

Important notes on the Guidelines about the Sale of Copyright vested in the Crown as bona vacantia

1. The attached Guidelines give you information about the sale by the Treasury Solicitor of copyright. Please read the Guidelines carefully.
2. Separate Guidelines apply to other intellectual property rights, trademarks and domain names.
3. Please complete and return the attached questionnaire, with **FULL REPLIES**. We cannot deal with the matter until we have **ALL** the required information.
4. If you intend to instruct solicitors to act on your behalf, please let us know their name, address, and reference as soon as possible, and let them see a copy of these Guidelines. As the Treasury Solicitor cannot give you legal advice, you should consider instructing your own solicitor if you have not already done so.
5. Depending upon the date when the company was dissolved, it is possible that it can be restored to the Companies Register, and then the rights would automatically revert to the company. If restoration is possible, before deciding to sell or disclaim (i.e. give up the Crown's interest), the rights we may need to ask the former members or liquidator of the company if they intend to restore the company.
6. As well the purchase price, the purchasers will also have to pay a minimum contribution of £250 plus VAT and disbursements towards the Treasury Solicitor's legal costs. For a very complicated sale, the costs may be higher. If we offer to sell the rights to you, we would, need an undertaking from your solicitor to pay the Treasury Solicitor's legal costs, plus VAT and disbursements, whether or not the matter proceeds to completion. **However, at this stage there is no certainty that any offer will be made to you or to anyone else to purchase the rights.**
7. As explained in the attached Guidelines, the Treasury Solicitor has the statutory power to disclaim the Crown's title to property and rights (i.e. to give up the Crown's right to deal with the property or rights). We will give you four weeks to complete and return to us the attached questionnaire, before we decide how to deal with the rights.
8. **These Guidelines contain general advice and cannot cover every circumstance that may arise. It is not intended to be a complete guide. Each case will be dealt with on its own merits, and the right to vary or depart from these Guidelines at any time without notice is expressly reserved.**

THE TREASURY SOLICITOR

BONA VACANTIA DIVISION

Guidelines about the Sale of Copyright vested in the Crown as bona vacantia

Background

1. When a company that was registered under the Companies Acts is dissolved, all its property and rights in England and Wales (but not its liabilities) pass to the Crown as bona vacantia (meaning “ownerless property”) because of Section 654 of the Companies Act 1985.
2. If the company’s last registered office was in England or Wales (other than in the Duchies of Cornwall or Lancaster) we are nominated by the Crown to deal with its property and rights.

What we can do for you

3. All copyright that is owned by the Crown is “Crown copyright” for the purposes of the Copyright, Design and Patents Act 1988, and the Queen has appointed by Letters Patent the Controller of Her Majesty’s Stationery Office as her nominee for dealing with Crown copyright.
4. The Treasury Solicitor acts on behalf of the Controller, and before any disposal of the copyright can be considered, the advice of the Controller will have to be obtained on both the price and the most appropriate method of sale. Normally, they will be disclaimed or sold, and the proceeds of sale transferred to the Exchequer to be dealt with in the same way as money raised by general taxation.

What we cannot do for you

5. We cannot transfer copyright with any title guarantee. This means that when we sell copyright we do not give any guarantee or assurance that we have the legal right to sell it.

How it works

6. Before we deal with a copyright, we must be sure that the company was the owner at the time it was dissolved, and that the copyright was not held on trust by the company for the benefit of any other person.
7. The purchaser will be responsible for providing evidence to the Treasury Solicitor that the dissolved company was the owner of the copyright. This will usually consist of a Deed of Assignment from the original author to the company. Any assignment of the copyright will be on the basis of the information and evidence provided by the purchaser. We will not conduct any further investigations into the ownership of the copyright, and no title guarantee will be given.
8. If we offer to sell the copyright to you, it will be subject to a minimum price of £500 plus VAT, and on such terms and conditions as we prescribe in our standard form of Deed of Assignment, and upon the basis that the matter shall remain strictly subject to contract until completion.

What to do next

9. **Please note that at this time there is no certainty that we will offer to sell the copyright to you.** If you wish to purchase the copyright, please complete and return the attached questionnaire with full replies.

Money Laundering

10. In accordance with good practice, and with the aim of preventing money laundering, the Treasury Solicitor operates in accordance with the principles laid down in Part VII of the Proceeds of Crime Act 2002 and the Money Laundering Regulations 2003.
11. For that reason, the Treasury Solicitor makes such enquiries as are deemed necessary to comply with the Act and the Regulations, including obtaining evidence of identity from those with whom we do business and retaining such evidence in accordance with our record-keeping procedure.

Please Note

12. You may want to take professional advice on the important information in this document. It is not our role to give you advice – we provide information as guidance only. We accept no liability for its accuracy and we reserve the right to change or depart from the guidance at any stage. If you wish to pursue the matter you may wish to instruct your own solicitors, and show them a copy of these Guidelines. They will then be able to give you further assistance.
13. This guidance is not a binding offer or any professional undertaking to sell the copyright. We reserve the right to disclaim the Crown's claim to the copyright without notice at any time under Section 656 of the Companies Act 1985. If the copyright is disclaimed, we will send a copy of the formal Notice of Disclaimer to all interested parties of whom we are aware.
14. If we do offer to sell the copyright, completion of the sale must take place within the time period that we prescribe. It is our practice to require that completion of the sale take place before the disclaimer period expires, and to disclaim copyright if completion will not be possible before the end of the disclaimer period.
15. Any assignment of the copyright will be upon the basis of the evidence that you have provided that the company was the owner of the copyright at the date of dissolution. We will not conduct any further investigations into the ownership of the copyright, and no title guarantee will be given.
16. We give no express or implied representation or warranties regarding the copyright or the assignment, and you will have to deal with any subsequent disputes that may arise regarding the assignment or the use of the copyright.

Further information

17. You can find copies of all the documents referred to in these Guidelines, and more information about bona vacantia from our website at www.bonavacantia.gov.uk. Information is also available in large print, audio tape and Braille formats.

Please note

The purpose of these guidelines is to set out our approach to the property and rights that pass to the Crown as bona vacantia. This document is not an Act of Parliament and it should not be read or interpreted like one. It is intended to provide general guidance only, and it is not a statement of policy.

We will consider each matter on its facts and decide each case on its merits. Our decisions will be based on all the information available to us and we will tell applicants about our decisions as soon as possible. When dealing with any property and rights that pass to the Crown, we act fairly and impartially but in such a way as to not prejudice the interests of the Crown. We aim to be fair in all our dealings and not to take an unfair advantage or to favour one party over another.

All rights reserved.

These Guidelines are subject to Crown Copyright and must not be altered, amended, deleted or added to.

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QUESTIONNAIRE

<u>Questions</u>	<u>Answers</u>
1. Please provide a copy of the Deed of Assignment of the copyright to the dissolved company, or any other evidence that you have to prove that the company was the owner of the copyright.	
2. Please let me know why you are interested in acquiring the copyright from the Crown, and what are your future intentions regarding it.	
3. Please provide details of any past or current disputes or other matters relating to the copyright or its use.	
4. Please state the full names and address of any person who is now using the copyright, or purporting to be the owner of the copyright.	
5. Please give the name, address and reference of the solicitors who will be dealing with the legal formalities on your behalf.	

The above answers are true to the best of our belief and knowledge.

Signed: Date:

Name: [in BLOCK CAPITALS]

Address: