

## SCHEDULES

### SCHEDULE 2

Section 51

#### ABOLITION OF CERTAIN LOCAL REGISTERS

##### PART 1

###### REGISTER OF DIRECTORS

- 1 The Companies Act 2006 is amended as follows.
- 2 Omit—
  - (a) sections 161A to 167F (register of directors etc);
  - (b) the italic heading before section 161A.
- 3 (1) Before section 168 (and before the italic heading before that section) insert—

*“Notification of information about directors*

###### **167G Duty to notify registrar of change in directors**

- (1) A company must give notice to the registrar if a person—
  - (a) becomes a director of the company, or
  - (b) ceases to be a director of the company.
- (2) The notice must specify the date on which the person became or ceased to be a director of the company.
- (3) A notice under subsection (1)(a) of a person having become a director must contain—
  - (a) a statement of the required information about the new director (see sections 167J and 167K);
  - (b) a statement by the company that the person has consented to act in that capacity;
  - (c) if the person is an individual, a statement that their identity is verified (see section 1110A);
  - (d) a statement that the person is not—
    - (i) disqualified under the directors disqualification legislation (see section 159A(2)), or
    - (ii) otherwise ineligible by virtue of any enactment for appointment as a director;
  - (e) if the person would be disqualified under the directors disqualification legislation but for the permission of a court to act, a statement to that effect specifying—
    - (i) the court by which permission was given, and

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- (ii) the date on which permission was given.
- (f) if the person 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, a statement to that effect specifying—
  - (i) the date on which the licence was issued, and
  - (ii) by whom it was issued.
- (4) In subsection (3)(e) “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).
- (5) Subsection (1)(a) does not require a company, on its incorporation, to give notice in relation to a person named as a proposed director in the statement under section 12.
- (6) A notice under this section must be given within the period of 14 days beginning with the day on which the person becomes or ceases to be a director.

#### **167H Duty to notify registrar of changes of information**

- (1) A company must give notice to the registrar of any change in the required information about a director (see sections 167J and 167K).
- (2) The notice must specify the date on which the change occurred.
- (3) A notice under this section must be given within the period of 14 days beginning with the day on which the change occurs.
- (4) Where a company gives notice of a change of a director’s service address but not their residential address, the notice must contain a statement that the residential address is unchanged.

#### **167I Notification of changes occurring before company’s incorporation**

- (1) A company must give notice to the registrar if a person named in the statement under section 12 as a proposed director of the company did not become a director on its incorporation.
- (2) A company must give notice to the registrar of any change in the required information about a proposed director that occurred—
  - (a) after the application for the company’s registration under section 9 was delivered to the registrar, but
  - (b) before the company was incorporated.
- (3) But a company is not required to give notice under subsection (2) in respect of a person if it gives notice under subsection (1) in respect of the person.
- (4) A notice under subsection (2) must specify the date on which the change occurred.

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- (5) A notice under this section must be given within the period of 14 days beginning with the day on which the company was incorporated.

### **167J Required information about a director: individuals**

- (1) The required information about a director (or proposed director) who is an individual is—
- (a) name, date of birth and nationality;
  - (b) any relevant former names;
  - (c) a service address (which may be stated as “The company’s registered office”);
  - (d) usual residential address;
  - (e) the part of the United Kingdom in which the individual is usually resident or, if the individual is usually resident in a country or state outside the United Kingdom, that country or state.
- (2) In subsection (1)(b) “relevant former name” means any former name other than—
- (a) in the case of a peer, or an individual normally known by a British title, the name by which the individual was known previous to the adoption of or succession to the title, or
  - (b) in the case of any person—
    - (i) a former name which was changed or disused before the person attained the age of 16 years,
    - (ii) a former name which has been changed or disused for 20 years or more, or
    - (iii) a former name which the registrar is required to refrain from making available for public inspection or from disclosing (or both) by virtue of regulations under section 1088(1)(a) or (b).
- (3) In this section—
- “former name” means a name by which the individual was formerly known for business purposes;
  - “name” means the individual’s forename and surname.
- (4) Where a director (or proposed director) is a peer or an individual usually known by a title, any requirement imposed by this Act to provide the individual’s name because it forms part of the required information may be satisfied by providing that title instead of the individual’s forename and surname.
- (5) The Secretary of State may by regulations—
- (a) amend this section so as to change the required information about a director (or proposed director) who is an individual;
  - (b) repeal subsection (4).
- (6) Regulations under this section are subject to affirmative resolution procedure.

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### **167K Required information about a director: corporate directors and firms**

- (1) The required information about a director (or proposed director) that is a body corporate, or a firm that is a legal person under the law by which it is governed, is—
  - (a) corporate or firm name;
  - (b) principal office;
  - (c) a service address (which may be stated as “The company’s registered office”);
  - (d) in the case of a limited company that is a UK-registered company, the registered number;
  - (e) in any other case, particulars of—
    - (i) the legal form of the body corporate or firm and the law by which it is governed, and
    - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.
- (2) The Secretary of State may by regulations amend this section so as to change the required information about a director (or proposed director) of a description mentioned in subsection (1).
- (3) Regulations under this section are subject to affirmative resolution procedure.

