

PART XVI

REGISTRAR-GENERAL OF COMPANIES AND REGISTRATION

APPOINTMENT OF OFFICERS

471. (1) There may be appointed—

Appointment of
officers.

- (a) a person by name or by office, to be or to act as the Registrar-General of Companies ;
- (b) persons by name or by office, to be or to act as Deputy Registrar-Generals of Companies ;
- (c) persons by name or by office, to be or to act as Assistant Registrar-Generals of Companies ; and
- (d) such other officers and servants as may from time to time be required for the purposes of this Act.

(2) Any person appointed under subsection (1) as a Deputy Registrar-General of Companies or an Assistant Registrar-General of Companies may, subject to the general directions of the Registrar, exercise all the powers, perform all the duties and discharge all the functions of the Registrar under this Act.

472. (1) A person who is aggrieved by an act or decision of the Registrar may appeal to the court within fifteen working days after the date of receiving notice of the act or decision, or such further time as the court may allow.

Appeals from
Registrar's
decisions.

(2) The court may on an appeal made under this section, confirm, revise, modify or set aside the act or decision against which the appeal is made and make any order as the interest of justice may require.

REGISTERS AND REGISTRATION OF DOCUMENTS

Registers to be kept.

473. (1) The Registrar shall establish and maintain a Register containing a record—

- (a) of companies registered or deemed to be registered under this Act ; and
- (b) of overseas companies registered or deemed to be registered under this Act.

(2) The Register may be kept in such manner as the Registrar thinks fit, including either wholly or partly by means of a device or facility that—

- (a) records or stores information electronically or by other means ; and
- (b) permits that information to be readily inspected or reproduced in legible form.

(3) The Minister may make regulations—

- (a) identifying or categorizing documents which may be destroyed by the Registrar under subsection (4) ; and
- (b) providing for all such matters as may become necessary, to give effect to any device or facility kept by the Registrar under subsection (2) for recording information.

(4) The Registrar shall have the power to destroy all such documents prescribed under paragraph (a) of subsection (3).

(5) Where the Registrar reproduces electronically or by any other means any document prior to its destruction, such reproduced document shall for all purposes, be treated as it were the original document, notwithstanding anything in any law to the contrary.

(6) Without prejudice to the above provisions of this section, where any document filed with or in the custody of the Registrar is damaged or is in danger of becoming illegible, the Registrar may if he thinks fit, direct a copy to be made of it, verified and certified in such manner as he may determine, and that copy shall be substituted for, and shall for all purposes of this Act be deemed to be, the document which is damaged or in danger of becoming illegible.

474. The Registrar may direct a seal or seals to be prepared for the authentication of documents required for or connected with the authentication of documents required for or connected with the registration of companies.

Authentication
of documents by
seal.

475. (1) The Registrar may, subject to the provisions of subsections (2) and (3), accept and register or record or file—

Registration of
documents,
copies of
documents,
notices &c.

- (a) any document which is by any provision of this Act required or authorised to be registered or recorded by, or filed with, the Registrar ; and
- (b) any document or copy of a document, and any return or notice, which is by any provision of this Act required or authorised to be sent, forwarded, given, delivered, produced or in any way notified to the Registrar.

(2) Where a document which is received by the Registrar for registration under this Act—

- (a) required to be submitted in the prescribed form is not in such prescribed form ;
- (b) does not comply with the provisions of this Act, or any regulations made thereunder ;
- (c) is not printed or typewritten ;
- (d) has not been properly completed ; or

- (e) contains material that is not clearly legible,

the Registrar may refuse to register such document, and in that event shall request either—

- (f) that the document be appropriately amended or completed and submitted for registration again ; or
- (g) that a fresh document be submitted in its place.

Translations of documents filed.

476. (1) Where any document required to be delivered to the Registrar under this Act is in a language other than an official language or English, the Registrar may request in writing the delivery of a printed translation in such language as may be decided by the Registrar, certified in the prescribed manner to be a correct translation.

(2) Where a request under subsection (1) has not been complied with, the Registrar shall take no further action on such document.

Fees.

