

BRANCHES OF IRISH COMPANIES IN THE UK

Requirements for Registration

It is possible for an Irish Company to trade in the UK without any formality. However, if it establishes a place of business in England and Wales, it must register with Companies House as an overseas company and deliver certain documents to Companies House. A place of business is a premises where there is a physical or visible indication that the company may be contacted there. An overseas company also has to register with Companies House, if it habitually conducts business from a particular location in England and Wales, even if there is no physical sign of the company's connection with England.

Registration is not required if there is no physical location in England and Wales. For example, an independent agent who conducts business on behalf of the company is not a place of business of an overseas company; neither is the occasional use of a location such as a hotel where a director may conduct business during periodic visits to this country. Other types of commercial enterprises (for instance partnerships, limited partnerships, unincorporated bodies or government agencies) are not required to register in Companies House in England and Wales as an overseas company.

There are two types of registration in England and Wales. These are:

- a branch; and
- a place of business.

Registration

Within one month of establishing a branch in England and Wales, an overseas company must deliver to the Registrar of Companies a completed Form BR1; a certified copy of the company's constitutional documents (Charter, statute, operating agreement, etc); a copy of the latest set of audited accounts required to be published by parent law; and the current registration fee; (£20)

Within one month of establishing a place of business in England and Wales an overseas company must deliver to the Registrar of Companies: completed Form 691; a certified copy of the company's constitutional documents (Charter, statute, operating agreement, etc); and the current registration fee; (£20)

Names

The company must be registered in its (Irish) corporate name. Thereafter, the company becomes subject to the same restrictions on company names as British companies. See our guide on Company names

If a company name is unacceptable, the Secretary of State may order the company to adopt an acceptable business name for use in England and Wales. The order will specify a period during which the company must register the change of name. The company will be unable to conduct business in England and Wales in its corporate name once the period stated in the notice has expired.

Filings

Changes to the original information must be filed as and when it occurs. If an overseas company with a branch in this country is being wound up outside England and Wales it must deliver certain forms to the Registrar of Companies at Companies House.

Overseas companies which have registered a branch or a place of business which create a mortgage or charge in England and Wales, must register the charge at Companies House.

Accounts

Branches of overseas companies whose parent law requires the publication of accounts which have been audited, must deliver a copy of those accounts to UK Companies House within a certain period of publication. This applies to all companies from

European Economic Area (EEA) member States even where a company is categorised as 'small' and allowed to deliver modified accounts, even to the extent of them being unaudited.

All places of business; and branches of overseas companies whose parent law does not require the publication of audited accounts must, within 13 months of a company's accounting reference prepare accounts consisting of, as a minimum, a balance sheet and profit and loss account, with a minimum of notes. No directors' or auditor's report is required.

The first accounting reference period of an overseas company must run from the date of its establishment in the UK and not the first day of trading, if this is different. The first accounting reference period ends on the first occurrence of the accounting reference date.

Accounts may be made up to a date within seven days either side of that date if this is more convenient. Subsequent accounting reference periods run from the day after the end of the previous accounting reference period until the next anniversary of the accounting reference date or to a date within seven days of it.

Company stationery

An overseas company must exhibit at every place where it carries on business in England and Wales, the company's name and the country in which it is incorporated. A company which registers a place of business must state on all letter paper, bill heads, invoices and other official publications of the company the company's name and country of incorporation; and that the liability of the members is limited, if this is the case.

A company which registers a branch must, in addition to the above, show on all letter paper and order forms used for the business of the branch: the place of registration and registration number of the branch.

Conversion and Termination

If the activities of a limited company that registers a place of business, change to the extent that it now qualifies as a branch, it must register as such by delivering a completed Form BR1 to Companies House with the registration fee. In such cases, if the information previously filed at Companies House is up to date, copies of the constitutional documents and directors' details are not required.

Similarly, if a branch of an overseas company changes to the extent that it only qualifies as a place of business then it must re-register as such by delivering a completed form together with the registration fee. If the information previously filed at Companies House is up to date, copies of the constitutional documents and directors' details are not required.

On conversion of a branch to a place of business, any establishment in another part of the United Kingdom, for example, Northern Ireland, included under the original branch registration must be registered in Companies House as a place of business.

On conversion of a place of business to a branch, any registered place of business in another part of the United Kingdom must either terminate its registration by having its public file 'closed', or it must be re-registered as a branch. A company cannot have both a place of business registration and a branch registration in the UK at the same time. A branch registration will take precedence over a place of business registration(s).

If a company closes a place of business or a branch in England and Wales, it must give notice to this effect by delivering a letter signed by an officer or authorised person of the company to Companies House. All obligations of the company to deliver documents to Companies House cease from the date of receipt of the notice.

This Guide is intended as an overview and broad outline of the matters covered in it. Its purpose is to inform and raise awareness. We are happy to offer specific legal advice on particular circumstances.

This Guide should not be relied on as a substitute for comprehensive legal advice with reference to the particular circumstances.

While we have taken due care in the preparation of this publication, we do not accept legal liability as a result of any reliance placed on anything in this Guide. The reader should rely only on specific legal or taxation advice.

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