### **167L Directors: offence of failure to notify of changes**

- (1) If a company fails, without reasonable excuse, to comply with section 167G, 167H or 167I, an offence is committed by—
    - (a) the company, and
    - (b) every officer of the company who is in default.
  - (2) For this purpose a shadow director is treated as an officer of the company.
  - (3) A person guilty of an offence under this section is liable on summary conviction—
    - (a) in England and Wales, to a fine;
    - (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.”
- (2) The provision that may be made under section 220(1) in connection with the coming into force of this paragraph includes—
- (a) provision requiring a company to deliver to the registrar, at the same time as a confirmation statement, a statement, in respect of any individual who became a director of the company (otherwise than on its incorporation) before the coming into force of this paragraph, confirming that the individual’s identity is verified (within the meaning of section 1110A of the Companies Act 2006), and

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(b) provision for section 853A(1)(b)(i) of the Companies Act 2006 (as substituted by section 59 of this Act) to have effect as if it included a reference to the duty imposed by virtue of paragraph (a).

(3) In sub-paragraph (2)—

“confirmation statement” has the meaning given by section 853A of the Companies Act 2006;

“the registrar” has the same meaning as in the Companies Acts (see section 1060 of the Companies Act 2006).

## PART 2

### REGISTER OF SECRETARIES

- 4 The Companies Act 2006 is amended as follows.
- 5 Omit sections 274A to 279F (register of secretaries etc) (including the italic heading before section 279A).
- 6 Before section 280 insert—

#### *“Notification of information about secretaries*

#### **279G Duty to notify registrar of change in secretary or joint secretary**

- (1) A company must give notice to the registrar if a person—
- (a) becomes the secretary or one of the joint secretaries of the company, or
  - (b) ceases to be the secretary or one of the joint secretaries of the company.
- (2) The notice must specify the date on which the person became or ceased to be the secretary or one of the joint secretaries of the company.
- (3) A notice under subsection (1)(a) must contain—
- (a) a statement of the required information about the secretary or joint secretary (see sections 279J and 279K), and
  - (b) a statement by the company that the person has consented to act in that capacity.
- (4) Subsection (1)(a) does not require a company, on its incorporation, to give notice in relation to a person named as the proposed secretary or one of the proposed joint secretaries of the company in the statement under section 12.
- (5) A notice under this section must be given within the period of 14 days beginning with the day on which the person becomes or ceases to be the secretary or a joint secretary.

#### **279H Duty to notify registrar of changes of information**

- (1) A company must give notice to the registrar of any change in the required information about the secretary or one of the joint secretaries of the company (see sections 279J and 279K).

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- (2) The notice must specify the date on which the change occurred.
- (3) A notice under this section must be given within the period of 14 days beginning with the day on which the change occurs.

### **279I Notification of changes occurring before company’s incorporation**

- (1) A company must give notice to the registrar if—
  - (a) a person named in the statement under section 12 as the proposed secretary of the company did not become the secretary on its incorporation, or
  - (b) a person named in the statement under section 12 as one of the proposed joint secretaries of the company become did not become one of the joint secretaries on its incorporation.
- (2) A company must give notice to the registrar of any change in the required information about a proposed secretary, or one of the proposed joint secretaries, that occurred—
  - (a) after the application for the company’s registration under section 9 was delivered to the registrar, but
  - (b) before the company was incorporated.
- (3) But a company is not required to give notice under subsection (2) in respect of a person if it gives notice under subsection (1) in respect of the person.
- (4) A notice under subsection (2) must specify the date on which the change occurred.
- (5) A notice under this section must be given within the period of 14 days beginning with the day on which the company was incorporated.

### **279J Required information about a secretary etc: individuals**

- (1) The required information about a secretary or joint secretary (or proposed secretary or joint secretary) who is an individual is—
  - (a) name;
  - (b) any relevant former names;
  - (c) a service address (which may be stated as “The company’s registered office”).
- (2) In subsection (1)(b) “relevant former name” means any former name other than—
  - (a) in the case of a peer, or an individual normally known by a British title, the name by which the individual was known previous to the adoption of or succession to the title, or
  - (b) in the case of any person—
    - (i) a former name which was changed or disused before the person attained the age of 16 years,
    - (ii) a former name which has been changed or disused for 20 years or more, or
    - (iii) a former name which the registrar is required to refrain from making available for public inspection or from disclosing

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(or both) by virtue of regulations under section 1088(1)(a) or (b).

