
DRAFT STATUTORY INSTRUMENTS

2018 No.

**The Companies (Disclosure of Address)
(Amendment) Regulations 2018**

PART 2

Amendment of the 2009 Regulations

Amendment of Part 3 of the 2009 Regulations

4.—(1) Part 3 of the 2009 Regulations (application to make an address unavailable for public inspection under section 1088) is amended in accordance with this regulation.

(2) For regulation 9 substitute—

“Application under section 1088 to make an address unavailable for public inspection by an individual

9.—(1) Where an individual’s usual residential address is on the register⁽¹⁾, that individual may make a section 1088 application⁽²⁾ in respect of that address, where that address was placed on the register in the individual’s capacity as—

(a) a proposed director or director or manager under—

(i) section 10 (documents to be sent to registrar)⁽³⁾, 288 (register of directors and secretaries)⁽⁴⁾, 363 (duty to deliver annual returns)⁽⁵⁾, 686 (other requirements for registration)⁽⁶⁾, 691 (documents to be delivered to registrar)⁽⁷⁾ or 692 (registration of altered particulars)⁽⁸⁾ of, or paragraph 2 of Schedule 21A (branch registration under the eleventh company law directive (89/666/EEC))⁽⁹⁾ to, the 1985 Act,

(ii) article 21 (documents to be sent to registrar)⁽¹⁰⁾, 296 (register of directors and secretaries)⁽¹¹⁾, 371 (duty to deliver annual returns)⁽¹²⁾, 635 (other

(1) See section 1080 of the Companies Act 2006 for the meaning of “the register”.
(2) See regulation 1 of the 2009 Regulations for the meaning of “section 1088 application”.
(3) Section 10 was amended by S.I. 2002/912 and was repealed by section 1295 of, and Schedule 16 to, the Companies Act 2006.
(4) Section 288 was amended by S.I. 2002/912 and was repealed by section 1295 of, and Schedule 16 to, the Companies Act 2006.
(5) Section 363 was substituted by section 139(1) of the Companies Act 1989 (c.40) and was repealed by section 1295 of, and Schedule 16 to, the Companies Act 2006.
(6) Section 686 was amended by section 145 of, and Schedule 19 to, the Companies Act 1989 and S.I. 2000/3373 and was repealed by section 1295 of, and Schedule 16 to, the Companies Act 2006.
(7) Section 691 was amended by section 145 of, and Schedule 19, paragraph 6 to, the Companies Act 1989 and S.I. 2002/912 and was repealed by section 1295 of, and Schedule 16 to, the Companies Act 2006.
(8) Section 692 was amended by S.I. 2002/912, and was repealed by section 1295 of, and Schedule 16 to, the Companies Act 2006.
(9) Schedule 21A was inserted by S.I. 1992/3179, amended by S.I. 2002/912, and was repealed by section 1295 of, and Schedule 16 to, the Companies Act 2006.
(10) Article 21 was repealed by sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006.
(11) Article 296 was repealed by sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006.
(12) Article 371 was substituted by S.I. 1990/1504 (N.I. 10) and was repealed by sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006.

- requirements for registration)(**13**), 641 (documents to be delivered to registrar)(**14**) or 642 (registration of altered particulars)(**15**) of, or paragraph 2 of Schedule 20A (branch registration under the eleventh company law directive (89/666/EEC))(**16**) to, the 1986 Order,
- (iii) section 855 (contents of annual return: general)(**17**),
 - (iv) section 12 (statement of proposed officers)(**18**), 167 (duty to notify registrar of changes) or 167D (duty to notify registrar of changes)(**19**), or regulations made under sections 1040 (companies authorised to register under this Act)(**20**) or 1046 (duty to register particulars)(**21**),
 - (v) regulation 83 (registration of a public company by the conversion of an SE)(**22**) of the Northern Ireland SEs Regulations,
 - (vi) regulation 85 (registration of a public company by the conversion of an SE)(**23**) of the SEs Regulations;
- (b) a permanent representative under Schedule 21A to the 1985 Act, Schedule 20A to the 1986 Order or regulations made under section 1046;
- (c) a proposed secretary or secretary under—
- (i) section 10, 288, 363, 691 or 692 of, or paragraph 2 of Schedule 21A to, the 1985 Act,
 - (ii) article 21, 296, 371, 641 or 642 of, or paragraph 2 of Schedule 20A to, the 1986 Order,
 - (iii) section 855,
 - (iv) section 12, 95 (statement of proposed secretary), 276 (duty to notify registrar of changes), 279A (right to make an election)(**24**) or 279D (duty to notify registrar of changes)(**25**), or regulations made under sections 1040 or 1046,
 - (v) regulation 83 of the Northern Ireland SEs Regulations,
 - (vi) regulation 85 of the SEs Regulations;
- (d) a proposed member or member of a Societas Europaea under—
- (i) regulation 79 (register of members of supervisory organ)(**26**) of the old SEs Regulations,

