reports and/or abbreviated accounts as are required to be or authorised to be delivered to the Registrar under the Companies Regulations and which are not excluded accounts;

“annual accounts and reports” has the meaning set out in section 444(2);

“charge” means a charge eligible for registration under Part 24 of the Companies Regulations;

“charge document” means a document in electronic form delivered or to be delivered pursuant to an obligation arising under Part 24 of the Companies Regulations;

“company” has the meaning given to it in section 1;

“company incorporation package” means an incorporation package in respect of a company;

“compatible PDF file” means a file in portable document format no greater than 10 megabytes in size;

“copy instrument” means a copy of the instrument by which a charge is created or evidenced;

“data input field” means:

- (a) a box or similarly delineated area visible in human readable form on a website the purpose of which is to capture information; together with
- (b) the descriptor text associated with the box the purpose of which is to signify the nature of the information required to be input into the box;

“document” means information required to be or authorised to be delivered to the Registrar under the Companies Regulations;

“Electronic Filing” means delivering a document to the Registrar, through the Registrar’s online systems as detailed in these Rules;

“excluded accounts” means revised accounts delivered under section 428 or section 430 of the Companies Regulations;

“fee-bearing document” means:

- (a) a document for which a fee is payable in respect of its receipt; or
- (b) where a fee is payable in respect of the receipt of more than one document as part of a single transaction, each of those documents;

“incorporation template” means the template to be used to deliver a company incorporation package in electronic form to the Registrar using Electronic Filing;

“interested person” means any person interested in a charge other than the company (or other body) against which the charge is or is to be registered;

“presenter” means an individual person using Electronic Filing to deliver a document to the Registrar;

“resolution” means a special resolution for a change of name;

“template” means a specified set of data input boxes as found on the Registrar’s website; and

“website” means the website maintained by the Registrar at www.adgm.com.

SCHEDULE 2
DOCUMENTS THAT MAY BE DELIVERED TO THE REGISTRAR USING
ELECTRONIC FILING

1. Form	2. Name of form	3 Legislative provision authorizing or requiring delivery
INC-01	Reservation of company name	Section 47
INC-02	Application to register a company	Section 6
AF-AA01	Filing of annual accounts	Section 415
AR-AR01	Annual Return	Section 778
EDF-N01	Notice of change of name by special resolution	Section 66(1)
EDF-N02	Notice of change of name by conditional resolution	Section 66(2)
EDF-N03	Notice confirming satisfaction of the conditional resolution for change of name	Section 66(3)
EDF-N04	Notice of change of name by means provided for in the articles	Section 67
EDF-C01	Notice of amendment of articles	Section 24
EDF-C02	Notice of existence of entrenched provisions of the articles and restriction on the amendment of articles	Section 21(1)
EDF-C03	Notice of removal of restriction on the company's articles	Section 21(2)
EDF-C05	Notice of change of constitution by order of court or other authority	Section 31
EDF-RO01	Notice of change of registered office address	Section 75
EDF-CR01	Notice of Single Alternative Inspection Location (SAIL)	Section 996
EDF-CR02	Change of location of the company records to the single alternative inspection location (SAIL)	Section 996
EDF-CR03	Change of location of the company records to the registered office	Section 996
EDF-DS01	Appointment and Cessation of Directors and Secretary	Sections 157 and 293
EDF-DS02	Change of details of director and secretary	Section 157 and 293
EDF-A01	Change of accounting reference date	Section 381

1. Form	2. Name of form	3 Legislative provision authorizing or requiring delivery
EDF-A03	Notice of resolution removing auditor from office	Section 481
EDF-SC01	Notice of allotment of shares	Section 514
EDF-SC02	Notice of consolidation, sub-division, redemption of shares	Sections 569 and 628
EDF-SC03	Return of purchase of own shares	Section 647
EDF-SC04	Notice of sale or transfer of treasury shares	Section 669
EDF-SC05	Notice of cancellation of treasury shares	Section 648
EDF-SC06	Notice of cancellation of shares	Section 671
EDF-SC07	Notice of cancellation of shares held by or for a public company	Section 603
EDF-SC08	Notice of name or other designation of class of shares	Section 577
EDF-SC09	Return of allotment by an unlimited company allotting a new class of shares	Section 515
EDF-SC10	Notice of particulars of variation of rights attached to shares	Section 578
EDF-SC11	Notice of new class of members	Section 579
EDF-SC12	Notice of particulars of variation of class rights	Section 581
EDF-SC13	Notice of name or other designation of class of members	Section 580
EDF-SC14	Notice of application to court for cancellation of the special resolution approving a redemption or purchase of shares out of capital	Section 664
EDF-SC15	Statement of Capital	N/A
EDF-TC01	Application for trading certificate for a public company	Section 700
EDF-RR01	Application by a private company for re-registration as a public company	Section 78
EDF-RR02	Application by a public company for re-registration as a private limited company	Section 84
EDF-RR03	Notice of application to the court for cancellation of resolution for re-registration	Section 83
EDF-RR04	Application by a private limited company for re-registration as an unlimited company	Section 87

1. Form	2. Name of form	3 Legislative provision authorizing or requiring delivery
EDF-RR05	Application by an unlimited company for re-registration as a private limited company	Section 90
EDF-RR06	Application by a public company for re-registration as a private unlimited company	Section 94
EDF-RR07	Application by a public company for re-registration as a private limited company following a court order reducing capital	Section 592
EDF-RR08	Application by a public company for re-registration as a private company following a cancellation of shares	Section 604
EDF-RR09	Application by a restricted scope company for re-registration as a non-restricted scope company	Section 96
EDF- RRA01	Form of assent for re-registration of public company as private and unlimited	Section 94(2)
EDF- RRA02	Form of assent for re-registration of private limited company as unlimited	Section 87(2)
EDF-RP01	Replacement of document not meeting requirements for proper delivery	Section 950
EDF-RP02	Application for rectification by the Registrar of Companies	Section 970
EDF-RP04	Notice of an objection to a request for the Registrar of Companies to rectify the Register	Section 970
EDF-RP05	Correction of a director's date of birth	Section 970
EDF-RT01	Application for administrative restoration to the Court	Section 889
EDF-SD01	Striking off application by a company	Section 867
EDF-SD02	Withdrawal of striking off application by company	Section 874