



# Small Business, Enterprise and Employment Act 2015

## 2015 CHAPTER 26

### PART 8

#### COMPANY FILING REQUIREMENTS

##### *Annual return reform*

#### **92 Duty to deliver confirmation statement instead of annual return**

For Part 24 of the Companies Act 2006 (annual return) substitute—

#### **“PART 24**

#### ANNUAL CONFIRMATION OF ACCURACY OF INFORMATION ON REGISTER

##### **853A Duty to deliver confirmation statements**

- (1) Every company must, before the end of the period of 14 days after the end of each review period, deliver to the registrar—
  - (a) such information as is necessary to ensure that the company is able to make the statement referred to in paragraph (b), and
  - (b) a statement (a “confirmation statement”) confirming that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned under any duty mentioned in subsection (2) either—
    - (i) has been delivered, or
    - (ii) is being delivered at the same time as the confirmation statement.
- (2) The duties are—

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

- (a) any duty to notify a relevant event (see section 853B);
  - (b) any duty under sections 853C to 853I.
- (3) In this Part “confirmation period”—
- (a) in relation to a company's first confirmation statement, means the period beginning with the day of the company's incorporation and ending with the date specified in the statement (“the confirmation date”);
  - (b) in relation to any other confirmation statement of a company, means the period beginning with the day after the confirmation date of the last such statement and ending with the confirmation date of the confirmation statement concerned.
- (4) The confirmation date of a confirmation statement must be no later than the last day of the review period concerned.
- (5) For the purposes of this Part, each of the following is a review period—
- (a) the period of 12 months beginning with the day of the company's incorporation;
  - (b) each period of 12 months beginning with the day after the end of the previous review period.
- (6) But where a company delivers a confirmation statement with a confirmation date which is earlier than the last day of the review period concerned, the next review period is the period of 12 months beginning with the day after the confirmation date.
- (7) For the purpose of making a confirmation statement, a company is entitled to assume that any information has been properly delivered to the registrar if it has been delivered within the period of 5 days ending with the date on which the statement is delivered.
- (8) But subsection (7) does not apply in a case where the company has received notice from the registrar that such information has not been properly delivered.

### **853B Duties to notify a relevant event**

The following duties are duties to notify a relevant event—

- (a) the duty to give notice of a change in the address of the company's registered office (see section 87);
- (b) in the case of a company in respect of which an election is in force under section 128B (election to keep membership information on central register), the duty to deliver anything as mentioned in section 128E;
- (c) the duty to give notice of a change as mentioned in section 167 (change in directors or in particulars required to be included in register of directors or register of directors' residential addresses);
- (d) in the case of a company in respect of which an election is in force under section 167A (election to keep information in register of directors or register of directors' residential addresses on central register), the duty to deliver anything as mentioned in section 167D;
- (e) in the case of a private company with a secretary or a public company, the duty to give notice of a change as mentioned in section 276 (change

---

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

---

- in secretary or joint secretaries or in particulars required to be included in register of secretaries);
- (f) in the case of a private company with a secretary in respect of which an election is in force under section 279A (election to keep information in register of secretaries on central register), the duty to deliver anything as mentioned in section 279D;
  - (g) in the case of a company in respect of which an election is in force under section 790X (election to keep information in PSC register on central register), the duty to deliver anything as mentioned in section 790ZA;
  - (h) in the case of a company which, in accordance with regulations under section 1136, keeps any company records at a place other than its registered office, any duty under the regulations to give notice of a change in the address of that place.

### **853C Duty to notify a change in company's principal business activities**

- (1) This section applies where—
  - (a) a company makes a confirmation statement, and
  - (b) there has been a change in the company's principal business activities during the confirmation period concerned.
- (2) The company must give notice to the registrar of the change at the same time as it delivers the confirmation statement.
- (3) The information as to the company's new principal business activities may be given by reference to one or more categories of any prescribed system of classifying business activities.

