

Bills Committee on Companies Bill

Part 16 and Part 18 of the Companies Bill

PURPOSE

This paper outlines the major proposals and policy issues in Part 16 (Non-Hong Kong Companies) and Part 18 (Communications to and by Companies) of the Companies Bill. It also provides a comparison table on the provisions in each Part and a summary of the public views on key policy issues received during earlier public consultation and our responses.

DETAILS

2. Details for each Part are contained in the Annexes -

Annex A - Part 16 (Non-Hong Kong Companies)

Annex B - Part 18 (Communications to and by Companies)

ADVICE SOUGHT

3. Members are invited to note the contents of the paper and provide their views.

**Financial Services and the Treasury Bureau
Companies Registry
21 March 2011**

Bills Committee on Companies Bill

Part 16 – Non-Hong Kong Companies

INTRODUCTION

Part 16 (Non-Hong Kong Companies) of the Companies Bill (“CB”) contains provisions relating to non-Hong Kong companies, i.e. companies incorporated outside Hong Kong that have established a place of business in Hong Kong.

POLICY OBJECTIVES AND PROPOSALS

2. Part 16 essentially restates the existing Part XI of the Companies Ordinance (“CO”), which had been substantially amended by the Companies (Amendment) Ordinance 2004, mainly with a view to simplifying the filing requirements. We do not consider it necessary to introduce any substantive changes to the current registration regime of non-Hong Kong companies. However, we propose in Part 16 some clarification and modification of the existing regime which aim at improving regulation and modernising the law, namely –

- (a) Clarifying provisions on change of corporate name of non-Hong Kong companies (paragraphs 5 and 6 below);
- (b) Clarifying provisions for striking non-Hong Kong companies off the register and their restoration to the register (paragraphs 7 to 8 below);
- (c) Moving certain procedural details to subsidiary legislation (paragraphs 9 and 10 below); and
- (d) Modifying the penalty provisions to align with those of Hong Kong incorporated companies (paragraphs 11 to 12 below).

3. Apart from the above proposals, Part 16 also provides for a company to appeal to the Administrative Appeals Board instead of to the court against a notice issued by the Registrar of Companies (“the Registrar”) concerning the company’s name (paragraphs 13 to 14 below). This change was suggested by Members of the Bills Committee on the Companies (Amendment) Bill 2010.

4. The details of the above proposals are set out in paragraphs 5 to 14 below.

Clarifying provisions on change of corporate name of non-Hong Kong companies (clauses 766 – 767)

5. At present, section 335(2) of the CO requires a non-Hong Kong company to notify the Registrar of any change of its corporate name. The provision is fairly general. There may be uncertainty as to whether notification is required in certain scenarios, such as where there is a change to the registered name of the company in its place of incorporation without a change in the translation appearing on our register which is being used as the company’s corporate name in Hong Kong.

6. **Clause 766** clarifies the notification requirements in various scenarios relating to the change of corporate name of non-Hong Kong companies. **Clause 767** clarifies the registration procedures for change of corporate name.

Clarifying provisions for striking non-Hong Kong companies off the register and their restoration to the register (clauses 784 – 789)

7. At present, section 339A of the CO empowers the Registrar to remove the name of a non-Hong Kong company from the register if there is reasonable cause to believe that the company has ceased to have a place of business in Hong Kong, by applying the CO provisions relating to the striking off of local defunct companies, with such adaptations as are necessary. Such a legislative provision by way of reference is considered unsatisfactory and may give rise to uncertainty as to which provisions would apply. To avoid such uncertainty, express provisions

are introduced in Part 16 to clarify the matters.

8. **Division 8 comprising Clauses 784 to 789** expressly sets out the steps that the Registrar should take before striking a non-Hong Kong company off the register, the procedures for a director or member of a non-Hong Kong company that has been struck off the register to apply to the Registrar for its restoration to the register, and the conditions for granting such an application.

Moving certain procedural details to subsidiary legislation (clause 793)

9. Currently, the procedural and technical details concerning the registration of and returns to be made by non-Hong Kong companies are set out in sections 333, 334 and 335 of the CO. These include the particulars to be contained in the applications or returns and the accompanying documents. Such procedural and technical details are likely to require updating over time. To facilitate future updating, they should be moved from primary into subsidiary legislation.