- (3) In this section—
- “former name” means a name by which the individual was formerly known for business purposes;
  - “name” means the individual’s forename and surname.
- (4) Where a secretary or joint secretary (or proposed secretary or joint secretary) is a peer or an individual usually known by a title, any requirement of this Act to provide the individual’s name because it forms part of the required information may be satisfied by providing that title instead of the individual’s forename and surname.
- (5) The Secretary of State may by regulations—
- (a) amend this section so as to change the required information about a secretary or joint secretary (or proposed secretary or joint secretary) who is an individual;
  - (b) repeal subsection (4).
- (6) Regulations under this section are subject to affirmative resolution procedure.

### **279K Required information about a secretary etc: corporate secretaries and firms**

- (1) The required information about a secretary or joint secretary (or proposed secretary or joint secretary) that is a body corporate, or a firm that is a legal person under the law by which it is governed, is—
- (a) corporate or firm name;
  - (b) principal office;
  - (c) a service address (which may be stated as “The company’s registered office”);
  - (d) in the case of a limited company that is a UK-registered company, the registered number;
  - (e) in any other case, particulars of—
    - (i) the legal form of the body corporate or firm and the law by which it is governed, and
    - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.
- (2) The Secretary of State may by regulations amend this section so as to change the required information about a secretary or joint secretary (or proposed secretary or joint secretary) of a description mentioned in subsection (1).
- (3) Regulations under this section are subject to affirmative resolution procedure.

### **279L Firms all of whose partners are joint secretaries**

- (1) This section applies where—

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- (a) all the members in a firm are joint secretaries (or proposed joint secretaries) of a company, and
  - (b) the firm is not a legal person under the law by which it is governed.
- (2) Any requirement imposed by this Act to provide the required information about the members as joint secretaries (or proposed joint secretaries) may instead be satisfied by providing the information that would be required if the firm were a legal person and the firm had been appointed as secretary.

### **279M Secretary or joint secretary: offence of failure to notify of changes**

- (1) If a company fails, without reasonable excuse, to comply with section 279G, 279H or 279I, an offence is committed by—
- (a) the company, and
  - (b) every officer of the company who is in default.
- (2) For this purpose a shadow director is treated as an officer of the company.
- (3) A person guilty of an offence under this section is liable on summary conviction—
- (a) in England and Wales, to a fine;
  - (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.

*Person acting in dual capacity”.*

## **PART 3**

### REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL

- 7 The Companies Act 2006 is amended as follows.
- 8 In section 790A (overview of Part)—
- (a) in paragraph (b), for “keep the register required by Chapter 3” substitute “notify the registrar of the information in accordance with Chapter 2A”;
  - (b) for paragraphs (c) and (d) substitute—
    - “(c) Chapter 2A requires companies to notify the registrar of information relating to persons with significant control;”.
- 9 In section 790C (key terms), omit subsection (10).
- 10 After section 790C insert—

### **“790CA References to “confirmation” etc of information**

- For the purposes of this Part a company has had confirmation of—
- (a) a person’s status as a registrable person or a registrable relevant legal entity in relation to the company,
  - (b) the required particulars of a person (see section 790K), or
  - (c) any other information about a person,



if the person has supplied that information to the company whether or not in pursuance of any duty imposed by this Part (and references to a company obtaining confirmation of information are to be read accordingly).”

11 For sections 790D and 790E substitute—

**“790CB Duty to find out about persons with significant control**

A company to which this Part applies must take reasonable steps to find out if there is anyone who is a registrable person or a registrable relevant legal entity in relation to the company and, if so, to identify them.

**790D Company’s duty to give notices to persons with significant control**

- (1) A company to which this Part applies must give a notice to a person under this section if—
  - (a) the company knows or has cause to believe that the person is a registrable person or a registrable relevant legal entity in relation to the company, but
  - (b) the company has not had confirmation of the person’s status as a registrable person or registrable relevant legal entity or has not had confirmation of all of the required particulars of the person (see section 790K).
- (2) The notice must require the person—
  - (a) to inform the company whether the person is a registrable person or a registrable relevant legal entity in relation to the company, and
  - (b) if they are, to give the company all of the required particulars of the person (see section 790K).
- (3) The notice must require the person to whom it is given to comply with the notice by no later than the end of the period of one month beginning with the day on which it is given.
- (4) The company must give the notice—
  - (a) as soon as reasonably practicable after the company becomes subject to the duty to give a notice under this section, and
  - (b) in any event before the end of the period of 14 days beginning with the day on which the company becomes so subject.
- (5) A company is not required to give a notice under this section to a person if—
  - (a) the application for the registration of the company contained a statement of initial significant control naming the person as someone who would, on the company’s incorporation, become a registrable person or a registrable relevant legal entity in relation to the company, and
  - (b) the company has no cause to believe that at any time since its incorporation the person has ceased to be a registrable person or a registrable relevant legal entity in relation to the company.
- (6) The Secretary of State may by regulations make further provision about the giving of notices under this section, including provision about their form and content and the manner in which they must be given.