477. (1) Regulations may be made under this Act for prescribing the fees payable to the Registrar for—

- (a) the registration of a limited company ;
- (b) the registration of an unlimited company ;
- (c) the registration of a company limited by guarantee ;
- (d) the registration of any document required or authorised to be registered or required to be delivered, sent, given or forwarded to or filed with, the Registrar, other than the notices and reports required to be delivered to the Registrar by a receiver or manager, an administrator or a liquidator ;
- (e) the recording of any fact required or authorised by this Act to be recorded by the Registrar ;

- (f) the registration of off-shore companies under Part XI ; and
- (g) the registration of overseas companies under Part XVIII.

(2) Where no special provision is made for the payment of a fee in respect of the registration, recording or filing of any document, the fee to be paid to the Registrar in respect of that registration, recording or filing shall be the same as the fee for making a record of any fact.

(3) The Registrar may refuse to exercise a power or perform a function, until the prescribed fee in respect of such function is paid.

478. Where any expenses or fees payable to the Registrar under this Act are not paid by the person liable to pay them upon demand, the default may be reported to a Magistrate, and the amount of those expenses or fees shall be recovered in the same manner as if it were a fine imposed by the Magistrate, who shall direct that the amount in default be credited to the Fund.

Recovery of expenses and fees.

FUND

479. (1) For the purposes of this Act, there shall be established a Fund which shall be maintained in such manner as the Secretary to the Ministry of the Minister, in consultation with the Registrar may direct.

Fund.

(2) There shall be paid into the Fund two-thirds of every fee or charge prescribed, levied or recovered under this Act by the Registrar.

(3) One-third of every fee or charge prescribed, levied or recovered under this Act by the Registrar, shall be paid into the Consolidated Fund.

(4) There shall be paid out of the Fund, all sums of money required to defray any expenditure incurred by the Registrar-General in the exercise, discharge and performance of his powers, functions and duties under this Act, and all sums of money as are required to be paid out of the Fund by or under this Act or any regulation made thereunder.

(5) The Secretary to the Ministry of the Minister shall as soon as possible after the end of each financial year, prepare a report on the administration of the Fund and shall cause to be maintained a full and appropriate account of the Fund in respect of each financial year.

(6) The Auditor-General shall audit the accounts of the Fund in accordance with Article 154 of the Constitution.

INSPECTION AND PRODUCTION OF DOCUMENTS, ENFORCEMENT OF DUTY
OF COMPANIES TO MAKE RETURNS AND THE PRODUCTION AND
INSPECTION OF BOOKS

Inspection,
production
and evidence
of
documents
kept by
Registrar.

480. (1) Any person may, on the payment of the prescribed fee, inspect—

- (a) any document which forms part of the register ; or
- (b) particulars of any registered document that have been entered on any device or facility of the kind referred to in subsection (2) of section 473.

(2) Any person may on the payment of the prescribed fee, require the Registrar to provide and certify—

- (a) a certificate of incorporation of a company;
- (b) a copy of or extract from any other document which forms part of the Register;
- (c) particulars of any registered document that have been entered on any device or facility of the kind referred to in subsection (2) of section 473; or

- (d) a copy of or extract from any registered document, particulars of which have been entered on any device or facility of the kind referred to in subsection (2) of section 473.

(3) Nothing contained in the provisions of subsection (1) or (2) shall apply to—

- (a) any report of an inspector appointed under sections 172, 173 or 180, unless the Registrar directs otherwise ;
- (b) any financial statements delivered to the Registrar by a private company under subsection (2) of section 170 or under the Companies Act, No. 17 of 1982, unless the person applying to inspect the document or requiring a copy or extract of it, is a shareholder or creditor of that company ;
- (c) a report filed by a receiver or administrator of a company, unless the person applying to inspect the document or requiring a copy or extract of it, is a shareholder or creditor of that company.

(4) No process for compelling the production of any document kept by the Registrar shall issue from any court, except with the leave of that court, and any such process shall state that it is issued with the leave of the court.

