



Companies Act 1985

1985 CHAPTER 6

PART IX

A COMPANY'S MANAGEMENT; DIRECTORS AND SECRETARIES; THEIR QUALIFICATIONS, DUTIES AND RESPONSIBILITIES

Officers and registered office

282 Directors.

F1

Textual Amendments

F1 S. 282 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

283 Secretary.

F2

Textual Amendments

F2 S. 283 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 para. 5(2))

284 Acts done by person in dual capacity.

F3

Status: Point in time view as at 06/04/2008.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part IX. (See end of Document for details)

Textual Amendments

- F3** S. 284 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 para. 5(2))

285 Validity of acts of directors.

F4

Textual Amendments

- F4** S. 285 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

286 Qualifications of company secretaries.

F5

Textual Amendments

- F5** S. 286 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12, Sch. 4 para. 5(2))

[^{F6}287 Registered office.

- (1) A company shall at all times have a registered office to which all communications and notices may be addressed.
- (2) On incorporation the situation of the company's registered office is that specified in the statement sent to the registrar under section 10.
- (3) The company may change the situation of its registered office from time to time by giving notice in the prescribed form to the registrar.
- (4) The change takes effect upon the notice being registered by the registrar, but until the end of the period of 14 days beginning with the date on which it is registered a person may validly serve any document on the company at its previous registered office.
- (5) For the purposes of any duty of a company—
 - (a) to keep at its registered office, or make available for public inspection there, any register, index or other document, or
 - (b) to mention the address of its registered office in any document,
 a company which has given notice to the registrar of a change in the situation of its registered office may act on the change as from such date, not more than 14 days after the notice is given, as it may determine.
- (6) Where a company unavoidably ceases to perform at its registered office any such duty as is mentioned in subsection (5)(a) in circumstances in which it was not practicable to give prior notice to the registrar of a change in the situation of its registered office, but—

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- (a) resumes performance of that duty at other premises as soon as practicable, and
- (b) gives notice accordingly to the registrar of a change in the situation of its registered office within 14 days of doing so,

it shall not be treated as having failed to comply with that duty.

- (7) In proceedings for an offence of failing to comply with any such duty as is mentioned in subsection (5), it is for the person charged to show that by reason of the matters referred to in that subsection (6) no offence was committed.]

Textual Amendments

- F6** S. 287 substituted (subject to the saving and transitional provisions in S.I. 1990/355, art. 12) by Companies Act 1989 (c. 40, SIF 27), ss. 136, 213(2)

Modifications etc. (not altering text)

- C1** S. 287 modified by S.I. 1985/680, arts. 4–6, Sch.
C2 S. 287 applied (with modifications) (6.4.2001) by S.I. 2001/1090, reg. 4, Sch. 2 Pt. I

288 Register of directors and secretaries.

- (1) Every company shall keep at its registered office a register of its directors and secretaries; and the register shall, with respect to the particulars to be contained in it of those persons, comply with sections 289 and 290 below.
- (2) The company shall, within the period of 14 days from the occurrence of—
- (a) any change among its directors or in its secretary, or
 - (b) any change in the particulars contained in the register, send to the registrar of companies a notification in the prescribed form of the change and of the date on which it occurred; and a notification of a person having become a director or secretary, or one of joint secretaries, of the company shall contain a consent, signed by that person, to act in the relevant capacity.
- (3) The register shall ^{F7} . . . be open to the inspection of any member of the company without charge and of any other person on payment of [^{F8}such fee as may be prescribed].
- (4) If an inspection required under this section is refused, or if default is made in complying with subsection (1) or (2), the company and every officer of it who is in default is liable to a fine and, for continued contravention, to a daily default fine.
- (5) In the case of a refusal of inspection of the register, the court may by order compel an immediate inspection of it.
- [^{F9}(5A) Where a confidentiality order made under section 723B is in force in respect of a director or secretary of a company, subsections (3) and (5) shall not apply in relation to that part of the register of the company as contains particulars of the usual residential address of that individual.]
- (6) For purposes of this and the next section, a shadow director of a company is deemed a director and officer of it.
- (7) ^{F10}