- (7) Regulations under subsection (6) are subject to negative resolution procedure.

### **790DA Obtaining information from third parties**

- (1) A company to which this Part applies may give a notice to a person under this section if it knows or has cause to believe that the person—
- (a) knows the identity of someone who falls within subsection (2), or
  - (b) knows the identity of someone likely to have that knowledge.
- (2) The persons who fall within this subsection are—
- (a) a registrable person in relation to the company;
  - (b) a relevant legal entity in relation to the company;
  - (c) an entity which would be a relevant legal entity in relation to the company but for the fact that section 790C(6)(b) does not apply in respect of it.
- (3) A company must give a notice under subsection (1) to a person (“a third party”) if the company—
- (a) knows or has cause to believe that a person is a registrable person or a registrable relevant legal entity in relation to the company (“a suspected PSC”),
  - (b) is under a duty to give the suspected PSC a notice under section 790D but does not have the information that it needs in order to contact them, and
  - (c) knows or has cause to believe that the third party—
    - (i) knows the identity of the suspected PSC, or
    - (ii) knows the identity of someone likely to have that knowledge.
- (4) A notice under subsection (1) must require the person to whom it is given (“the recipient”)—
- (a) to inform the company whether the recipient knows the identity of any person who—
    - (i) falls within subsection (2), or
    - (ii) is likely to know the identity of anyone who falls within subsection (2), and
  - (b) if the recipient does, to give the company any information within the recipient’s knowledge that would allow the company to contact each such person.
- (5) The notice must require the person to whom it is given to comply with the notice by no later than the end of the period of one month beginning with the day on which it is given.
- (6) A person to whom a notice under subsection (1) is given is not required by that notice to disclose any information in respect of which a claim to legal professional privilege (in Scotland, to confidentiality of communications) could be maintained in legal proceedings.

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- (7) The Secretary of State may by regulations make further provision about the giving of notices under this section, including provision about their form and content and the manner in which they must be given.
- (8) Regulations under subsection (7) are subject to negative resolution procedure.
- (9) In this section a reference to knowing the identity of a person includes knowing information from which that person can be identified.

#### **790E Company’s duty to find out about changes in PSC information**

- (1) This section applies if a company—
  - (a) knows or has cause to believe that there has been a change in the required particulars of a registrable person or a registrable relevant legal entity in relation to the company (see section 790K), but
  - (b) has not had confirmation that the change has occurred or has not had confirmation of all of the information that the company would need to include in a notice of the change under section 790LD(1) or 790LE(1).
- (2) The company must give the person a notice requiring the person—
  - (a) to inform the company whether the change has occurred, and
  - (b) if it has, to give the company the information that the company would need to include in a notice of the change under section 790LD(1) or 790LE(1).
- (3) The notice must require the person to whom it is given to comply with the notice by no later than the end of the period of one month beginning with the day on which it is given.
- (4) The company must give the notice—
  - (a) as soon as reasonably practicable after the company becomes subject to the duty to give a notice under subsection (2), and
  - (b) in any event before the end of the period of 14 days beginning with the day on which the company becomes so subject.
- (5) The Secretary of State may by regulations make further provision about the giving of notices under this section, including provision about their form and content and the manner in which they must be given.
- (6) Regulations under subsection (5) are subject to negative resolution procedure.

#### **790EA Company’s duty to find out about persons ceasing to be PSCs**

- (1) This section applies if a company —
  - (a) knows or has cause to believe that a person has ceased to be a registrable person or a registrable relevant legal entity in relation to the company, but
  - (b) has not had confirmation that the person has ceased to be a registrable person or a registrable relevant legal entity in relation to

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the company or has not had confirmation of the date on which the person so ceased.

- (2) The company must give the person a notice requiring the person—
  - (a) to inform the company whether the person has ceased to be a registrable person or a registrable relevant legal entity in relation to the company, and
  - (b) if the person has, to inform the company of the date on which the person so ceased.
- (3) The notice must require the person to whom it is given to comply with the notice by no later than the end of the period of one month beginning with the day on which it is given.
- (4) The company must give the notice—
  - (a) as soon as reasonably practicable after the company becomes subject to the duty under subsection (2), and
  - (b) in any event before the end of the period of 14 days beginning with the day on which the company becomes so subject.
- (5) The Secretary of State may by regulations make further provision about the giving of notices under this section, including provision about their form and content and the manner in which they must be given.
- (6) Regulations under subsection (5) are subject to negative resolution procedure.

#### **790EB Company’s duty to notify failure to comply with notices**

- (1) A company must notify the registrar if a person fails to comply with a notice given by the company under section 790D, 790DA, 790E or 790EA within the period specified in it.
- (2) The notice must be given within the period of 14 days beginning with the end of the period specified in the notice under section 790D, 790DA, 790E or 790EA.