10. **Clause 793** empowers the Financial Secretary to make regulations to prescribe certain procedural and technical details. Such details include, among others:

- (a) the particulars to be contained in applications for registration of non-Hong Kong companies and the documents to accompany such applications;
- (b) the particulars to be contained in annual returns or returns of change of certain particulars by registered non-Hong Kong companies and the documents to accompany such returns; and
- (c) the documents to accompany a notice of the termination of the authorisation of an authorised representative by a registered non-Hong Kong company to the Registrar.

Modifying the penalty provisions to align with those of Hong Kong incorporated companies

11. Section 340 of the CO imposes liability with a uniform level of penalty on a non-Hong Kong company that is in default of any provisions under Part XI as well as every officer or agent of that company who authorizes or permits the default. Under the Twelfth Schedule to the CO, a fine of up to \$50,000 (level 5) may be imposed summarily upon any of these persons for any offence under Part XI and a daily default fine of \$700 may also be imposed for any continuing default. The imposition of a uniform level of penalty for different types of offences is considered unsatisfactory. It would also result in an offence of similar nature being subject to different penalty levels, depending on whether the company is a locally incorporated or a non-Hong Kong company.

12. In the CB, the offence provisions are set out in individual clauses of Part 16¹. The penalty levels are generally aligned with comparable offence provisions for Hong Kong incorporated companies. Following the offence provisions for Hong Kong incorporated companies, “every officer of the company who authorizes or permits the default” is replaced by “responsible officer” which is defined in Part 16 meaning an officer of the company who authorizes or permits, participates in, or fails to take all reasonable steps to prevent, the contravention.

Allowing a company to appeal to the Administrative Appeals Board instead of to the court (clause 772)

13. Currently, where the Registrar is satisfied that the name of a non-Hong Kong company gives so misleading an indication of the nature of its activities in Hong Kong as to be likely to do harm to the public, the Registrar may issue a notice to the company under section 337B(1) of the CO. The company cannot carry on business under that name two months after the notice is served, unless the company applies to the court to set aside the notice.

¹ Clauses 764(6), 766(10), 769(3), 774(4), 776(3)&(5), 777(3)&(5), 778(5), 779(5), 780(7)&(8), 781(7), 782(3), 783(3) and 786(5).

14. At the meeting of the Bills Committee on the Company (Amendment) Bill 2010, Members suggested that a company should be allowed to appeal to the Administrative Appeals Board, instead of to the court, against a change-of-name direction/ notice issued by the Registrar in view of the cost and time involved in court proceedings. We agree with the suggestion. For non-Hong Kong companies, the relevant changes have been incorporated in **clause 772**.

 15. A comparison table on relevant provisions in Part 16 is contained in **Appendix**.

PUBLIC CONSULTATION

16. We have consulted the public on the draft CB in two phases of public consultation held from December 2009 to March 2010 and May to August 2010 respectively. Part 16 was covered by the first phase consultation. The comments and the Administration's response are set out in Appendix III to the consultation conclusions of the first phase consultation of the draft CB issued on 27 August 2010.²

17. The major comments received on Part 16 and our response are summarised below –

Major Comments	Administration's Response
<i>Liability of Agents</i>	
The extension of the offence provisions in Part 16 of the draft CB to "agents" of non-Hong Kong companies seems to frustrate the objective of equal treatment as it may subject the non-Hong Kong companies to potentially more onerous obligations than those of Hong Kong companies. Since the	Unlike local companies, all non-Hong Kong companies are required to have an authorized representative who often acts an agent of the company. We consider it appropriate to extend legal liabilities to agents for better enforcement of the law. Having considered the comment, we have revised the offence

² Available at http://www.fstb.gov.hk/fsb/co_rewrite/eng/pub-press/doc/ccsp_conclusion_e.pdf.

Major Comments	Administration's Response
<p>offence provisions in Part 16 already capture the company and its officers (which is broadly defined in the CB), further extension of the punishments to the “agents of the company” seems unnecessary.</p>	<p>provisions in Part 16 of the CB to the effect that only agents of a company who authorise or permit a contravention would be liable. This is in line with the position in the current CO (section 340).</p>

**Financial Services and Treasury Bureau
Companies Registry
21 March 2011**

Appendix to Annex A

Comparison Table for Part 16

This table includes provisions in the third (i.e. “Derivation”) column that indicate the corresponding or original section in the Companies Ordinance (“CO”) of the clause concerned in the CB, where applicable. Where reference has been made to the relevant statutory provision(s) in other jurisdictions, such provision(s) is/ are also cited in that column. We use the term “Existing law” to mean that the clause is restating an existing section in the CO as set out in the “Derivation” column without change in substance, although the actual wordings may be different from the existing section as improvements are made to the drafting language and style.

