

BIRMINGHAM LAW SOCIETY

COMPANY LAW COMMITTEE

Minutes of a meeting of the Company Law Committee of the Birmingham Law Society held on 13 January 2011 at 1 pm at the offices of Pinsent Masons

PRESENT: J Champion
M Lakin
J Irving
A Charman
A Gordon
A Percival (for K Spedding)

APOLOGIES:K Silvester
S Gill
M Sagoo
D Stevenson
A Beedham
D Ellis
S Gupta
K Spedding
A McGiveron

1. MINUTES OF THE LAST MEETING

The minutes of the meeting held on 18 November 2010 were approved.

2. REPORT ON CHANCERY LANE

Andrew Stilton had confirmed that there had been no recent meeting of the Chancery Lane committee but there was a meeting planned for later in the month on which he would provide an update.

3. PROPOSED CHANGES TO STATEMENTS OF CAPITAL

It was noted that BIS had recently consulted on simplifying the contents of statements of capital. In particular changes were to be introduced to statements of capital to remove the requirement to state share premium on a per share basis. This was a welcome change as a lot of companies did not have the information to be able to state accurately the premium on a per share basis. It was noted that the change was not likely to be introduced until October 2011 and in the meantime the pragmatic approach where companies did not have the information would be to divide the whole of the share premium by the total number of shares in issue.

4. APPROACH TO ADOPTING EU LEGISLATION - END OF "GOLD PLATING"

It was noted that the government had also recently announced that the standard approach in the adoption of European Directives would be to copy the relevant provisions unamended into UK legislation except where there was good reason not to do so. This would help ensure that UK companies were not disadvantaged by having additional requirements imposed to those

mandated by EU law although the committee noted that in some circumstances that might not help the clarity of the legislation.

5. PROPOSED CHANGES TO REGISTRATION OF CHARGES REGIME

The committee noted that the government had recently published its response to the BIS consultation on the registration of charges regime. The introduction of new rules on registration of charges had been postponed a number of times but it looked like reform of this area was now to proceed, probably in 2012. It was noted that the consultation proposed some changes in the nature of charges to be registered but the 21 day registration period would be retained and the consequences of non-registration would be largely the same as provided for by existing legislation. It was, however, to be clarified that overseas companies need not register charges. It seems likely therefore that overseas company will no longer need to register charges (currently overseas companies which are registered under the Overseas Companies Regulations 2009 (SI 2009/1801) need to register charges at Companies House, but companies with places of business in the UK need no longer make so called "Slavenburg" registrations).

6. ANY OTHER BUSINESS

John Irving raised the question of whether there was any easy way to check whether a company had registered for the PROOF electronic filing system at Companies House as often clients were not sure themselves whether they had registered for the system and there did not appear to be any easily accessible register of those companies which were part of that system. John Campion agreed to check with Companies House whether there was any such register.

7. DATE OF NEXT MEETING

It was noted that the next meeting would be on Thursday 10 March 2011 at HBJ Gateley Wareing.

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Chairman