#### **790EC Company’s duty to notify of late compliance with notices**

- (1) A company must notify the registrar if a person who has failed to comply with a notice given by the company under section 790D, 790DA, 790E or 790EA within the period specified in it subsequently complies.
- (2) The notice must be given within the period of 14 days beginning with the day on which the person complied with the notice under section 790D, 790DA, 790E or 790EA.”

11 In section 790F (failure by company to comply with information duties), for subsection (1) substitute—

- “(1) If a company fails, without reasonable excuse, to comply with a duty under section 790CB, 790D, 790DA(3), 790E, 790EA, 790EB or 790EC to take steps or give a notice, an offence is committed by—
- (a) the company, and
  - (b) every officer of the company who is in default.”

12 For sections 790G and 790H substitute—

**“790G Duty to notify company on becoming PSC**

- (1) This section applies to a person if—
  - (a) the person knows that they are a registrable person or a registrable relevant legal entity in relation to a company,
  - (b) the material in the register that is available for public inspection does not indicate the person’s status as a registrable person or registrable relevant legal entity in relation to the company, and
  - (c) the person—
    - (i) has not informed the company of the person’s status as a registrable person or registrable relevant legal entity in relation to the company, or
    - (ii) has not given the company all of the required particulars of the person (see section 790K).
- (2) The person must—
  - (a) inform the company of the person’s status as a registrable person or registrable relevant legal entity in relation to the company, and
  - (b) give the company the required particulars (see section 790K).
- (3) The person must comply with the duty in subsection (2) before the end of the period of one month beginning with the day on which the conditions in subsection (1) are met.

**790H Duty to notify company of changes in PSC information**

- (1) This section applies to a person if—
  - (a) the person knows that they are a registrable person or a registrable relevant legal entity in relation to a company,
  - (b) there has been a change in the required particulars of the person (see section 790K) and the person knows that to be the case, and
  - (c) the person has not informed the company of the change or has not given the company all of the information that the company would need to include in a notice of the change under section 790LD(1) or 790LE(1).
- (2) The person must—
  - (a) inform the company of the change, and
  - (b) give the company the information that the company would need to include in a notice of the change under section 790LD(1) or 790LE(1).
- (3) The person must comply with the duty in subsection (2) before the end of the period of one month beginning with the day on which the conditions in subsection (1) are met.

**790HA Duty to notify company of ceasing to be a PSC**

- (1) This section applies to a person if—

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- (a) the person knows that they have ceased to be a registrable person or a registrable relevant legal entity in relation to a company,
  - (b) the material in the register that is available for public inspection does not indicate the person as having ceased to be a registrable person or a registrable relevant legal entity in relation to a company, and
  - (c) the person has not informed the company of having ceased to be a registrable person or a registrable relevant legal entity in relation to the company or has not informed the company of the date on which the person so ceased.
- (2) The person must inform the company—
- (a) that the person has ceased to be a registrable person or a registrable relevant legal entity in relation to the company, and
  - (b) of the date on which the person so ceased.
- (3) The person must comply with the duty in subsection (2) before the end of the period of one month beginning with the day on which the conditions in subsection (1) are met.”
- 13 In section 790I (enforcement of disclosure requirements), for the words from “a notice” to the end substitute “—
- (a) a notice under section 790D, 790DA, 790E or 790EA, or
  - (b) a duty under section 790G, 790H or 790HA.”
- 14 After section 790I insert—

*“Power to impose further duties*

**790IA Power to impose further duties involving nominee shareholders**

- (1) The Secretary of State may by regulations make further provision for the purpose of enabling a company to which this Part applies to find out about anyone who has become or ceased to be a person who is—
- (a) a registrable person in relation to the company by virtue of shares being held by a nominee, or
  - (b) a registrable relevant legal entity in relation to the company by virtue of shares being held by a nominee.
- (2) The regulations may, in particular—
- (a) impose obligations on a company with a view to obtaining—
    - (i) information about whether a person has become or ceased to be a nominee shareholder;
    - (ii) if they have, information about: (A) the shareholding; (B) the nominee; (C) the person for whom the nominee holds or held the shares;
    - (iii) any other information required by the regulations;
  - (b) impose obligations on others (including nominees or former nominees) with a view to providing the company with—
    - (i) information of a kind described in paragraph (a)(i) or (ii);
    - (ii) any other information required by the regulations.