### **853D Duty to deliver statement of capital**

- (1) This section applies where a company having a share capital makes a confirmation statement.
- (2) The company must deliver a statement of capital to the registrar at the same time as it delivers the confirmation statement.
- (3) Subsection (2) does not apply if there has been no change in any of the matters required to be dealt with by the statement of capital since the last such statement was delivered to the registrar.
- (4) The statement of capital must state with respect to the company's share capital at the confirmation date—
  - (a) the total number of shares of the company,
  - (b) the aggregate nominal value of those shares,
  - (c) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium), and
  - (d) for each class of shares—
    - (i) prescribed particulars of the rights attached to the shares,
    - (ii) the total number of shares of that class, and
    - (iii) the aggregate nominal value of shares of that class.

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

### 853E Duty to notify trading status of shares

- (1) This section applies where a company having a share capital makes a confirmation statement.
- (2) The company must deliver to the registrar a statement dealing with the matters mentioned in subsection (4) at the same time as it delivers the confirmation statement.
- (3) Subsection (2) does not apply if and to the extent that the last statement delivered to the registrar under this section applies equally to the confirmation period concerned.
- (4) The matters are—
  - (a) whether any of the company's shares were, at any time during the confirmation period concerned, shares admitted to trading on a relevant market or on any other market which is outside the United Kingdom, and
  - (b) if so, whether both of the conditions mentioned in subsection (5) were satisfied throughout the confirmation period concerned.
- (5) The conditions are that—
  - (a) there were shares of the company which were shares admitted to trading on a relevant market;
  - (b) the company was a DTR5 issuer.
- (6) In this Part—
 

“DTR5 issuer” means an issuer to which Chapter 5 of the Disclosure Rules and Transparency Rules sourcebook made by the Financial Conduct Authority (as amended or replaced from time to time) applies;

“relevant market” means any of the markets mentioned in article 4(1) of the Financial Services and Markets Act 2000 (Prescribed Markets and Qualifying Investments) Order 2001.

### 853F Duty to deliver shareholder information: non-traded companies

- (1) This section applies where—
  - (a) a non-traded company makes a confirmation statement, and
  - (b) there is no election in force under section 128B in respect of the company.
- (2) A “non-traded company” is a company none of whose shares were, at any time during the confirmation period concerned, shares admitted to trading on a relevant market or on any other market which is outside the United Kingdom.
- (3) The company must deliver the information falling within subsection (5) to the registrar at the same time as it delivers the confirmation statement.
- (4) Subsection (3) does not apply if and to the extent that the information most recently delivered to the registrar under this section applies equally to the confirmation period concerned.
- (5) The information is—

---

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

---

- (a) the name (as it appears in the company's register of members) of every person who was at any time during the confirmation period a member of the company,
  - (b) the number of shares of each class held at the end of the confirmation date concerned by each person who was a member of the company at that time,
  - (c) the number of shares of each class transferred during the confirmation period concerned by or to each person who was a member of the company at any time during that period, and
  - (d) the dates of registration of those transfers.
- (6) The registrar may impose requirements about the form in which information of the kind mentioned in subsection (5)(a) is delivered for the purpose of enabling the entries on the register relating to any given person to be easily found.

### **853G Duty to deliver shareholder information: certain traded companies**

- (1) This section applies where a traded company makes a confirmation statement.
- (2) A “traded company” is a company any of whose shares were, at any time during the confirmation period concerned, shares admitted to trading on a relevant market or on any other market which is outside the United Kingdom.
- (3) But a company is not a traded company if throughout the confirmation period concerned—
  - (a) there were shares of the company which were shares admitted to trading on a relevant market, and
  - (b) the company was a DTR5 issuer.
- (4) The company must deliver the information falling within subsection (6) to the registrar at the same time as it delivers the confirmation statement.
- (5) Subsection (4) does not apply if and to the extent the information most recently delivered to the registrar under this section applies equally to the confirmation period concerned.
- (6) The information is—
  - (a) the name and address (as they appear in the company's register of members) of each person who, at the end of the confirmation date concerned, held at least 5% of the issued shares of any class of the company, and
  - (b) the number of shares of each class held by each such person at that time.

