



# PR1

## OPT-IN FORM

*Please complete in typescript,  
or in bold black capitals.*

### THE REGISTRAR'S PROOF (PROTECTED ON-LINE FILING) SCHEME

**Company Number**

**Company Name in full**

**Registered Office Address**

**Company Authentication Code\***

**Date**

The above company hereby applies to join the Registrar's PROOF Scheme.

We, the undersigned, together with those (if any) referred to in the Opt-In Form Continuation Sheet(s), declare that we are the current serving directors of the above company and hereby confirm our agreement to the company's application. We and the above company acknowledge and accept the terms printed overleaf. We note that those terms include provisions about rejecting some (but not all) paper Forms delivered to the Registrar as the PROOF Scheme only applies to certain paper Forms as detailed in the terms attached to this form.

**Director Details (To be completed by all serving directors of the company. Please continue on an Opt-In Form Continuation Sheet if necessary):**  
**Please indicate the number of Continuation Sheets attached** \_\_\_\_\_

**Forenames(s)**

**Surname**

**Address**

**Post town**

**County/Region**

**Postcode**

**Signature**

**DOB**

<b>Forenames(s)</b>	<input type="text"/>	
<b>Surname</b>	<input type="text"/>	
<b>Address</b>	<input type="text"/>	
	<input type="text"/>	
<b>Post town</b>	<input type="text"/>	
<b>County/Region</b>	<input type="text"/>	<b>Postcode</b> <input type="text"/>
<b>Signature</b>	<input type="text"/>	<b>DOB</b> <input type="text"/>

<b>Forenames(s)</b>	<input type="text"/>	
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<b>Address</b>	<input type="text"/>	
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<b>Signature</b>	<input type="text"/>	<b>DOB</b> <input type="text"/>

<b>Forenames(s)</b>	<input type="text"/>	
<b>Surname</b>	<input type="text"/>	
<b>Address</b>	<input type="text"/>	
	<input type="text"/>	
<b>Post town</b>	<input type="text"/>	
<b>County/Region</b>	<input type="text"/>	<b>Postcode</b> <input type="text"/>
<b>Signature</b>	<input type="text"/>	<b>DOB</b> <input type="text"/>

DEB Support Manager, Companies House, Crown Way, Cardiff CF14 3UZ  
DX 33050 Cardiff

For companies registered in England and Wales

Or

DEB Manager, Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF  
DXED235 Edinburgh 1

LP-4 Edinburgh 2

For companies registered in Scotland

When you have completed and signed the form please send it to the Registrar of Companies at:

\*If you have not already registered for On-Line Filing, please refer to the website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) on which gives you full information and guidance on how to register and obtain a Company Authentication Code.

# TERMS RELATING TO THE REGISTRAR'S PROOF (PROTECTED ON-LINE FILING) SCHEME

## 1. Definitions

In these Terms and the Opt-In Form, Consent Form for Paper Filing and Opt-Out Form: -

"company" has the meaning in section 735(1)

"Company Authentication Code" means the code

(i) assigned to a company by the Registrar; or

(ii) notified by a company to the Registrar

for use by that company in authenticating documents delivered to the Registrar via Web-Filing or Electronic Filing

"Consent Form for Paper Filing" means a paper form available from the Registrar and to be used by an Opted-In Company to indicate its consent to submission of a paper form to the Registrar

"Direction" means one of the directions issued by the Registrar under section 707B or (to the extent still in force from time to time) the approvals issued by the Registrar under section 707 prior to its repeal

"Electronic Filing" means the electronic filing facility provided by the Registrar enabling presenters in satisfaction of statutory requirements to submit documents using electronic communications using an intermediary software package.

"Excluded Circumstances" means

(i) a company which

- (a) has more than 20 members;
- (b) has more than 50 current directors and secretary(ies) in total;
- (c) has more than 6 classes of share;
- (d) has more than 10 joint shareholders in relation to one or more share;
- (e) has any non-sterling share capital; or

(ii) a company which is in default of its duty to deliver under section 363 in respect of more than one annual return and the return it is delivering is other than the most recently due document under section 363; or

(iii) where more than 255 changes need to be input within a single document; or

(iv) where there are more than 1000 completed fields per document

"Ineligibility Event" means any of the following events

(i) any one or more of the following documents has been recorded on the public record held by the Registrar relating to the company

- (a) any of the following Forms prescribed by the Insolvency Rules 1986 or the Insolvency (Scotland) Rules 1986, as the case may be, in each case as amended from time to time:-

Form 1(SC) (Notice of Appointment of Receiver by a Holder of a Floating Charge)

Form 1.1 (Report of a Meeting Approving Voluntary Arrangement)

Form 1.1(SC) (Notice of report of a meeting approving Voluntary Arrangement)

Form 2 (SC) (Appointment of a Receiver by the Court)