(5) A copy of or extract from any document kept and registered at any of the offices for the registration of companies in Sri Lanka, certified to be a true copy or extract by the Registrar, shall in all legal proceedings be admissible in evidence as of equal validity with the original document.

(6) Any person untruthfully stating himself to be a shareholder or creditor of a company for the purposes of subsection (3), shall be guilty of an offence and be liable on conviction to a fine not exceeding two hundred thousand rupees.

Enforcement of duty of company to make returns to Registrar.

481. (1) Where a company has failed to comply with any provision of this Act which requires it to file with, deliver or send to the Registrar any document or to give notice to him of any matter, and fails to make good the default within ten working days from the date of service of a notice on the company requiring it to do so, the court may on an application made to the court by the Registrar or any creditor of the company, make an order directing the company and any officer of the company to make good the default within such time as may be specified in the order.

(2) Any order made under subsection (1) may provide that all costs of and incidental to the application, shall be borne by the company or by any officer of the company responsible for the default.

(3) Nothing in this section shall, rejudice the operation of any enactment imposing penalties on a company or its officers, in respect of any default to which subsection (1) applies.

Unlawful disclosure of information relating to companies.

482. Any person who, being or having been employed in the Department of the Registrar-General, communicates any information relating to any documents filed by a company under the provisions of this Act with the Registrar, or matters connected therewith, obtained by him during the course of his employment in or at the Department of the Registrar-General, to any person not entitled or authorised to receive such information, or who makes any other unlawful use of such information, shall be guilty of an offence and be liable on conviction to a fine not exceeding five hundred thousand rupees or to imprisonment for a term not exceeding two years or to both such fine and imprisonment.

Production and inspection of books where an offence is suspected.

483. (1) Where on an application made to a Magistrate in chambers by the Attorney-General, the Registrar or any officer of police not below the rank of Assistant Superintendent, there is shown to be reasonable cause to believe that any person has while an officer of a company,

committed an offence in connection with the management of the company's affairs, and evidence of the commission of the offence is to be found in any books or papers of or under the control of the company, an order may be made—

- (a) authorising any person named in it to inspect those books or papers or any of them, for the purpose of investigating and obtaining evidence of the offence ;
or
- (b) requiring the secretary of the company or such other officer of the company as may be named in the order, to produce those books or papers or any of them to a person named in the order at a place so named.

(2) The provisions of subsection (1) shall apply in relation to any books or papers of a person carrying on the business of banking so far as they relate to the company's affairs, as it applies to any books or papers of or under the control of the company, except that no order of the kind referred to in paragraph (b) of that subsection, shall be made by virtue of the provisions of this subsection.

(3) No appeal shall lie from a decision of a Magistrate on an application made under this section.

484. (1) The Registrar may by written notice, direct any company to furnish or produce before a date specified in the notice —

Registrar's
power to call for
information and
to inspect books,
registers and
documents.

- (a) such information relating to the company as the Registrar may require for the purposes of this Act; or
- (b) such information or explanations as the Registrar may require in respect of any particulars stated in any return, declaration or other document furnished by the company—
 - (i) which have or should have been stated in any return, declaration or other document furnished by the company; or

- (ii) which should have been stated in any return or other document which should have, but actually has not, been furnished by the company,

as at the date or dates specified in the notice; and

- (c) to produce before a date specified in the notice, any book, register or other document kept or required to be kept by the company, in connection with its business or transactions.

(2) Where a company fails to comply with any direction given by the Registrar under subsection (1)—

- (a) the company shall be guilty of an offence and be liable on conviction to a fine not exceeding one hundred thousand rupees;
- (b) every officer of the company who is in default shall be guilty of an offence and be liable on conviction to a fine not exceeding fifty thousand rupees.

PART XVII

APPLICATION OF ACT TO EXISTING COMPANIES

Application of Act to existing companies.

485. (1) In the application of the provisions of this Act to existing companies, it shall apply—

- (a) in the case of a limited company other than a company limited by guarantee, as if the company has been formed and registered under the provisions of this Act as a limited company;
- (b) in the case of a company limited by guarantee, as if the company had been formed and registered under the provisions of this Act as a company limited by guarantee;