### **853H Duty to deliver information about exemption from Part 21A**

- (1) This section applies where a company—
  - (a) which is not a DTR5 issuer, and
  - (b) to which Part 21A does not apply (information about people with significant control, see section 790B),makes a confirmation statement.

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

- (2) The company must deliver to the registrar a statement of the fact that it is a company to which Part 21A does not apply at the same time as it delivers the confirmation statement.
- (3) Subsection (2) does not apply if the last statement delivered to the registrar under this section applies equally to the confirmation period concerned.

#### **853I Duty to deliver information about people with significant control**

- (1) This section applies where—
  - (a) a company to which Part 21A (information about people with significant control) applies makes a confirmation statement, and
  - (b) there is no election in force under section 790X in respect of the company.
- (2) The company must deliver the information stated in its PSC register to the registrar at the same time as it delivers the confirmation statement.
- (3) Subsection (2) does not apply if and to the extent that the information most recently delivered to the registrar under this section applies equally to the confirmation period concerned.
- (4) “PSC register” has the same meaning as in Part 21A (see section 790C).

#### **853J Power to amend duties to deliver certain information**

- (1) The Secretary of State may by regulations make provision about the duties on a company in relation to the delivery of information falling within section 853E(4), 853F(5), 853G(6), 853H(2) or 853I(2) (referred to in this section as “relevant information”).
- (2) The regulations may, in particular, make provision requiring relevant information to be delivered—
  - (a) on such occasions as may be prescribed;
  - (b) at such intervals as may be prescribed.
- (3) The regulations may amend or repeal the provisions of sections 853A, 853B and 853E to 853I.
- (4) The regulations may provide—
  - (a) that where a company fails to comply with any duty to deliver relevant information an offence is committed by—
    - (i) the company,
    - (ii) every director of the company,
    - (iii) in the case of a private company with a secretary or a public company, every secretary of the company, and
    - (iv) every other officer of the company who is in default;
  - (b) that a person guilty of such an offence is liable on summary conviction—
    - (i) 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;

---

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

---

- (ii) 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;
  - (c) that, in the case of continued contravention, an offence is also committed by every officer of the company who did not commit an offence under provision made under paragraph (a) in relation to the initial contravention but who is in default in relation to the continued contravention;
  - (d) that a person guilty of such an offence is liable on summary conviction—
    - (i) in England and Wales, to a fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale for each day on which the contravention continues and the person is in default;
    - (ii) in Scotland or Northern Ireland, to a fine not exceeding one-tenth of level 5 on the standard scale for each day on which the contravention continues and the person is in default.
- (5) The regulations may provide that, for the purposes of any provision made under subsection (4), a shadow director is to be treated as a director.
- (6) Regulations under this section are subject to affirmative resolution procedure.

#### **853K Confirmation statements: power to make further provision by regulations**

- (1) The Secretary of State may by regulations make further provision as to the duties to deliver information to the registrar to which a confirmation statement is to relate.
- (2) The regulations may—
  - (a) amend or repeal the provisions of sections 853A to 853I, and
  - (b) provide for exceptions from the requirements of those sections as they have effect from time to time.
- (3) Regulations under this section which provide that a confirmation statement must relate to a duty to deliver information not for the time being mentioned in section 853A(2) are subject to affirmative resolution procedure.
- (4) Any other regulations under this section are subject to negative resolution procedure.

#### **853L Failure to deliver confirmation statement**

- (1) If a company fails to deliver a confirmation statement before the end of the period of 14 days after the end of a review period an offence is committed by—
  - (a) the company,
  - (b) every director of the company,
  - (c) in the case of a private company with a secretary or a public company, every secretary of the company, and
  - (d) every other officer of the company who is in default.