Form 2.6 (Notice of Administration Order)

Form 2.7 (Administration Order)

Form 2.11B(SC) (Notice of Administrator's Appointment)

Form 2.12B (Notice of Administrator's Appointment)

Form 4.2(SC) (Notice of Winding Up Order)

Form 4.9(SC) (Notice of Appointment of Liquidator)

Form 4.20 (Statement of Affairs in a Creditors' Voluntary Liquidation)

Form 4.70 (Member's Voluntary Winding Up Declaration of Solvency)

(b) Order of Winding Up by the Court; or

(c) Form F14 (Notice of Compulsory Winding Up by the Court); or

(d) A resolution for the voluntary winding up of the company; or

(e) Form 600 (Notice of Appointment of Liquidator Voluntary Winding Up)

(f) Form 405(1) (Notice of Appointment of Receiver or Manager); or

(g) Form 652a (Application for Striking Off)

(ii) A notice has been published in the gazette under section 652(3); or

(iii) The record of the company held by the Registrar is shown as "closed"

"On-Line Filing" means Electronic Filing or Web-Filing as the circumstances require

"Opted-In Company" means a company to which notification is sent in accordance with paragraph 3.6 but such a company ceases to be an Opted-In Company as provided in paragraph 5.2, 6, 7.3.1 or 7.4

"Opt-In Form" means a paper form available from the Registrar and to be used by a company to apply to join the PROOF Scheme

"Opt-Out Form" means a paper form available from the Registrar and to be used by a company to opt out of the PROOF Scheme

"the PROOF Scheme" means an arrangement on these Terms under which an Opted-In Company agrees to deliver via On-Line Filing certain documents which the Companies Act 1985 requires that Company to deliver to the Registrar

"Re-eligibility Event" means the recording of any one or more of the following documents on the public record held by the Registrar relating to the company

- (i) any of the following Forms prescribed by the Insolvency Rules 1986 or the Insolvency (Scotland) Rules 1986, as the case may be, in each case as amended from time to time

Form 1.2 (Order of Revocation or Suspension of Voluntary Arrangement)  
Form 1.2 (SC) (Notice of Order of Revocation or Suspension of Voluntary Arrangement)

Form 1.4 (Notice of Completion of Voluntary Arrangement)

Form 1.4 (SC) (Notice of Completion of Voluntary Arrangement)

Form 2.4 (SC) (Notice of Discharge of Administration Order)

Form 2.19 (Notice of Discharge of Administration Order)

Form 3 (SC) (Notice of Ceasing to Act as, or Removal of, Receiver)

Form 4.17 (SC) (Notice of Final Meeting of Creditors)

Form 4.26 (SC) (Return of Final Meeting of Voluntary Winding-Up)

Form 4.27 (SC) (Notice of Court Order Proceedings in Winding Up by the Court)

(ii) Form 405(2) (Notice of Ceasing to Act as Receiver or Manager)

(iii) Form 652c (Withdrawal of Application for Striking Off)

"the Registrar" means the Registrar of Companies in England and Wales or the Registrar of Companies in Scotland as the circumstances require

"section" means a section of the Companies Act 1985

"these Terms" means the terms relating to the PROOF Scheme as set out here as amended from time to time as provided for in paragraph 2

"Web-Filing" means the web-filing facility provided by the Registrar enabling presenters in satisfaction of statutory requirements to submit documents using electronic communications via the website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

## 2. Amending these Terms

2.1 The Registrar may amend these Terms.

2.2 If the Registrar amends these Terms she will send a copy of these Terms as so amended to any company which is an Opted-In Company at the time of the amendment.

## 3. Joining the PROOF Scheme

3.1 A company's application to join the PROOF Scheme shall be submitted to the Registrar on a completed Opt-In Form.

3.2 The completed Opt-In Form must be signed by all serving directors of the applicant company as shown on the public record held by the Registrar relating to that company.

3.3 A company's application to join the PROOF Scheme shall be subject to the Registrar's acceptance and upon these Terms.

3.4 A company can not join the PROOF Scheme until it has registered with the

Registrar for On-Line Filing and has received its Company Authentication Code.

3.5 The Registrar shall have total discretion on whether to accept an application to join the PROOF Scheme. Without prejudice to the generality of the foregoing, a company in relation to which an Ineligibility Event has occurred can not join the PROOF Scheme unless and until a Re-eligibility Event occurs in relation to that company.

3.6 The Registrar will notify an applicant of the acceptance of its application to join the PROOF Scheme.

#### **4. Delivery to the Registrar of Information by an Opted-In Company**

4.1 Any information (other than the usual residential address of an individual in relation to whom a confidentiality order under section 723B is in force) which an Opted-in Company is required by sections 287, 288 or 363 to deliver to the Registrar shall subject to paragraphs 4.4, 4.5 and 4.6 be delivered via On-Line Filing save that the information required by section 363 can be delivered on paper Form 363a.

