

*These notes refer to the Companies Act 2006 (c.46)
which received Royal Assent on 8 November 2006*

COMPANIES ACT 2006

EXPLANATORY NOTES

TERRITORIAL EXTENT AND DEVOLUTION

Part 2: Company Formation

Section 13: Statement of compliance

55. This section replaces section 12(3) and (3A) of the 1985 Act. At present, where an application for registration of a company is made in paper form, the application must be accompanied by a statutory declaration (made before a solicitor or commissioner of oaths) confirming that the requirements of the 1985 Act in respect of registration, and of matters precedent and incidental to it, have been complied with (see section 12(1) of that Act). This statutory declaration must be made by one of the persons whom it is proposed will be a founder director or secretary of the company (that is, on registration) or a solicitor engaged in the formation of the company.
56. Where the application for registration is made in electronic form, in place of the statutory declaration required under section 12(3) of the 1985 Act, the same persons may, alternatively, deliver an “electronic statement” to the registrar. This statement must confirm that the requirements referred to in section 12(1) have been met.
57. Based on the recommendations of the CLR (Final Report, paragraph 9.5), the current requirement for a statutory declaration or electronic statement, here and elsewhere in the Act, is replaced by a requirement to make a statement of compliance. This statement does not need to be witnessed and may be made in paper or electronic form. It will be for the registrar’s rules under section 1068 to specify who may make this statement (and the form of it). As with all documents delivered to, or statements made to, the registrar, it is an offence to make a false statement of compliance – see section 1112.