For this purpose a shadow director is treated as a director.

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

- (2) A person guilty of an offence under subsection (1) 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.
- (3) The contravention continues until such time as a confirmation statement specifying a confirmation date no later than the last day of the review period concerned is delivered by the company to the registrar.
- (4) It is a defence for a director or secretary charged with an offence under subsection (1)(b) or (c) to prove that the person took all reasonable steps to avoid the commission or continuation of the offence.
- (5) In the case of continued contravention, an offence is also committed by every officer of the company who did not commit an offence under subsection (1) in relation to the initial contravention but who is in default in relation to the continued contravention.
- (6) A person guilty of an offence under subsection (5) is liable on summary conviction—
- (a) in England and Wales, to a fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale for each day on which the contravention continues and the person is in default;
  - (b) in Scotland or Northern Ireland, to a fine not exceeding one-tenth of level 5 on the standard scale for each day on which the contravention continues and the person is in default.”

#### **Commencement Information**

- I1** S. 92 in force at 1.5.2016 for specified purposes by [S.I. 2016/321, reg. 5](#) (with [Sch. para. 5](#))
- I2** S. 92 in force at 30.6.2016 in so far as not already in force by [S.I. 2016/321, reg. 6\(a\)](#) (with [Sch. paras. 7-11](#))

### **93 Section 92: related amendments**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 9 (registration documents), in subsection (5)—
- (a) omit the “and” after paragraph (a), and
  - (b) after paragraph (b) insert “; and
  - (c) a statement of the type of company it is to be and its intended principal business activities.”
- (3) Also in section 9, after subsection (5) insert—
- “(5A) The information as to the company's type must be given by reference to the classification scheme prescribed for the purposes of this section.



*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

- (5B) The information as to the company's intended principal business activities may be given by reference to one or more categories of any prescribed system of classifying business activities.”
- (4) In section 108 (statement of capital required where company re-registering as a limited company already has share capital), in subsection (2), for paragraph (b) substitute—
- “(b) (if different) the last statement of capital sent by the company.”
- (5) In section 1078 (documents subject to Directive disclosure requirements), in subsection (2)—
- (a) for the heading “Accounts, reports and returns” substitute “ Accounts and reports etc ”, and
- (b) under that heading, for “The company's annual return” substitute “ Any confirmation statement delivered by the company under section 853A. ”
- (6) In section 1169 (dormant companies), in subsection (3)(b)(iv), for “an annual return” substitute “ a confirmation statement ”.
- (7) In Schedule 8 (index of defined expressions)—
- (a) omit the entries for “annual return”, “non-traded company” and “return period”, and
- (b) in the appropriate places insert—

“confirmation date (in Part 24)	section 853A(3)”,
“confirmation period (in Part 24)	section 853A(3)”,
“confirmation statement	section 853A(1)”,
“DTR5 issuer (in Part 24)	section 853E(6)”,
“relevant market (in Part 24)	section 853E(6)”, and
“review period (in Part 24)	section 853A(5) and (6)”.

#### **Commencement Information**

- I3** S. 93(1)(2)(4)-(7) in force at 30.6.2016 by [S.I. 2016/321](#), [reg. 6\(b\)](#)
- I4** S. 93(3) in force at 1.1.2016 for specified purposes by [S.I. 2015/2029](#), [reg. 3\(b\)](#)
- I5** S. 93(3) in force at 30.6.2016 in so far as not already in force by [S.I. 2016/321](#), [reg. 6\(b\)](#)

#### *Additional information on the register*

### **94 Option for companies to keep information on central register**

Schedule 5 amends the Companies Act 2006 to give private companies the option of keeping certain information on the register kept by the registrar instead of keeping it on their own registers.