4.2 The Opted-In Company must comply with the terms of the applicable Direction when delivering via On-Line Filing to the Registrar the information referred to in paragraph 4.1.

4.3 Subject as provided in paragraphs 4.4, 4.5 and 4.6 any paper Forms 287, 288a, 288b, 288c or 363s delivered to the Registrar in relation to an Opted-In Company will be sent back to that Opted-In Company without being recorded on the public record held by the Registrar because by joining and remaining in the Scheme the Opted-In Company requests the Registrar to reject any such Forms relating to that Company.

4.4 Any paper Forms 287, 288a, 288b, 288c or 363s delivered to the Registrar accompanied by a completed Opt-Out Form or Consent Form for Paper Filing will

4.4.1 not be rejected as provided in paragraph 4.3; and

4.4.2 be recorded on the public record provided the Form passes the usual examination checks of the Registrar.

4.5 A notification of appointment of director pursuant to section 288(2) can not be delivered to the Registrar via On-Line Filing if that notification has to include more than fifty other directorships of the relevant director in which case the Opted-In Company will have to deliver a paper Form 288a to the Registrar in relation to that appointment together with a completed Consent Form for Paper Filing.

4.6 In the Excluded Circumstances an Opted- In Company will not be able to deliver by Web-Filing the information required by section 363 and the Opted-In Company in such circumstances will have to deliver to the Registrar

4.6.1 a paper Form 363s together with a completed Consent Form for Paper Filing; or

4.6.2 a paper Form 363a; or

4.6.3 via Electronic Filing the information required by section 363 but the delivery under paragraphs 4.6.2 or 4.6.3 is only for the purposes of section 363 and can not also be for the purpose of any other sections.

#### **5. Opting Out of the PROOF Scheme**

5.1 An Opted-In Company can opt out of the PROOF Scheme by delivering to the Registrar a completed Opt-Out Form, receipt of which will be acknowledged to that Company by the Registrar.

5.2 Upon issue of that acknowledgement the Opted-In Company will cease to be in the PROOF Scheme.

#### **6. Ineligibility Event**

An Opted-In Company will cease automatically to be an Opted-In Company upon the occurrence of an Ineligibility Event in relation to that Company and such a Company can only apply to rejoin the PROOF Scheme as provided in paragraph 3.5.

#### **7. Suspension/Withdrawal of the PROOF Scheme**

7.1 The Registrar reserves the right to suspend or withdraw the PROOF Scheme whether with or without cause and whether in relation to one or more or all companies. For the avoidance of doubt, unavailability of the Registrar's On-Line Filing system does not automatically involve a suspension or withdrawal of the PROOF Scheme and it is only if the Registrar exercises her right to suspend or withdraw the PROOF Scheme that the provisions of paragraphs 7.2, 7.3 and 7.4 apply as appropriate.

7.2 Upon the Registrar suspending or withdrawing the PROOF Scheme, she will notify the suspension or withdrawal to each Opt-In Company to which the suspension or withdrawal applies.

7.3 Any Opted-In Company to which a suspension (as opposed to withdrawal) applies shall

7.3.1 during the period of suspension not be regarded as an Opted-In Company for the purposes of these Terms and

7.3.2 if the suspension ends that Company will

(a) be regarded as an Opted-In Company without that Company needing to take any action and

(b) be notified by the Registrar that the suspension has ended.

7.4 Upon the withdrawal of the PROOF Scheme any Opted-In Company to which that withdrawal applies will cease automatically to be an Opted-In Company.

#### **8. Company Authentication Code**

8.1 A company must include its valid Company Authentication Code on any Opt-In Form, Consent Form for Paper Filing and Opt-Out Form.

8.2 A company must not include its Company Authentication Code on any other paper Forms as it is important that it keeps its Company Authentication Code confidential.

#### **9. Notifications to a company**

Any notifications or acknowledgements which these Terms require the Registrar to send to a company will be sent in writing to the registered office of that company as shown on the public record held by the Registrar relating to that company at the time of the issue of the notification.

#### **10. Important: Obligations**

10.1 Nothing in these Terms can be taken to waive or amend a company's obligations to deliver notifications, notices or returns to the Registrar under the Companies Act 1985. If anything happens (whether relating to the Registrar's systems relating to On-Line Filing or the company's system or otherwise) which is likely to prevent or hinder an Opted-In Company complying via On-Line Filing with its statutory obligations, it is the Opted-In Company's responsibility to deliver to the Registrar the relevant paper forms together with the Consent Form for Paper Filing or Opt-Out Form as the case may be to ensure due compliance by the company with the relevant statutory obligations.

10.2 Nothing in these Terms is to be taken as obliging the Registrar to ensure availability of the Registrar's system for On-Line Filing.