A list of the abbreviations used is as follows –
UKCA 2006: United Kingdom Companies Act 2006

Clause	Contents	Derivation	Notes
Division 1: Preliminary			
762	Interpretation	CO s.333(2)(e), s.333(5), s.341(1), s.360(10) & 24 th Schedule	Existing law plus new definitions for new terms used in Part 16
763	Certified copy	Cap 32B Regulation 3	Existing law
Division 2: Registration			
764	Certain non-Hong Kong companies must apply for	CO s.332, s.333(1)&(9), s.333AA(2) &	Existing law plus a modified offence provision: (i) replacement of “officer who authorizes or permits

Clause	Contents	Derivation	Notes
	registration	s.340	the default” by “responsible officer”; (ii) the maximum amount of further fine prescribed for the offence is increased from HK\$700 to HK\$1,000.
765	Registration of non-Hong Kong company	CO s.333AA	Existing law plus new provisions clarifying the registration procedure.
Division 3: Addition, Change or Cessation of Corporate Name			
766	Company must notify Registrar of addition, change or cessation of name or translation of name	CO s.335(2) & s.340	Existing law plus: (a) new provisions clarifying the notification requirements in various scenarios of change of name; and (b) a modified offence provision: (i) replacement of “officer who authorizes or permits the default” by “responsible officer”; (ii) the maximum amount of further fine prescribed for the offence is lowered from

Clause	Contents	Derivation	Notes
			HK\$700 to HK\$300.
767	Registration of corporate name	CO s.333(3)	Existing law with new provisions clarifying the registration procedures for change of corporate name.
Division 4: Regulation of Names Used by Registered Non-Hong Kong Companies to Carry on Business in Hong Kong			
768	Registrar may serve notice to regulate use of corporate names or approved names	CO s.337B(1), (2) & (2A)	Existing law plus a new provision with details of the reference to “material date”.
769	Effect of notice	CO s.337B(5)&(7)	Existing law plus a modified offence provision: (i) replacement of “officer or agent of the company who knowingly and willfully authorizes or permits” by “responsible officer of the company, and every agent of the company who authorizes or permits”; (ii) the punishment of imprisonment is taken out from this offence; the maximum penalty level of the offence is increased from level 5 to level 6; and the maximum

Clause	Contents	Derivation	Notes
			amount of further fine prescribed for the offence is increased from HK\$700 to HK\$2,000.
770	Registration of approved name for carrying on business in Hong Kong	CO s.337B(3)&(4)	Existing law plus new provisions on the registration procedure for approved name.
771	Withdrawal of notice	CO s.337B(6A)	Existing law with new provisions on the procedures.
772	Appeal against decision to serve notice	CO s.337B(6)	Existing law is replaced by a new provision giving non-Hong Kong company a right to appeal to the Administrative Appeals Board against the decision of the Registrar to serve a notice under clause 768(1)(b).
773	Change of approved name	CO s.337B(3) & s.337B(4)	Existing law with new provisions clarifying the procedures and requirements for registration of change of approved name.
Division 5: Authorized Representatives of Registered Non-Hong Kong Companies			
774	Company must keep authorized representative's required	CO s.333A & s.340	Existing law plus a modified offence provision: (i) replacement of "officer

Clause	Contents	Derivation	Notes
	details registered in Companies Register		<p>who authorizes or permits the default” by “responsible officer”;</p> <p>(ii) the maximum amount of further fine prescribed for the offence is increased from HK\$700 to HK\$1,000.</p>
775	Termination of authorization	CO s.333B	Existing law
Division 6: Returns and Accounts of Registered Non-Hong Kong Companies			
776	Company must deliver annual return for registration	CO s.334(1), (2), (5)&(6) & s.340	<p>Existing law plus modified offence provisions:</p> <p>(A) <u>clause 776(3)</u></p> <p>(i) replacement of “officer who authorizes or permits the default” by “responsible officer”;</p> <p>(ii) the maximum amount of further fine prescribed for the offence is increased from HK\$700 to HK\$1,000.</p> <p>(B) <u>clause 776(5)</u></p> <p>the maximum amount of further fine prescribed for the offence is increased from HK\$700 to HK\$1,000</p>