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

### Commencement Information

**16** S. 94 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

## 95 Recording of optional information on register

(1) After section 1084 of the Companies Act 2006 insert—

### “1084A Recording of optional information on register

- (1) The Secretary of State may make provision by regulations authorising a company or other body to deliver optional information of a prescribed description to the registrar.
  - (2) In this section “optional information”, in relation to a company or other body, means information about the company or body which, but for the regulations, the company or body would not be obliged or authorised under any enactment to deliver to the registrar.
  - (3) The regulations may, in particular, include provision—
    - (a) imposing requirements on a company or other body in relation to keeping any of its optional information recorded on the register up to date;
    - (b) about the consequences of a company or other body failing to do so.
  - (4) Regulations under this section are subject to affirmative resolution procedure.”
- (2) In section 1059A of that Act (scheme of Part 35), in subsection (2), after the entry in the list for section 1083 insert— “ section 1084A (recording optional information on register), ”.

### *Information about dates of birth*

## 96 Protection of information about a person's date of birth

- (1) Part 35 of the Companies Act 2006 (the registrar of companies) is amended as follows.
- (2) In section 1087 (material not available for public inspection), in subsection (1), after paragraph (d) insert—
  - “(da) information falling within section 1087A(1) (information about a person's date of birth);”.
- (3) After that section insert—

### “1087A Information about a person's date of birth

- (1) Information falls within this subsection at any time (“the relevant time”) if—
  - (a) it is DOB information,
  - (b) it is contained in a document delivered to the registrar that is protected at the relevant time as regards that information,

---

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

---

- (c) the document is one in which such information is required to be stated, and
  - (d) if the document has more than one part, the part in which the information is contained is a part in which such information is required to be stated.
- (2) “DOB information” is information as to the day of the month (but not the month or year) on which a relevant person was born.
- (3) A “relevant person” is an individual—
  - (a) who is a director of a company, or
  - (b) whose particulars are stated in a company's PSC register as a registrable person in relation to that company (see Part 21A).
- (4) A document delivered to the registrar is “protected” at any time unless—
  - (a) it is an election period document,
  - (b) subsection (7) applies to it at the time, or
  - (c) it was registered before this section comes into force.
- (5) As regards DOB information about a relevant person in his or her capacity as a director of the company, each of the following is an “election period document”—
  - (a) a statement of the company's proposed officers delivered under section 9 in circumstances where the subscribers gave notice of election under section 167A (election to keep information on central register) in respect of the company's register of directors when the statement was delivered;
  - (b) a document delivered by the company under section 167D (duty to notify registrar of changes while election in force).
- (6) As regards DOB information about a relevant person in his or her capacity as someone whose particulars are stated in the company's PSC register, each of the following is an “election period document”—
  - (a) a statement of initial significant control delivered under section 9 in circumstances where the subscribers gave notice of election under section 790X in respect of the company when the statement was delivered;
  - (b) a document containing a statement or updated statement delivered by the company under section 790X(6)(b) or (7) (statement accompanying notice of election made after incorporation);
  - (c) a document delivered by the company under section 790ZA (duty to notify registrar of changes while election in force).
- (7) This subsection applies to a document if—
  - (a) the DOB information relates to the relevant person in his or her capacity as a director of the company,
  - (b) an election under section 167A is or has previously been in force in respect of the company's register of directors,
  - (c) the document was delivered to the registrar at some point before that election took effect,
  - (d) the relevant person was a director of the company when that election took effect, and

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

- (e) the document was either—
  - (i) a statement of proposed officers delivered under section 9 naming the relevant person as someone who was to be a director of the company, or
  - (ii) notice given under section 167 of the relevant person having become a director of the company.
- (8) Information about a person does not cease to fall within subsection (1) when he or she ceases to be a relevant person and, to that extent, references in this section to a relevant person include someone who used to be a relevant person.
- (9) Nothing in subsection (1) obliges the registrar to check other documents or (as the case may be) other parts of the document to ensure the absence of DOB information.