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Textual Amendments

- F7** Words in s. 288(3) repealed (1.11.1991) by Companies Act 1989 (c. 40, SIF 27), ss. 143(6), 212, 213(2), **Sch. 24**; S.I. 1991/1996, **art. 2(2)(b)(c)**.
- F8** Words in s. 288(3) substituted (1.11.1991) by Companies Act 1989 (c. 40, SIF 27), **ss. 143(6)**, 213(2); S.I. 1991/1996, **art. 2(2)(b)**.
- F9** S. 288(5A) inserted (2.4.2002) by The Companies (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 (S.I. 2002/912), reg. 16, **Sch. 2 para. 2(2)**
- F10** S. 288(7) repealed (2.4.2002) by The Companies (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 (S.I. 2002/912), reg. 16, **Sch. 2 para. 2(3)**

Modifications etc. (not altering text)

- C3** S. 288 applied (with modifications) by S.I. 2001/1090, reg. 4, **Sch. 2 Pt. I**
- C4** S. 288 modified (1.2.2001) by 2000 c. 38, **s. 56(4)(5)(a)(8)**; S.I. 2001/57, art. 3(1), **Sch. 2 Pt. I** (subject to transitional provision and saving in **Sch. 1 Pt. II**)
- C5** S. 288 modified (22.2.2008) by The Northern Rock plc Transfer Order 2008 (S.I. 2008/432), arts. 1(2), 17(1), **Sch. para. 1(a)**
- C6** S. 288 modified (30.3.2009 at 8.00 a.m.) by The Amendments to Law (Resolution of Dunfermline Building Society) Order 2009 (S.I. 2009/814), art. 7, **Sch. 1 para. 1**
- C7** S. 288(2) modified (1.7.2005) by Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27), **ss. 45(8)–(10)**, 65; S.I. 2004/3322, **art. 2(3)**, Sch. 3 (subject to arts. 3–13)
- C8** S. 288(2) excluded (1.7.2005) by Companies (Audit, Investigations and Community Enterprise) Act 2004 (c. 27), **ss. 46(12)**, 65; S.I. 2004/3322, **art. 2(3)**, Sch. 3 (subject to arts. 3–13)
- C9** S. 288(3) explained (1.11.1991) by S.I. 1991/1998, **reg. 3(1)**.

288A

If an individual in respect of whom a confidentiality order under section 723B as applied to limited liability partnerships becomes a member of a limited liability partnership—

- (a) the notice to be delivered to the registrar under section 9(1) of the Limited Liability Partnerships Act 2000 shall contain the address for the time being notified by the member to the limited liability partnership under the Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 but shall not contain his usual residential address; and
- (b) with that notice the limited liability partnership shall deliver to the registrar a notice in the prescribed form containing the usual residential address of that member.

289 Particulars of directors to be registered under s. 288.

- (1) Subject to the provisions of this section, the register kept by a company under section 288 shall contain the following particulars with respect to each director—
 - (a) in the case of an individual—
 - (i) his present [^{F11}name],
 - (ii) any former [^{F12}name],
 - (iii) his usual residential address,
 - (iv) his nationality,
 - (v) his business occupation (if any),