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- (3) The regulations may, in particular, make provision similar or corresponding to any of the preceding provisions of this Chapter.
- (4) The provision that may be made by regulations under subsection (1) includes provision amending this Chapter.
- (5) Regulations under this section are subject to affirmative resolution procedure.”
- 15 In section 790J (power to make exemptions)—
- (a) in subsection (2)(a), for “790D(2) or 790E” substitute “790D, 790E or 790EA”;
- (b) in subsection (2)(c), for “790D(5)” substitute “790DA”;
- (c) in subsection (2)(d), for “and 790H” substitute “, 790H and 790HA”;
- (d) in subsection (2)(e) for “section 790M” substitute “any of sections 12A, 790LA, 790LC, 790LD, 790LE, 790LF, 790LG, 790LH”.”
- 16 (1) Section 790K (required particulars) is amended as follows.
- (2) In subsection (1), omit paragraph (i) and the “and” before it.
- (3) In subsection (2), after paragraph (b) insert—
- “(ba) a service address.”.
- (4) In subsection (3)—
- (a) in paragraph (b), omit “registered or”;
- (b) after paragraph (b) insert—
- “(ba) a service address.”.
- (5) For subsection (4) substitute—
- “(4) In this section “name”, in relation to an individual, means the individual’s forename and surname.
- (4A) Where an individual is a peer or an individual usually known by a title, any requirement imposed by this Act to provide the individual’s name because it forms part of the required particulars under this section may be satisfied by providing that title instead of the individual’s forename and surname.”
- 17 In section 790L (required particulars: power to amend), for subsection (1) substitute—
- “(1) The Secretary of State may by regulations—
- (a) amend section 790K so as to change the “required particulars” in relation to—
- (i) an individual who is a registrable person;
- (ii) a person in relation to which this Part has effect by virtue of section 790C(12) as if the person were an individual;
- (iii) a registrable relevant legal entity;
- (b) repeal section 790K(4A).”
- 18 After section 790L insert—

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## “CHAPTER 2A

### DUTY TO NOTIFY REGISTRAR OF PERSONS WITH SIGNIFICANT CONTROL AND ID VERIFICATION

#### *Duty to notify registrar of persons with significant control*

#### **790LA Duty to notify registrar of confirmed persons with significant control**

- (1) A company must give a notice to the registrar if it has had confirmation of—
  - (a) a person’s status as a registrable person or a registrable relevant legal entity in relation to the company, and
  - (b) the required particulars of the person (see section 790K).
- (2) A notice under subsection (1) must contain a statement of the required particulars.
- (3) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the company had confirmation as mentioned in that subsection.
- (4) A company is not required to give a notice under this section in relation to a person if—
  - (a) the application for the registration of the company contained a statement of initial significant control naming the person as someone who would, on the company’s incorporation, become a registrable person or a registrable relevant legal entity in relation to the company, and
  - (b) the company has no cause to believe that at any time since its incorporation the person has ceased to be a registrable person or a registrable relevant legal entity in relation to the company.
- (5) Nothing in section 126 (notice of trusts not receivable by registrar) affects the duty to give a notice under this section (or the receipt of that notice by the registrar).

#### **790LB Option to provide ID verification information in notice of change**

- (1) A notice under section 790LA(1) that relates to a registrable person may include a statement that the person’s identity is verified (see section 1110A).
- (2) A notice under section 790LA(1) that relates to a registrable relevant legal entity may include a statement that—
  - (a) specifies the name of one of its relevant officers (within the meaning given by section 790LO(6)) who is an individual and whose identity is verified, and
  - (b) confirms that the individual’s identity is verified.
- (3) If the notice includes a statement under subsection (2), it must be accompanied by a statement by the individual confirming that the individual is a relevant officer of the registrable relevant legal entity.



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- (4) To find out what happens if the option in subsection (1) or (2) is not exercised, see sections 790LM and 790LO.
- (5) In subsection (1) “registrable person” does not include a person mentioned in section 790C(12)(a) to (d).

#### **790LC Duty to notify registrar of unconfirmed persons with significant control**

- (1) A company must give a notice to the registrar if—
  - (a) it knows or has cause to believe that a person has become a registrable person or a registrable relevant legal entity in relation to the company, but
  - (b) it has not yet had confirmation as mentioned in section 790LA(1).
- (2) The notice must state that fact.
- (3) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the company first knows or has cause to believe that the person has become a registrable person or a registrable relevant legal entity in relation to the company.
- (4) Nothing in this section requires a company, on its incorporation, to give a notice in relation to a person included in the statement of initial significant control under section 12A.

#### *Duty to notify registrar of changes in required particulars*

#### **790LD Duties to notify of changes in required particulars**

- (1) A company must give a notice to the registrar if it—
  - (a) has had confirmation that there has been a change in the required particulars of a registrable person, or a registrable relevant legal entity, in relation to the company (see section 790K), and
  - (b) has had confirmation of how the required particulars have changed and the date on which they changed.
- (2) The notice must state—
  - (a) the change in the required particulars, and
  - (b) the date on which the change occurred.
- (3) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the company had confirmation as mentioned in that subsection.
- (4) Nothing in section 126 (notice of trusts not receivable by registrar) affects the duty to give a notice under this section (or the receipt of that notice by the registrar).