### **1087B Disclosure of DOB information**

- (1) The registrar must not disclose restricted DOB information unless—
  - (a) the same information about the relevant person (whether in the same or a different capacity) is made available by the registrar for public inspection as a result of being contained in another description of document in relation to which no restriction under section 1087 applies (see subsection (2) of that section), or
  - (b) disclosure of the information by the registrar is permitted by subsection (2) or another provision of this Act.
- (2) The registrar may disclose restricted DOB information—
  - (a) to a public authority specified for the purposes of this subsection by regulations made by the Secretary of State, or
  - (b) to a credit reference agency.
- (3) Subsections (3) to (8) of section 243 (permitted use or disclosure of directors' residential addresses etc by the registrar) apply for the purposes of subsection (2) as for the purposes of that section (reading references there to protected information as references to restricted DOB information).
- (4) This section does not apply to restricted DOB information about a relevant person in his or her capacity as someone whose particulars are stated in the company's PSC register if an application under regulations made under section 790ZG (regulations for protecting PSC particulars) has been granted with respect to that information and not been revoked.
- (5) “Restricted DOB information” means information falling within section 1087A(1).”

#### **Commencement Information**

- I7** S. 96 in force at 26.5.2015 for specified purposes by [S.I. 2015/1329, reg. 3\(b\)](#)
- I8** S. 96 in force at 10.10.2015 for specified purposes by [S.I. 2015/1689, reg. 4\(a\)](#)
- I9** S. 96 in force at 30.6.2016 in so far as not already in force by [S.I. 2016/321, reg. 6\(d\)](#)

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

### *Statements of capital etc*

## **97 Contents of statements of capital**

Schedule 6 amends the Companies Act 2006 to alter the content of statements of capital required under various provisions of that Act.

### **Commencement Information**

**I10** S. 97 in force at 30.6.2016 by S.I. 2016/321, reg. 6(e) (with Sch. para. 11)

## **98 Public companies: information about aggregate amount paid up on shares**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 94 (application for re-registration as a public company), in subsection (2)—
  - (a) omit the “and” at the end of paragraph (c), and
  - (b) after paragraph (d) insert “; and
  - (c) a statement of the aggregate amount paid up on the shares of the company on account of their nominal value.”
- (3) In section 762 (procedure for a public company to obtain a trading certificate), in subsection (1)—
  - (a) omit the “and” at the end of paragraph (c), and
  - (b) after paragraph (d), insert “, and
  - (c) be accompanied by a statement of the aggregate amount paid up on the shares of the company on account of their nominal value.”
- (4) In section 1078 (documents subject to Directive disclosure requirements)—
  - (a) in subsection (3), under the heading “Share capital”, after the entry numbered 11 insert—

“(12) Any statement delivered under section 762(1)(e) (statement of the aggregate amount paid up on shares on account of their nominal value).”, and
  - (b) after subsection (3) insert—

“(3A) In the case of a private company which applies to re-register as a public company, the statement delivered under section 94(2)(e) (statement of the aggregate amount paid up on shares on account of their nominal value).”

