



Small Business, Enterprise and Employment Act 2015

2015 CHAPTER 26

PART 8

COMPANY FILING REQUIREMENTS

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,

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- (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,
 - (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.

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- (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;”.

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