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- (vi) particulars of any other directorships held by him or which have been held by him, and
 - [^{F13}(vii) the date of his birth;]
 - (b) in the case of a corporation [^{F14}or Scottish firm], its corporate [^{F14}or firm] name and registered or principal office.
- [^{F15}(1A) Where a confidentiality order made under section 723B is in force in respect of a director, the register shall contain, in addition to the particulars specified in subsection (1)(a), such address as is for the time being notified by the director to the company under regulations made under sections 723B to 723F.]
- [^{F16}(2) In subsection (1)(a)—
- (a) “name” means a person’s Christian name (or other forename) and surname, except that in the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname, or in addition to either or both of them; and
 - (b) the reference to a former name does not include—
 - (i) in the case of a peer, or an individual normally known by a British title, the name by which he was known previous to the adoption of or succession to the title, or
 - (ii) in the case of any person, a former name which was changed or disused before he attained the age of 18 years or which has been changed or disused for 20 years or more, or
 - (iii) in the case of a married woman, the name by which she was known previous to the marriage.]
- (3) It is not necessary for the register to contain on any day particulars of a directorship—
- (a) which has not been held by a director at any time during the 5 years preceding that day,
 - (b) which is held by a director in a company which—
 - (i) is dormant or grouped with the company keeping the register, and
 - (ii) if he also held that directorship for any period during those 5 years, was for the whole of that period either dormant or so grouped,
 - (c) which was held by a director for any period during those 5 years in a company which for the whole of that period was either dormant or grouped with the company keeping the register.
- (4) For purposes of subsection (3), “company” includes any body corporate incorporated in Great Britain; and—
- (a) [^{F17}section 481 of the Companies Act 2006] applies as regards whether and when a company is or has been dormant, and
 - (b) a company is to be regarded as being, or having been, grouped with another at any time if at that time it is or was a company of which the other is or was a wholly-owned subsidiary, or if it is or was a wholly-owned subsidiary of the other or of another company of which that other is or was a wholly-owned subsidiary.

Textual Amendments

- F11** Words substituted by [Companies Act 1989 \(c. 40, SIF 27\)](#), ss. 145, 213(2), [Sch. 19 para. 2\(2\)\(a\)](#) (subject to the saving and transitional provisions in [S.I. 1990/1707](#), [art. 6](#))

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- F12** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), **Sch. 19 para. 2(2)(a)** (subject to the saving and transitional provisions in S.I. 1990/1707, **art. 6**)
- F13** S. 289(1)(a)(vii) substituted (subject to the saving and transitional provisions in S.I. 1990/1707, **art. 6**) by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), **Sch. 19 para. 2(2)(b)**
- F14** Words inserted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), **Sch. 19 para. 2(3)** (subject to the saving and transitional provisions in S.I. 1990/1707, **art. 6**)
- F15** S. 289(1A) inserted (2.4.2002) by The Companies (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 (S.I. 2002/912), reg. 16, **Sch. 2 para. 3(2)**
- F16** S. 289(2) substituted (subject to the saving and transitional provisions in S.I. 1990/1707, **art. 6**) by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), **Sch. 19 para. 2(4)**
- F17** Words in s. 289(4)(a) substituted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), arts. 2(2), 3(1), **Sch. 1 para. 77** (with arts. 6, 11, 12)

Modifications etc. (not altering text)

- C10** S. 289(2) applied by S.I. 1989/638, **regs. 5(4), 21**

290 Particulars of secretaries to be registered under s. 288.

- (1) The register to be kept by a company under section 288 shall contain the following particulars with respect to the secretary [^{F18}(if any)] or, where there are joint secretaries, with respect to each of them—
- (a) in the case of an individual, his present [^{F19}name], any former [^{F19}name] and his usual residential address, and
 - (b) in the case of a corporation or a Scottish firm, its corporate or firm name and registered or principal office.
- [^{F20}(1A) Where a confidentiality order made under section 723B is in force in respect of a secretary the register shall contain, in addition to the particulars specified in subsection (1)(a), such address as is for the time being notified by the secretary to the company under regulations made under sections 723B to 723F.]
- (2) Where all the partners in a firm are joint secretaries, the name and principal office of the firm may be stated instead of the particulars specified above.
- [^{F21}(3) Section 289(2)(a) and (b) apply for the purposes of the obligation under subsection (1) (a) of this section to state the name or former name of an individual.]