### **Commencement Information**

**I11** S. 98 in force at 30.6.2016 by S.I. 2016/321, reg. 6(f)

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

### *Registered office disputes*

## **99 Address of company registered office**

(1) After section 1097 of the Companies Act 2006 insert—

### **“1097A Rectification of register relating to company registered office**

- (1) The Secretary of State may make provision by regulations requiring the registrar, on application, to change the address of a company's registered office if the registrar is satisfied that the company is not authorised to use the address.
- (2) The applicant and the company must provide such information as the registrar may require for the purposes of determining such an application.
- (3) The regulations may make provision as to—
  - (a) who may make an application,
  - (b) the information to be included in and documents to accompany an application,
  - (c) the notice to be given of an application and of its outcome,
  - (d) the period in which objections to an application may be made,
  - (e) how an application is to be determined, including in particular the evidence, or descriptions of evidence, which the registrar may without further enquiry rely on to be satisfied that the company is authorised to use the address,
  - (f) the referral of the application, or any question relating to the application, by the registrar for determination by the court,
  - (g) the registrar requiring a company to provide an address to be the company's registered office,
  - (h) the nomination by the registrar of an address (a “default address”) to be the company's registered office,
  - (i) the effect of the registration of any change.
- (4) Subject to further provision which may be made by virtue of subsection (3)(i), the change takes effect upon it 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 the address previously registered.
- (5) Provision made by virtue of subsection (3)(i) may in particular include provision, in relation to the registration of a default address—
  - (a) for the suspension, for up to 28 days beginning with the date on which it is registered, of duties of the company under this Act relating to the inspection of company records or to the provision, disclosure or display of information,
  - (b) that the default address may not be used for the purpose of keeping the company's registers, indexes or other documents,
  - (c) for there to be no requirement that documents delivered to the default address for the company must be opened,
  - (d) for the collection of such documents by the company, or the forwarding of such documents to the company,

---

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

---

- (e) for the circumstances in which, and the period of time after which, such documents may be destroyed,
    - (f) about evidence, or descriptions of evidence, that the registrar may require a company to provide if giving notice to the registrar to change the address of its registered office from a default address.
  - (6) The applicant or the company may appeal the outcome of an application under this section to the court.
  - (7) On an appeal, the court must direct the registrar to register such address as the registered office of the company as the court considers appropriate in all the circumstances of the case.
  - (8) The regulations may make further provision about an appeal and in particular—
    - (a) provision about the time within which an appeal must be brought and the grounds on which an appeal may be brought,
    - (b) provision for the suspension, pending the outcome of an appeal, of duties of the company under this Act relating to the inspection of company records or to the provision, disclosure or display of information,
    - (c) further provision about directions by virtue of subsection (7).
  - (9) The regulations may include such provision applying (including applying with modifications), amending or repealing an enactment contained in this Act as the Secretary of State considers necessary or expedient in consequence of any provision made by the regulations.
  - (10) Regulations under this section are subject to affirmative resolution procedure.”
- (2) In section 1087(1) of that Act (material not available for public inspection), after paragraph (g) insert—
- “(ga) any application or other document delivered to the registrar under section 1097A (rectification of company registered office) other than an order or direction of the court;”.

#### *Director disputes*

### **100 Company filing requirements: consent to act as director or secretary**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 12 (statement of proposed officers), for the first sentence of subsection (3) substitute—

“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.”
- (3) In section 95 (statement of proposed secretary), for the first sentence of subsection (3) substitute—

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

“The statement must also include a statement by the company that the person named as secretary, or each of the persons named as joint secretaries, has consented to act in the relevant capacity.”

- (4) In section 167 (duty to notify registrar of changes), in subsection (2), for paragraph (b) substitute—
- “(b) be accompanied by a statement by the company that the person has consented to act in that capacity.”
- (5) In section 276 (duty to notify registrar of changes), in subsection (2), for “consent by that person” substitute “statement by the company that the person has consented”.
- (6) The amendments made by this section do not apply if the statement of proposed officers, statement of the company's proposed secretary or notice under section 167 or 276 of the Companies Act 2006 was received by the registrar before this section comes into force.

**Commencement Information**

**I12** S. 100 in force at 10.10.2015 by S.I. 2015/1689, reg. 4(b)

**101 Registrar's duty to inform new directors of entry in register**

- (1) In Part 35 of the Companies Act 2006 (the registrar of companies), after section 1079A insert—

*“Notice of receipt of documents about new directors*

**1079B Duty to notify directors**

- (1) This section applies whenever the registrar registers either of the following documents—
- (a) the statement of proposed officers required on formation of a company, or
  - (b) notice under section 167 or 167D of a person having become a director of a company.
- (2) As soon as reasonably practicable after registering the document, the registrar must notify—
- (a) in the case of a statement of proposed officers, the person or each person named in the statement as a director of the company, or
  - (b) in the case of a notice under section 167 or 167D, the person named in the document as having become a director of the company.
- (3) The notice must—
- (a) state that the person is named in the document as a director of the company, and
  - (b) include such information relating to the office and duties of a director (or such details of where information of that sort can be found) as the Secretary of State may from time to time direct the registrar to include.