Clause	Contents	Derivation	Notes
777	Company must deliver accounts for registration	CO s.336 & s.340	<p>Existing law plus modified offence provisions:</p> <p>(A) <u>clause 777(3)</u></p> <p>(i) replacement of “officer who authorizes or permits the default” by “responsible officer”;</p> <p>(ii) the maximum amount of further fine prescribed for the offence is increased from HK\$700 to HK\$1,000.</p> <p>(B) <u>clause 777(5)</u></p> <p>the maximum amount of further fine prescribed for the offence is increased from HK\$700 to HK\$1,000.</p>
778	Directors may revise accounts not complying with certain requirement	CO s.336A & s.340	<p>Existing law plus a modified offence provision:</p> <p>(i) replacement of “officer who authorizes or permits the default” by “responsible officer”;</p> <p>(ii) the maximum amount of further fine prescribed for the offence is increased from HK\$700 to HK\$1,000.</p>

Clause	Contents	Derivation	Notes
779	Company must deliver return for registration in case of change of certain particulars	CO s.335 & s.340	<p>Existing law plus a modified offence provision:</p> <p>(i) replacement of “officer who authorizes or permits the default” by “responsible officer”;</p> <p>(ii) the maximum amount of further fine prescribed for the offence is increased from HK\$700 to HK\$1,000.</p>
Division 7 - Other Obligations			
780	Non-Hong Kong company must state names, place of incorporation, etc.	CO s.337 & s.340	<p>Existing law plus modified offence provisions:</p> <p>(A) <u>clause 780(7)</u></p> <p>(i) replacement of “officer who authorizes or permits the default” by “responsible officer”</p> <p>(ii) the maximum penalty level of the offence is lowered from level 5 to level 3.</p> <p>(B) <u>clause 780(8)</u></p> <p>(i) replacement of “officer who authorizes or permits the default” by “responsible officer”</p>

Clause	Contents	Derivation	Notes
			(ii) the maximum penalty level of the offence is lowered from level 5 to level 3 and the maximum amount of further fine prescribed for the offence is lowered from HK\$700 to HK\$300.
781	Registered non-Hong Kong company must notify Registrar of commencement of liquidation etc.	CO s.337A, s.340	Existing law plus a modified offence provision: (i) replacement of “officer who authorizes or permits the default” by “responsible officer” (ii) the maximum penalty level of the offence is lowered from level 5 to level 3; and the maximum amount of further fine prescribed for the offence is lowered from HK\$700 to HK\$300.

Clause	Contents	Derivation	Notes
782	Registered non-Hong Kong company must notify Registrar of cessation of place of business in Hong Kong	CO s.339 & s.340	<p>Existing law plus a modified offence provision:</p> <p>(i) replacement of “officer who authorizes or permits the default” by “responsible officer”</p> <p>(ii) the maximum penalty level of the offence is lowered from level 5 to level 3; and the maximum amount of further fine prescribed for the offence is lowered from HK\$700 to HK\$300.</p>
783	Authorized representative of registered non-Hong Kong company must notify Registrar of dissolution	CO s.339AA & s.340	<p>Existing law plus:</p> <p>(i) the provision is clarified to expressly impose the filing obligation on the authorized representative</p> <p>(ii) the maximum penalty level of the offence is lowered from level 5 to level 3; and the maximum amount of further fine prescribed for the offence is lowered from HK\$700 to HK\$300.</p>

Clause	Contents	Derivation	Notes
Division 8: Striking off			
784	Registrar may send inquiry letter to registered non-Hong Kong Company	CO s.339A & s.291A s.340 c.f. UKCA 2006 ss.1000, 1024, 1025, 1026, 1028	Existing law plus: (a) new provisions clarifying the matter; (b) new provision for administrative restoration; and (c) an offence provision for a new specified prohibition under clause 786(5): the maximum penalty level of the offence is level 5; and the maximum amount of further fine prescribed for the offence is HK\$1,000.
785	Registrar must follow up under certain circumstances		
786	Registrar may strike off registered non-Hong Kong company's name		
787	Application to Registrar for restoration of non-Hong Kong company		
788	Conditions for granting application		
789	Registrar's decision on application		

Clause	Contents	Derivation	Notes
Division 9 - Miscellaneous			
790	Registrar to keep index of directors	CO s.333C	Existing law plus new provision prohibiting the usual residential address and the full identification number of directors from public inspection (see clause 638 for index of directors for Hong Kong companies). This is consequential to the proposal concerning the disclosure of directors' residential addresses and identification numbers, which will be explained in greater detail in the paper for Part 2 and Part 12.
791	Service of process or notice	CO s.338	Existing law
792	Financial Secretary may make regulations	CO s.359A(3)(b), (5) & (6)	Existing law except that: (a) the power is to be exercised by FS under the CB instead of the Chief Executive in Council under the CO; (b) regarding offence provisions: (i) non-wilful offence will not be punishable by

