



Companies Act 2006

2006 CHAPTER 46

PART 10

A COMPANY'S DIRECTORS

CHAPTER 1

APPOINTMENT AND REMOVAL OF DIRECTORS

^{F1}Option to keep information on the central register

Annotations:

Amendments (Textual)

- F1** Ss. 167A-167F and cross-heading inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015](#) (c. 26), s. 164(1), [Sch. 5 para. 7](#); S.I. 2016/321, reg. 6(c)

167A Right to make an election

- (1) An election may be made under this section in respect of a register of directors or a register of directors' residential addresses (or both).
- (2) The election may be made—
 - (a) by the subscribers wishing to form a private company under this Act, or
 - (b) by the private company itself once it is formed and registered.
- (3) The election is made by giving notice of election to the registrar.
- (4) If the notice is given by subscribers wishing to form a private company, it must be given when the documents required to be delivered under section 9 are delivered to the registrar.

Changes to legislation: There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details)

Annotations:

Modifications etc. (not altering text)

- C1** Ss. 167A-167E applied (with modifications) by S.I. 2009/1804, reg. 18A (as inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, Sch. 1 para. 3)

167B Effective date of election

- (1) An election made under section 167A takes effect when the notice of election is registered by the registrar.
- (2) The election remains in force until either—
 - (a) the company ceases to be a private company, or
 - (b) a notice of withdrawal sent by the company under section 167E is registered by the registrar,
 whichever occurs first.

Annotations:

Modifications etc. (not altering text)

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167C Effect of election on obligations under sections 162 to 167

- (1) If an election is in force under section 167A with respect to a company, the company's obligations under sections 162 to 167—
 - (a) to keep and maintain a register of the relevant kind, and
 - (b) to notify the registrar of changes to it,
 do not apply with respect to the period when the election is in force.
- (2) The reference in subsection (1) to a register “of the relevant kind” is to a register (whether a register of directors or a register of directors' residential addresses) of the kind in respect of which the election is made.

Annotations:

Modifications etc. (not altering text)

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167D Duty to notify registrar of changes

- (1) The duty under subsection (2) applies during the period when an election under section 167A is in force.

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- (2) The company must deliver to the registrar—
 - (a) any information of which the company would during that period have been obliged to give notice under section 167, had the election not been in force, and
 - (b) any statement that would have had to accompany such a notice.
- (3) The information (and any accompanying statement) must be delivered as soon as reasonably practicable after the company becomes aware of the information and, in any event, no later than the time by which the company would have been required under section 167 to give notice of the information.
- (4) If default is made in complying with this section, an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.
- (5) A person guilty of an offence under this section is liable on summary conviction—
 - (a) in England and Wales, to a fine and, for continued contravention, a daily default fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale;
 - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.

Annotations:

Modifications etc. (not altering text)

- C1** Ss. 167A-167E applied (with modifications) by S.I. 2009/1804, reg. 18A (as inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, Sch. 1 para. 3)

167E Withdrawing the election

- (1) A company may withdraw an election made by or in respect of it under section 167A.
- (2) Withdrawal is achieved by giving notice of withdrawal to the registrar.
- (3) The withdrawal takes effect when the notice is registered by the registrar.
- (4) The effect of withdrawal is that the company's obligation under section 162 or (as the case may be) 165 to keep and maintain a register of the relevant kind, and its obligation under section 167 to notify the registrar of changes to that register, apply from then on with respect to the period going forward.
- (5) This means that, when the withdrawal takes effect—
 - (a) the company must enter in that register all the information that is required to be contained in that register in respect of matters that are current as at that time, but
 - (b) the company is not required to enter in its register information relating to the period when the election was in force that is no longer current.

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Annotations:

Modifications etc. (not altering text)

- C1** Ss. 167A-167E applied (with modifications) by S.I. 2009/1804, reg. 18A (as inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016](#) (S.I. 2016/599), reg. 1, Sch. 1 para. 3)

167F Power to extend option to public companies

- (1) The Secretary of State may by regulations amend this Act—
- (a) to extend sections 167A to 167E (with or without modification) to public companies or public companies of a class specified in the regulations, and
 - (b) to make such other amendments as the Secretary of State thinks fit in consequence of that extension.
- (2) Regulations under this section are subject to affirmative resolution procedure.]

Changes to legislation:

There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations.

Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)
- s. 414CZA inserted by [S.I. 2018/860 reg. 4](#)
- s. 426B inserted by [S.I. 2018/860 reg. 5](#)
- s. 1099(3)(c)(ca) substituted for s. 1099(3)(c) by [S.I. 2018/1299 reg. 62\(2\)](#)
- s. 1286(1)(e) inserted by [S.I. 2018/1299 reg. 62\(3\)\(c\)](#)