*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

- (4) The notice may be sent in hard copy or electronic form to any address for the person that the registrar has received from either the subscribers or the company.”
- (2) The amendment made by this section does not apply if the statement of proposed officers or notice under section 167 or 167D of the Companies Act 2006 was received by the registrar before this section comes into force.

#### **Commencement Information**

**I13** S. 101 in force at 10.10.2015 by S.I. 2015/1689, reg. 4(b)

## **102 Removal from register of material about directors**

- (1) In section 1095 of the Companies Act 2006 (rectification of register on application to registrar), after subsection (4) insert—
- “(4A) Subsections (4B) and (4C) apply, in place of subsection (4), in a case where—
- (a) the material specified in the application is material naming a person—
    - (i) in a statement of a company's proposed officers as a person who is to be a director of the company, or
    - (ii) in a notice given by a company under section 167 or 167D as a person who has become a director of the company, and
  - (b) the application is made by or on behalf of the person named and is accompanied by a statement that the person did not consent to act as director of the company.
- (4B) If the company provides the registrar with the necessary evidence within the time required by the regulations, the registrar must not remove the material from the register.
- (4C) If the company does not provide the registrar with the necessary evidence within that time—
- (a) the material is conclusively presumed for the purposes of this section to be derived from something that is factually inaccurate, and
  - (b) the registrar must accept the applicant's statement as sufficient evidence that the material should be removed from the register.
- (4D) “The necessary evidence” is—
- (a) evidence sufficient to satisfy the registrar that the person did consent to act as director of the company, plus
  - (b) a statement by the company that the evidence provided by it is true and is not misleading or deceptive in any material particular.”
- (2) The amendment made by this section does not apply to material contained in a statement of proposed officers or notice given under section 167 or 167D of the Companies Act 2006 if the statement or notice was received by the registrar before this section comes into force.

*Status: Point in time view as at 30/06/2016.*

*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8. (See end of Document for details)*

**Commencement Information**

**I14** S. 102 in force at 6.4.2016 by S.I. 2016/321, reg. 3(a)

*Accelerated strike-off*

**103 Reduction in notice periods etc for striking off companies**

- (1) Chapter 1 of Part 31 of the Companies Act 2006 (striking off) is amended as follows.
- (2) In section 1000 (power to strike off company not carrying on business or in operation)
  - (a) in subsection (2)—
    - (i) for “one month of sending” substitute “ 14 days of sending ”,
    - (ii) for “that month” substitute “ that period ”, and
    - (iii) in paragraph (b), for “one month” substitute “ 14 days ”, and
  - (b) in subsection (3)—
    - (i) in paragraph (b), for “one month” substitute “ 14 days ”, and
    - (ii) for “three months” substitute “ 2 months ”.
- (3) In section 1001 (duty to act in case of company being wound up), in subsection (1), for “three months” substitute “ 2 months ”.
- (4) In section 1003 (striking off on application by company), in subsection (3), for “three months” substitute “ 2 months ”.
- (5) The amendments made by subsection (2) do not apply in cases where the communication mentioned in section 1000(1) of the Companies Act 2006 has already been sent before this section comes into force.
- (6) The amendment made by subsection (3) does not apply in cases where the notice mentioned in section 1001(1) of that Act has already been published in the Gazette before this section comes into force.
- (7) The amendment made by subsection (4) does not apply in cases where the application under section 1003(1) of that Act has already been made before this section comes into force.

**Commencement Information**

**I15** S. 103 in force at 10.10.2015 by S.I. 2015/1689, reg. 4(c)

**Status:**

Point in time view as at 30/06/2016.

**Changes to legislation:**

There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 8.