Textual Amendments

- F18** Words in s. 290(1) inserted (6.4.2008) by The Companies Act 2006 (Consequential Amendments etc) Order 2008 (S.I. 2008/948), arts. 2(2), 3(1), **Sch. 1 para. 78** (with arts. 6, 11, 12)
- F19** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), **Sch. 19 para. 3(2)**
- F20** S. 290(1A) inserted (2.4.2002) by The Companies (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 (S.I. 2002/912), reg. 16, **Sch. 2 para. 4(2)**
- F21** S. 290(3) substituted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), **Sch. 19 para. 3(3)**

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Provisions governing appointment of directors

291 Share qualification of directors.

- (1) It is the duty of every director who is by the company's articles required to hold a specified share qualification, and who is not already qualified, to obtain his qualification within 2 months after his appointment, or such shorter time as may be fixed by the articles.
- (2) For the purpose of any provision of the articles requiring a director or manager to hold any specified share qualification, the bearer of a share warrant is not deemed the holder of the shares specified in the warrant.
- (3) The office of director of a company is vacated if the director does not within 2 months from the date of his appointment (or within such shorter time as may be fixed by the articles) obtain his qualification, or if after the expiration of that period or shorter time he ceases at any time to hold his qualification.
- (4) A person vacating office under this section is incapable of being reappointed to be a director of the company until he has obtained his qualification.
- (5) If after the expiration of that period or shorter time any unqualified person acts as a director of the company, he is liable to a fine and, for continued contravention, to a daily default fine.

292 Appointment of directors to be voted on individually.

F22

Textual Amendments

F22 S. 292 repealed (1.10.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, [Sch. 16](#); S.I. 2007/2194, [art. 8](#), [Sch. 2 Pt. 1](#) (with [art. 12](#))

293 Age limit for directors.

F23

Textual Amendments

F23 S. 293 repealed (6.4.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, [Sch. 16](#); S.I. 2006/3428, [art. 4\(2\)\(c\)](#), (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#) (as amended by S.I. 2007/3495, [art. 11](#), [Sch. 5](#)))

294 Duty of director to disclose his age.

F24

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Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part IX. (See end of Document for details)

Textual Amendments

F24 S. 294 repealed (6.4.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, **Sch. 16**; S.I. 2006/3428, **art. 4(2)(c)**, (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5 (as amended by S.I. 2007/3495, **art. 11**, **Sch. 5**))

Disqualification

^{F25}**295–**
299

Textual Amendments

F25 Ss. 295–299 repealed by [Company Directors Disqualification Act 1986 \(c. 46, SIF 27\)](#), s. 23(2), **Sch. 4**

^{F26}**300**

Textual Amendments

F26 S. 300 repealed by [Insolvency Act 1985 \(c. 65, SIF 66\)](#), s. 235(3), **Sch. 10 Pt. II**, [Insolvency Act 1986 \(c. 45, SIF 66\)](#), s. 437, Sch. 11 para. 7

^{F27}**301,**
302.

Textual Amendments

F27 Ss. 301, 302 repealed by [Company Directors Disqualification Act 1986 \(c. 46, SIF 27\)](#), s. 23(2), **Sch. 4**

Removal of directors

303 Resolution to remove director.

^{F28}

Textual Amendments

F28 S. 303 repealed (1.10.2007) by [Companies Act 2006 \(c. 46\)](#), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8, Sch. 2 Pt. 1** (with art. 12)

304 Director’s right to protest removal.

^{F29}

Status: Point in time view as at 06/04/2008.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 1985, Part IX. (See end of Document for details)

Textual Amendments

- F29** S. 304 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, Sch. 16; S.I. 2007/2194, art. 8, Sch. 2 Pt. 1 (with art. 12)

