
PRACTICE NOTE

PN7/2014

Date: 6th Feb 2020

Submission of Documents and the Calculation of Filing Fees

Introduction

This Practice Note replaces Practice Note PN7/2011 "Submission of Company Documents and the Calculation of Filing Fees", issued on 1st April 2011.

This practice note sets out the policies operated by the Department for Enterprise in relation to the submission of documents to the Companies Registry and the calculation of filing fees. It is intended as a general guide only and must be read in conjunction with the relevant legislation. It does not have any binding force and does not affect any right of appeal.

Any person requiring further information on this Practice Note should contact the Companies Registry at the above address.

Submission of Company Documents

Documents should be submitted within the prescribed filing period with the appropriate filing fee. The majority of documents submitted to the Companies Registry attract no filing fee provided they are delivered on time. However, if any document is submitted or re-submitted following rejection under s.283B (2) CA 1931 or s.208 CA 2006 or any other similar provision, outside the prescribed filing period, a late filing fee will be levied in accordance with the relevant Fees Order. The late filing fees with effect from the 6th April 2010 are as follows: -

For filing an annual return or any other document outside of the prescribed filing period:

Length of delay, measured from the date the annual return is due

1 month and one day to 3 months

£100

More than 3 months and one day

£250

The above amounts do not include the prescribed filing fee for the Annual Return

Please note: there is no common filing period for company documents. The prescribed period can vary depending on the particular form from as little as 7 days to 2 months. If you are uncertain, you should read the Acts or consult your CSP or Advocate.

It is also an offence if a company fails to submit its annual return as required by the Acts (s.109 CA 1931 and s.85 CA 2006).

For the purpose of determining the date of submission of a document, documents submitted after 4.30 p.m. on any working day (Day 1) but before 9.00 a.m. on the following working day (Day 2), will be treated as having been

submitted on Day 1. For the avoidance of doubt, documents submitted before 9.00 a.m. on the day immediately following a weekend or Bank Holiday will be treated as having been submitted on the last working day prior to the weekend or Bank Holiday.

Section 283B (1) of the Companies Act 1931 and section 208 of the Companies Act 2006 state that a document is not properly "submitted" until it has been accepted for registration. Accordingly, if a document is submitted to the Companies Registry and subsequently rejected under provisions within the respective acts, the document shall not be considered to have been submitted at all and will, if resubmitted outside the prescribed period for submission, be subject to the appropriate (late) filing fee, or other sanction. The Companies Registry will take into account the time it took to process and return the document when determining the late filing fee.

In order to determine the appropriate filing fee the following example may assist.

The annual return form, form 9N, form 4, a special resolution, form 10 and form 45 should all be submitted within 1 month of the change. The following example should work for any of these documents where the filing period is 1 month.

e.g. the change / return date is 12/01/2014

If the time limit is 1 month and the document is filed between

12/01/2014 to 12/02/2014 – no late fee

If the document is submitted on or after the 13th February, late fees then accrue

1 month and one day to 3 months if filed between

13/02/2014 to 13/05/2014 - £100

More than 3 months and one day

14/05/2014 onwards - £250

(Don't forget to add the annual return fee if appropriate?)

Exclusions

1. Documents returned under s.283B (3) requesting further documents or information will not attract late filing penalties unless they are subsequently rejected under s.283B (2) and resubmitted outside the prescribed filing period.
2. There are specific provisions for late submission of a prospectus (s.38 (3) CA 1931) and the registration of a charge (s.79 (1) & (3) and s.85 CA 1931).

FURTHER INFORMATION

Our staff will willingly answer general queries by telephone or e-mail but cannot give legal advice. If you require such advice you should consult an Advocate. The telephone number for the Companies Registry is: 01624 689389 and the e-mail address is: companies@gov.im

Statutory forms and practice notes are available free of charge from the website: <https://www.gov.im/categories/business-and-industries/companies-registry/> .

Forms can also be obtained from legal stationers, accountants, advocates and Corporate Service Providers whose addresses can be found in the business section of the telephone book or at: www.manx-ads.com

A list of Licence holders is available on the web site of the Financial Supervision Authority at www.iomfsa.gov.im/Licenceholders.

Details of Isle of Man Advocates are available from the Isle of Man Law Society at:

Isle of Man Law Society
27 Hope Street
Douglas
Isle of Man, IM1 1AR
Telephone: +44 (0)1624 662910
Fax: +44 (0)1624 679232
E-mail: enquiries@iomlawsociety.co.im
Website: www.iomlawsociety.co.im

Documents may be submitted at any time during office hours (9.00am to 4.30pm Monday to Thursday and 9.15am to 4.00pm on Friday) 'over the counter' in the Companies Registry.

Submission may also be effected by post or after office hours by way of the letterbox located in the main door of the registries building on Deemsters Walk, Bucks Road, Douglas. Presenters requiring acknowledgement of receipt of a document should provide a stamped self-addressed envelope.

The Companies Registry will remain closed on the first Wednesday of each month until 11.00 hrs for staff training. Documents can still be left in the letterbox.

For the purpose of determining the date of submission of a document, documents submitted after 4.30 p.m. on any working day (Day 1) but before 9.00 a.m. on the following working day (Day 2), will be treated as having been submitted on Day 1. For the avoidance of doubt, documents submitted before 9.00 a.m. on the day immediately following a weekend or Bank Holiday will be treated as having been submitted on the last working day prior to the weekend or Bank Holiday.

It is the responsibility of presenters to ensure that documents arrive in the Companies Registry within the filing periods prescribed.

We are aware that post can on occasion be delayed. However presenters should be aware of that and post documents in plenty of time. The Companies Registry cannot operate a system which allows for such delays as to do so would simply amount to an extension to the filing periods set down by law.

Please note: The Department does not currently accept statutory documents by fax or E-Mail.