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- (13) Article 635 was amended by [S.I. 1990/1504 \(N.I. 10\)](#) and S.R. (NI) [2003 No 3](#) and was repealed by sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006.
 - (14) Article 641 was amended by [S.I. 1990/1504 \(N.I. 10\)](#) and was repealed by sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006.
 - (15) Article 642 was repealed by sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006.
 - (16) Schedule 20A was inserted by S.R. (NI) [1993 No 198](#) and was repealed by sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006.
 - (17) Section 855 was amended by [S.I. 2008/3000](#) and was repealed when a new Part 24 was substituted by section 92 of the Small Business, Enterprise and Employment Act 2015 (c.26).
 - (18) Section 12 was amended by section 164(1) of, and Schedule 5, paragraphs 12 and 13 to, the Small Business, Enterprise and Employment Act 2015.
 - (19) Section 167D was inserted by section 94 of, and Schedule 5, paragraph 7 to, the Small Business, Enterprise and Employment Act 2015.
 - (20) [S.I. 2009/2437](#) was made under this section.
 - (21) [S.I. 2009/1801](#) was made under this section.
 - (22) Regulation 83 was repealed by section 1285(2)(a) of the Companies Act 2006.
 - (23) Regulation 85 was amended by [S.I. 2009/2400](#), substituted by [S.I. 2014/2382](#) and amended by [S.I. 2016/375](#).
 - (24) Section 279A was inserted by section 164(1) of, and Schedule 5, paragraph 10 to, the Small Business, Enterprise and Employment Act 2015.
 - (25) Section 279D was inserted by section 164(1) of, and Schedule 5, paragraph 10 to, the Small Business, Enterprise and Employment Act 2015.
 - (26) Regulations 79 to 80E were substituted for regulations 79 and 80 by [S.I. 2009/2400](#).

- (ii) regulations 5 to 10 (registration of an SE)(**27**) or 77 (register of members of supervisory organ)(**28**) of the Northern Ireland SEs Regulations,
- (iii) regulations 5 to 10 (registration of an SE)(**29**) or 80C (duty to notify registrar of changes)(**30**) of the SEs Regulations;
- (e) a registrable person(**31**) under—
 - (i) regulations 5 to 10 or 85 of the SEs Regulations,
 - (ii) section 9 (registration documents), 853I (duty to deliver information about people with significant control)(**32**) or any obligation in Part 21A (information about people with significant control)(**33**);
- (f) a subscriber under—
 - (i) section 10 of the 1985 Act,
 - (ii) article 21 of the 1986 Order,
 - (iii) section 9 or regulations made under section 1040,or any other obligation to file a memorandum of association;
- (g) as a member or former member under—
 - (i) section 88 (return as to allotments, etc.)(**34**), 684 (requirements for registration by joint stock companies)(**35**) or 363 of the 1985 Act,
 - (ii) article 98 (return as to allotments, etc.)(**36**), 633 (requirements for registration by joint stock companies)(**37**) or 371 of the 1986 Order,
 - (iii) section 854 (duty to deliver annual returns) or regulations made under section 1040,
 - (iv) 128B (right to make an election)(**38**), 128E (duty to notify registrar of changes)(**39**) or 853G (duty to deliver shareholder information: certain traded companies)(**40**),or any other obligation to file with the registrar an annual return or a return of allotment of shares;
- (2) The application must contain—
 - (a) the name and any former name of the applicant;
 - (b) the usual residential address of the applicant that is to be made unavailable for public inspection;
 - (c) an address for correspondence in respect of the application;

(27) Regulations 5 to 10 were repealed by section 1285(2)(a) of the Companies Act 2006.

(28) Regulation 77 was amended by [S.I. 2008/948](#) and was repealed by section 1285(2)(a) of the Companies Act 2006.

(29) Regulations 5 to 10 were substituted by [S.I. 2014/2382](#) and amended by [S.I. 2016/375](#).

(30) Regulation 80C was substituted by [S.I. 2009/2400](#) and amended by [S.I. 2014/2382](#).

(31) See section 790C of the Companies Act 2006 for the meaning of “registrable person”.