Clause	Contents	Derivation	Notes
			<p>imprisonment;</p> <p>(ii) the maximum amount of further fine prescribed for the offence is increased from HK\$700 to HK\$2,000.</p>
793(1)	Financial Secretary may make regulations	CO s.333(2), (3), (4), (6)&(7), s.333B(2), s.334(3), (4) and (5)	Procedural and technical details concerning the registration of and returns to be made have moved to the subsidiary legislation to facilitate future updating
793(2)	Financial Secretary may make regulations		New provision for procedural details concerning certification of translation of domestic name for non-mandatory cases.
793(3)	Financial Secretary may make regulations	Reg.6 of Cap 32B	The requirement on certified translation is provided under clause 4 of CB.

Clause	Contents	Derivation	Notes
Schedule 10: Transitional and Saving Provisions			
124-132	Transitional and Saving Arrangements for Part 16		New provisions

Bills Committee on Companies Bill

Part 18 – Communications to and by Companies

INTRODUCTION

Part 18 (Communications to and by Companies) of the Companies Bill (“CB”) relates to communications in electronic or hard copy form between a company and its members, debenture holders, and other persons. It also deals with communications sent by a company to its members and debenture holders by means of a website.

POLICY OBJECTIVES AND MAJOR PROPOSALS

2. Part 18 aims at facilitating business by setting out the rules governing communications to and from companies in electronic form and hard copy form. New rules have been introduced governing communications to companies in electronic form and in hard copy form (paragraphs 4 and 5 below). Regarding the communications by a company to another person other than the Registrar of Companies (“the Registrar”), this Part restates Part IVAAA of the Companies Ordinance (“CO”), which was recently introduced through the Companies (Amendment) Ordinance 2010, covering communications in hard copy form, electronic form and by means of website (paragraph 6 below).

3. Apart from the above, **clause 814** provides that for documents or information to be sent or supplied to the Registrar, Part 18 has effect subject to Part 2. **Clause 815** preserves the CO provisions that, for a document that is issued for the purpose of any legal proceedings, it may be served by sending it by post to or leaving it at the company’s registered office.

Communications to a company in electronic form (Clause 816)

4. **Clauses 816 to 818** contain provisions dealing with communication from a natural person to a company which are modelled on the provisions in United Kingdom Companies Act 2006. **Clause 816** provides that a document may be sent to a company in electronic form if the company has so agreed, generally or specially, or is regarded as having so agreed under a provision of the CB. A company may revoke its agreement by giving a notice of revocation. The minimum period of the notice must be no less than 7 days or such longer period as specified in the company's articles of association (for members), the instrument creating the debenture (for debenture holders) or any other agreement (for other persons), as appropriate. A document is deemed to have been received by the company 48 hours after it has been sent by electronic means, or any longer period as specified in the company's articles (for members), the instrument creating the debenture (for debenture holders) or any other agreement (for other persons), as appropriate. A document sent in electronic form may also be sent by hand or by post.

Communications to a company in hard copy form (Clause 817)

5. **Clause 817** provides that if the document or information is sent or supplied by post to a company by a natural person, it is deemed to have been received by the company on the following working day after posting or otherwise as specified in the company's articles of association (for members) or instrument creating the debenture (for debenture holders), or any other agreement (for other persons), whichever is the later. If the document is sent by hand, it is deemed to have been received by the company when the document is delivered.

Communications by a company to another person (Clauses 819 – 825)

6. Division 4 restates the existing Part IVAAA of the CO. In particular, **Clause 821** restates that a company may communicate with its members, debenture holders and other persons by means of a website, if so permitted by its articles or a members' resolution and if the recipient consents to the use of website communications. If the recipients are members or debenture holders, they will be taken to have agreed to

receive information from the company via a website if they have been asked individually for their acceptance and have not responded within 28 days of the company's request. Companies are required to notify intended recipients each time any material is published on a website. The document or information should be available on the website throughout the period specified by the applicable provision of the Bill or the Companies (Winding Up and Miscellaneous Provisions) Ordinance, or where no such period is specified, a period of 28 days.