#### **790LE Duty to notify of pre-incorporation changes in required particulars**

- (1) A company must give a notice to the registrar if it—

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- (a) has had confirmation that there was a pre-incorporation change in the required particulars of a proposed PSC (see section 790K), and
  - (b) has had confirmation of how the required particulars have changed and the date on which they changed.
- (2) But a company is not required to give a notice under subsection (1) in respect of a person if it has given a notice under section 790LG in respect of the person.
- (3) A notice under subsection (1) must state—
- (a) the change in the required particulars, and
  - (b) the date on which the change occurred.
- (4) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the company had confirmation as mentioned in that subsection.
- (5) In this section—
- “pre-incorporation change” means a change that occurred—
    - (a) after the application for the registration of the company was delivered to the registrar, but
    - (b) before the company was incorporated;
  - “proposed PSC”, in relation to a company, means a person who was named in a statement under section 12A(1)(a) as a person who would, on the company’s incorporation, become a registrable person or registrable relevant legal entity in relation to the company.

*Duty to notify registrar of person ceasing to be person with significant control etc*

#### **790LF Duty to notify registrar when person ceases to have significant control**

- (1) A company must give a notice to the registrar if it—
- (a) has had confirmation that a person has ceased to be a registrable person or a registrable relevant legal entity in relation to it, and
  - (b) has had confirmation of the date on which the person so ceased.
- (2) A notice under subsection (1) must state—
- (a) the person’s name and service address, and
  - (b) the date on which the person ceased to be a registrable person or a registrable relevant legal entity in relation to the company.
- (3) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the company had confirmation as mentioned in that subsection.

#### **790LG Notification of someone not becoming person with significant control on incorporation**

- (1) A company must give a notice to the registrar if it knows that a person named in the statement under section 12A(1)(a) as a person who would, on the company’s incorporation, become a registrable person or a registrable relevant legal entity did not so become.

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- (2) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the company has the knowledge mentioned there.

#### **790LH Duty to notify registrar if company ceases to have persons with significant control**

- (1) A company must give a notice to the registrar if it knows or has cause to believe that—
  - (a) there has at some time been a person who is a registrable person or registrable relevant legal entity in relation to the company, and
  - (b) there has ceased to be anyone who is a registrable person or registrable relevant legal entity in relation to the company.
- (2) A notice under subsection (1) must —
  - (a) state that the company has that knowledge or cause to believe, and
  - (b) specify the date on which the company first had that knowledge or cause to believe.
- (3) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the company first had the knowledge or cause to believe mentioned in that subsection.

#### **790LI Power to create further duties to notify information**

- (1) The Secretary of State may by regulations impose further duties on a company to deliver information to the registrar about—
  - (a) registrable persons, or registrable relevant legal entities, in relation to the company (including information about whether it has any);
  - (b) compliance with Chapter 2 by the company or any person to whom the company has given a notice under that Chapter (including provision requiring a company to provide the registrar with a copy of any such notice, whether on request or otherwise).
- (2) The provision that may be made by regulations under subsection (1) includes provision amending this Part.
- (3) The consequential provision that may be made by regulations under subsection (1) by virtue of section 1292(1) also includes provision amending any other provision of this Act.
- (4) Regulations under this section are subject to affirmative resolution procedure.

#### **790LJ Persons with significant control: offence of failure to notify**

- (1) If a company fails, without reasonable excuse, to comply with section 790LA, 790LC, 790LD, 790LE, 790LF, 790LG or 790LH, or regulations under section 790LI, an offence is committed by—
  - (a) the company, and
  - (b) every officer of the company who is in default.
- (2) For this purpose a shadow director is treated as an officer of the company.

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- (3) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

#### **790LK Power of court to order company to remedy defaults or delay**

- (1) Where a company makes default in complying with section 790LA, 790LC, 790LD, 790LE, 790LF, 790LG or 790LH, or regulations under section 790LI, an application may be made to the court for an order requiring the company to deliver to the registrar the information (or statements) necessary to rectify the position.
- (2) The application may be made by—
- (a) any person aggrieved by the default,
  - (b) any member of the company, or
  - (c) any person who is a registrable person or a registrable relevant legal entity in relation to the company.
- (3) On an application under subsection (1) the court may either refuse the application or may make the order and order the company to pay any damages sustained by any party aggrieved.
- (4) On an application under subsection (1) the court may decide—
- (a) any question as to whether the name of any person who is a party to the application should or should not be included in or omitted from information delivered to the registrar under this Chapter about persons who are a registrable person or a registrable relevant legal entity in relation to the company, and
  - (b) any question necessary or expedient to be decided for rectifying the position.
- (5) Nothing in this section affects a person's rights under section 1094 or 1096 (rectification of register).