(32) Section 853I was inserted by section 92 of the Small Business, Enterprise and Employment Act 2015 and was repealed by [S.I. 2017/693](#).

(33) Part 21A was inserted by section 81 of, and Schedule 3, paragraph 1 to, the Small Business, Enterprise and Employment Act 2015 and amended by [S.I. 2016/136](#), [S.I. 2017/693](#) and [S.I. 2017/694](#).

(34) Section 88 was repealed by section 1295 of, and Schedule 16 to, the Companies Act 2006.

(35) Section 684 was repealed by section 1295 of, and Schedule 16 to, the Companies Act 2006.

(36) Article 98 was repealed by sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006.

(37) Article 633 was repealed by sections 1284(2) and 1295 of, and Schedule 16 to, the Companies Act 2006.

(38) Section 128B was inserted by section 164(1) of, and Schedule 5, paragraph 3 to, the Small Business, Enterprise and Employment Act 2015.

(39) Section 128E was inserted by section 164(1) of, and Schedule 5, paragraph 3 to, the Small Business, Enterprise and Employment Act 2015.

(40) Section 853G was substituted by section 92 of the Small Business, Enterprise and Employment Act 2015.

- (d) the name and registered number of each company in respect of which the applicant has indicated in the application that the applicant’s usual residential address was placed on the register;
 - (e) in respect of each company falling within sub-paragraph (d)—
 - (i) the name of the document in which that usual residential address appears on the register,
 - (ii) where that document is a form, the number and title of the form, and
 - (iii) the registration date of that document;
 - (f) where the application includes a company which is required to maintain a current address for the applicant on the register, the service address which is to replace the usual residential address;
 - (g) the date of birth of the applicant; and
 - (h) where the registrar has allotted a unique identifier to the applicant, that unique identifier.”
- (3) In regulation 10 (application under section 1088 to make an address unavailable for public inspection by a company)—
- (a) in paragraph (1)(a), omit “delivered to the registrar on or after 1st January 2003”;
 - (b) in paragraph (1)(b)—
 - (i) omit from “where that memorandum” to the end, and
 - (ii) after “memorandum of association” insert “, statement of capital and initial shareholdings or statement of guarantee.”.
- (4) In paragraph (1)(a)(i) of regulation 11 (application under section 1088 to make an address unavailable for public inspection by a person who registers a charge), omit “on or after 1st January 2003,”.
- (5) In regulation 12 (matters relevant to section 1088 applications)—
- (a) in paragraph (1), omit “9,”;
 - (b) in paragraph (2)—
 - (i) omit “9(5),”,
 - (ii) omit sub-paragraph (a)(i),
 - (iii) omit “or” at the end of sub-paragraph (a), and
 - (iv) omit sub-paragraph (b).
- (6) For regulation 13 (effect of a successful section 1088 application), substitute—

“Effect of a section 1088 application

13.—(1) Paragraphs (2) to (4) apply in relation to a section 1088 application made under regulation 9.

(2) The registrar must make the specified address unavailable for public inspection in the places on the register where the applicant has indicated, in the application, that it appears.

(3) Where the application relates to an entry concerning a company which is required to maintain a current address for the applicant on the register, the registrar must make the specified address unavailable for public inspection by replacing it with the service address provided by the applicant.

(4) In any other case the registrar must make the specified address unavailable for public inspection by removing all elements of that address, except—

- (a) for a United Kingdom address—
 - (i) the outward code from the postcode, or
 - (ii) where the address on the register does not include the outward code from the postcode, any information in that address that denotes a geographical area which is equivalent to or larger than the area represented by the outward code of the postcode which applies to that address; and
- (b) for an address other than a United Kingdom address, the country or territory and the name of the next principal unit of geographical subdivision for that country or territory (e.g. the state, region, province, county, district, municipality or equivalent) if there is one included in that address as it appears on the register.

(5) Where a section 1088 application has been made under regulation 10(1) and has been determined in favour of the applicant, the registrar must make all of the members', former members' or subscribers' addresses unavailable for public inspection by removing the whole of those addresses.

(6) Where a section 1088 application has been made under regulation 11(1) and has been determined in favour of the applicant, the registrar must make the specified address unavailable for public inspection by removing the whole address and, where the applicant is the chargee, replacing it with the service address provided by the applicant.

(7) In this regulation—

“specified address” means the address specified in the application as being the one to be made unavailable for public inspection; and

“outward code” means the part of a postcode before the internal space but not the number and letters which come after that space.”