



# Companies Act 2006

## 2006 CHAPTER 46

### PART 2

#### COMPANY FORMATION

##### *Requirements for registration*

## 12 Statement of proposed officers

- (1) The statement of the company's proposed officers required to be delivered to the registrar must contain the required [<sup>F1</sup>particulars of][<sup>F1</sup>information about]—
- the person who is, or persons who are, to be the first director or directors of the company;
  - in the case of a company that is to be a private company, any person who is (or any persons who are) to be the first secretary (or joint secretaries) of the company;
  - in the case of a company that is to be a public company, the person who is (or the persons who are) to be the first secretary (or joint secretaries) of the company.

[<sup>F2</sup>(2) For the required information—

- in relation to proposed directors, see sections 167J and 167K;
- in relation to proposed secretaries or joint secretaries, see sections 279J and 279K.]

[<sup>F4</sup>(2A) The statement must, in the case of each individual named as a director, confirm that the individual's identity is verified (see section 1110A).]

- (3) [<sup>F5</sup>The statement must also include a statement by the subscribers to the memorandum of association that each of the persons named as a director, as secretary or as one of the joint secretaries has consented to act in the relevant capacity.]

If all the partners in a firm are to be joint secretaries, consent may be given by one partner on behalf of all of them.

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*Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Section 12. (See end of Document for details)*

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- [<sup>F6</sup>(4) The statement must also include a statement by the subscribers to the memorandum of association that no one named as a director is—
- (a) disqualified under the directors disqualification legislation (see section 159A(2)), or
  - (b) otherwise ineligible by virtue of any enactment for appointment as a director.
- (5) Where any of the persons named as directors would be disqualified under the directors disqualification legislation but for the permission of a court to act, the statement must also include a statement to that effect, in respect of each of them, specifying—
- (a) the person’s name,
  - (b) the court by which permission was given, and
  - (c) the date on which permission was given.
- (6) In subsection (5) “permission of a court to act” means permission of a court under a provision mentioned in column 2 of the table in section 159A(2).
- (7) Where any of the persons named as directors would be disqualified under the directors disqualification legislation by virtue of section 11A of the Company Directors Disqualification Act 1986 or Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002 (designated persons under sanctions legislation) but for the authority of a licence of the kind mentioned in that section or Article, the statement must also include a statement to that effect, in respect of each of them, specifying—
- (a) the person’s name, and
  - (b) the date on which the licence was issued and by whom it was issued.]

#### Textual Amendments

- F1** Words in s. 12(1) substituted (26.10.2023 for specified purposes, 4.3.2024 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), **Sch. 2 para. 22(2)**; S.I. 2024/269, reg. 2(z10)
- F2** S. 12(2) substituted (26.10.2023 for specified purposes, 4.3.2024 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), **Sch. 2 para. 22(3)**; S.I. 2024/269, reg. 2(z10)
- F3** Words in s. 12(2) inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), **Sch. 5 para. 12**; S.I. 2016/321, reg. 6(c)
- F4** S. 12(2A) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 4(2)**, 219(1)(2)(b)
- F5** Words in s. 12(3) substituted (10.10.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), **ss. 100(2)**, 164(1) (with s. 100(6)); S.I. 2015/1689, reg. 4(b)
- F6** S. 12(4)-(7) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 5(2)**, 219(1)(2)(b)

**Changes to legislation:**

There are currently no known outstanding effects for the Companies Act 2006, Section 12.