Other provisions about directors and officers

305 Directors' names on company correspondence, etc.

- (1) A company to which this section applies shall not state, in any form, the name of any of its directors (otherwise than in the text or as a signatory) on any business letter on which the company's name appears unless it states on the letter in legible characters [^{F30}the name of every director of the company].
- (2) This section applies to—
 - (a) every company registered under this Act or under the former Companies Acts (except a company registered before 23rd November 1916); and
 - (b) every company incorporated outside Great Britain which has an established place of business within Great Britain, unless it had established such a place of business before that date.
- (3) If a company makes default in complying with this section, every officer of the company who is in default is liable for each offence to a fine; and for this purpose, where a corporation is an officer of the company, any officer of the corporation is deemed an officer of the company.
- [^{F31}(4) For the purposes of the obligation under section (1) to state the name of every director of the company, a person's "name" means—
 - (a) in the case of an individual, his Christian name (or other forename) and surname; and
 - (b) in the case of a corporation or Scottish firm, its corporate or firm name.
- (5) The initial or a recognised abbreviation of a person's Christian name or other forename may be stated instead of the full Christian name or other forename.
- (6) In the case of a peer, or an individual usually known by a title, the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.
- (7) In this section "director" includes a shadow director and the reference in subsection (3) to an "officer" shall be construed accordingly.]

Textual Amendments

- F30** Words substituted by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), Sch. 19 para. 4(2)
F31 S. 305(4)–(7) substituted for s. 305(4) by Companies Act 1989 (c. 40, SIF 27), ss. 145, 213(2), Sch. 19 para. 4(3)

Modifications etc. (not altering text)

- C11** S. 305 modified (1.2.2001) by 2000 c. 38, s. 56(4)(5)(b)(8); S.I. 2001/57, art. 3(1), Sch. 2 Pt. I (subject to transitional provisions and saving in Sch. 2 Pt. II)

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C12 S. 305 modified (22.2.2008) by The Northern Rock plc Transfer Order 2008 (S.I. 2008/432), arts. 1(2), 17(1), **Sch. para. 1(b)**

306 Limited company may have directors with unlimited liability.

- (1) In the case of a limited company the liability of the directors or managers, or of the managing director, may, if so provided by the memorandum, be unlimited.
- (2) In the case of a limited company in which the liability of a director or manager is unlimited, the directors and any managers of the company and the member who proposes any person for election or appointment to the office of director or manager, shall add to that proposal a statement that the liability of the person holding that office will be unlimited.
- (3) Before the person accepts the office or acts in it, notice in writing that his liability will be unlimited shall be given to him by the following or one of the following persons, namely—
 - (a) the promoters of the company,
 - (b) the directors of the company,
 - (c) any managers of the company,
 - (d) the company secretary.
- (4) If a director, manager or proposer makes default in adding such a statement, or if a promoter, director, manager or secretary makes default in giving the notice required by subsection (3), then—
 - (a) he is liable to a fine, and
 - (b) he is also liable for any damage which the person so elected or appointed may sustain from the default;
 but the liability of the person elected or appointed is not affected by the default.

307 Special resolution making liability of directors unlimited.

- (1) A limited company, if so authorised by its articles, may by special resolution alter its memorandum so as to render unlimited the liability of its directors or managers, or of any managing director.
- (2) When such a special resolution is passed, its provisions are as valid as if they had been originally contained in the memorandum.

308 Assignment of office by directors.

- (1) If provision is made by a company’s articles, or by any agreement entered into between any person and the company, for empowering a director or manager of the company to assign his office as such to another person, any assignment of office made in pursuance of that provision is (notwithstanding anything to the contrary contained in the provision) of no effect unless and until it is approved by a special resolution of the company.

309 Directors to have regard to interests of employees.

F32

Status: Point in time view as at 06/04/2008.

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Textual Amendments

F32 S. 309 repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

309A Provisions protecting directors from liability

F33

Textual Amendments

F33 S. 309A repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

309B Qualifying third party indemnity provisions

F34

Textual Amendments

F34 S. 309B repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

309C Disclosure of qualifying third party indemnity provisions

F35

Textual Amendments

F35 S. 309C repealed (1.10.2007) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/2194, **art. 8**, Sch. 2 Pt. 1 (with art. 12)

310 Provisions protecting auditors from liability.

F36

Textual Amendments

F36 S. 310 repealed (6.4.2008) by Companies Act 2006 (c. 46), ss. 1295, 1300, **Sch. 16**; S.I. 2007/3495, **art. 8(a)**, Sch. 2 Pt. 1 (with arts. 7, 12)

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Changes to legislation:

There are currently no known outstanding effects for the Companies Act 1985, Part IX.