7. A comparison table on relevant provisions in Part 18 is contained in **Appendix**.

PUBLIC CONSULTATION

8. We have consulted the public on the draft CB in two phases of public consultation held from December 2009 to March 2010 and May to August 2010 respectively. Part 18 was covered by the first phase consultation. The comments and the Administration's response are set out in Appendix III to the consultation conclusions of the first phase consultation of the draft CB issued on 27 August 2010.¹

9. The major comments received on Part 18 and our response are summarised below –

Major Comments	Administration's Response
<i>Sending Documents to a Member whose Address is Invalid</i>	
The Bill should provide that if documents sent to the last known address of a shareholder has been returned by the post office as undeliverable, a company may have discretion to withhold sending further documents until such time that the shareholder has	An exemption is provided to relieve companies from notifying or seeking agreement from the other person for communication by means of website if the company has been notified that the other person cannot be contacted at

¹ Available at http://www.fstb.gov.hk/fsb/co_rewrite/eng/pub-press/doc/ccfp_conclusion_e.pdf

Major Comments	Administration's Response
updated his/her address.	his last known address and sending information by other electronic means is not possible (Clause 821(10)). If the information is published on the website, the company is no longer required to send information to the addresses which are known to be invalid.

**Financial Services and the Treasury Bureau
Companies Registry
21 March 2011**

Appendix to Annex B

Comparison Table for Part 18

This table includes provisions in the third (i.e. “Derivation”) column that indicate the corresponding or original section in the Companies Ordinance (“CO”) of the clause concerned in the CB, where applicable. Where reference has been made to the relevant statutory provision(s) in other jurisdictions, such provision(s) is/ are also cited in that column. We use the term “Existing law” to mean that the clause is restating an existing section in the CO as set out in the “Derivation” column without change in substance, although the actual wordings may be different from the existing section as improvements are made to the drafting language and style.

A list of abbreviations used is as follows –

CO: Companies Ordinance (Cap. 32)

UKCA 2006: United Kingdom Companies Act 2006

Clause	Contents	Derivation	Notes
Division 1: Preliminary			
809	Interpretation	CO s.168BAA(1), (2) and (4)	Existing law.
810	Minimum period specified for purposes of sections 816(3), 819(4) and 821(6)	CO s.168BAB	Existing law, plus provisions covering communication to company by a person who is not a company.
811	Period specified for purposes of sections 816(7)(a),	CO s.168BAC	Existing law, plus provisions covering communication to company by a person

Clause	Contents	Derivation	Notes
	819(7)(a) and 821(11)(b)		who is not a company.
812	Time specified for purposes of sections 816(7)(b), 817(5)(a), 819(7)(b) and 820(5)(a)	CO s.168BAD	Existing law, plus provisions covering communication to company by a person who is not a company.
813	Address specified for purposes of sections 819(3)(b)(iii) and 820(2)(b)	CO s.168BAE	Existing law, plus provisions covering communication to company by a person who is not a company.
814	Effect of this Part on sending documents etc. to Registrar	c.f. UKCA 2006 s.1143(3)	New provision.
Division 2: Service of Document on Company			
815	Service of document	CO s.356	Existing law.
Division 3: Other Communication to Company by Person who is not Company			
816	Communication in electronic form	c.f. UKCA 2006 s. 1146 (3)&(4) and Part 3 of Schedule 4	New provision.

Clause	Contents	Derivation	Notes
817	Communication in hard copy form	c.f. UKCA 2006 s.1146(2)&(4) and Part 2 of Schedule 4	New provision.
818	Communication in other forms	c.f. UKCA 2006 Part 4 of Schedule 4	New provision.
Division 4: Other Communication by Company to Another Person			
819	Communication in electronic form	CO s.168BAG	Existing law.
820	Communication in hard copy form	CO s.168BAF	Existing law.
821	Communication by means of website	CO s.168BAH	Existing law, plus a new provision exempting from the requirement of sending notification or request for the purpose of website communication, if the recipient has not agreed to receive communication in electronic form and the hard copy is returned as undeliverable at the address.

Clause	Contents	Derivation	Notes
822	Communication in other forms	c.f. UKCA 2006 Part 5 of Schedule 5	New provision.
823	Joint holders of shares or debentures	CO Regulation 133 of Table A of the First Schedule c.f. UKCA 2006 Paragraph 16 of Schedule 5	Standard provision for Table A companies applied for companies in general, but this can still be modified by the company's own articles.
824	Death or bankruptcy of holder of shares	CO Regulation 134 of Table A of the First Schedule c.f. UKCA 2006 Paragraph 17 of Schedule 5	Standard provision for Table A companies applied for companies in general, but this can still be modified by the company's own articles.
825	Member or debenture holder may require hard copy	CO s.168BAI	Existing law.