#### **790LL Information as to whether information has been delivered**

- (1) A person may request a company to tell the person whether all of the information that it is required to deliver to the registrar under this Chapter has been delivered.
- (2) The company must comply with the request within the period of 14 days beginning with the day on which the request is made.
- (3) If the company fails, without reasonable excuse, to do so, an offence is committed by—
- (a) the company, and
  - (b) every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.
- (5) Subsection (1) does not apply in relation to information if the company is aware that, by virtue of regulations under section 1088, the registrar

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is required to refrain from making that information available for public inspection.”

- 19 Omit Chapters 3 and 4 of Part 21A (company registers of people with significant control etc).
- 20 (1) Schedule 1B (enforcement of disclosure requirements in relation to persons with significant control) is amended as follows.
- (2) In each of the following provisions, for “or 790E” substitute “, 790DA, 790E or 790EA” —
- (a) paragraph 1(1)(a) and (3)(a);
  - (b) paragraph 8(3)(a);
  - (c) paragraph 11(a) and (b);
  - (d) paragraph 12(2)(b).
- (3) For paragraphs 13 and 14 substitute—

*“Offence of failing to comply with notices*

- 13 (1) A person to whom a notice under section 790D, 790DA, 790E or 790EA is addressed commits an offence if the person fails, without reasonable excuse, to comply with the notice.
- (2) Where the person is a legal entity, the offence is also committed by every officer of the entity who is in default.
- (3) A person guilty of an offence under this paragraph is liable—
- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, to imprisonment for a term not exceeding the general limit in a magistrates’ court or a fine (or both);
    - (ii) in Scotland, to imprisonment for a term not exceeding 12 months or a fine not exceeding the statutory maximum (or both);
    - (iii) in Northern Ireland, to imprisonment for a term not exceeding 6 months or a fine not exceeding the statutory maximum (or both).

*Offence of failing to provide information*

- 14 (1) A person commits an offence if the person fails, without reasonable excuse, to comply with a duty under section 790G, 790H or 790HA.
- (2) Where the person is a legal entity, the offence is also committed by every officer of the entity who is in default.
- (3) A person guilty of an offence under this paragraph is liable—
- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
  - (b) on summary conviction—

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- (i) in England and Wales, to imprisonment for a term not exceeding the general limit in a magistrates' court or a fine (or both);
- (ii) in Scotland, to imprisonment for a term not exceeding 12 months or a fine not exceeding the statutory maximum (or both);
- (iii) in Northern Ireland, to imprisonment for a term not exceeding 6 months or a fine not exceeding the statutory maximum (or both).

*False statements: basic offence*

- 14A (1) A person commits an offence if, in purported compliance with a notice under section 790D, 790DA, 790E or 790EA or in purported compliance with a duty imposed by section 790G, 790H or 790HA, and without reasonable excuse, the person makes a statement that is misleading, false or deceptive in a material particular.
- (2) Where the person is a legal entity, the offence is also committed by every officer of the entity who is in default.
- (3) A person guilty of an offence under this paragraph is liable on summary conviction—
- (a) in England and Wales, to a fine;
  - (b) in Scotland, to a fine not exceeding level 5 on the standard scale;
  - (c) in Northern Ireland, to a fine not exceeding level 5 on the standard scale.

*False statements: aggravated offence*

- 14B (1) A person commits an offence if, in purported compliance with a notice under section 790D, 790DA, 790E or 790EA or in purported compliance with a duty imposed by section 790G, 790H or 790HA, the person makes a statement that the person knows is misleading, false or deceptive in a material particular.
- (2) Where the person is a legal entity, the offence is also committed by every officer of the entity who is in default.
- (3) A person guilty of an offence under this paragraph is liable—
- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, to imprisonment for a term not exceeding the general limit in a magistrates' court or to a fine (or both);
    - (ii) in Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
    - (iii) in Northern Ireland, to imprisonment for a term not exceeding six months or to a fine not exceeding the statutory maximum (or both)."

## PART 4

### CONSEQUENTIAL AMENDMENTS

- 21 The Companies Act 2006 is amended as follows.
- 22 (1) Section 12 (statement of proposed officers) is amended as follows.
- (2) In subsection (1), for “particulars of” substitute “information about”.
- (3) For subsection (2) substitute—
- “(2) For the required information—
- (a) in relation to proposed directors, see sections 167J and 167K;
- (b) in relation to proposed secretaries or joint secretaries, see sections 279J and 279K.”
- 23 In section 12A (statement of initial significant control), for subsection (1) substitute—
- “(1) The statement of initial significant control required to be delivered to the registrar must—
- (a) state whether, on incorporation, there will be anyone who is either a registrable person or a registrable relevant legal entity in relation to the company, and
- (b) include the required particulars of any such person.”
- 24 (1) Section 95 (statement of proposed secretary) is amended as follows.
- (2) In subsection (1), for “particulars of” substitute “information about”.
- (3) For subsection (2) substitute—
- “(2) For the required information in relation to proposed secretaries or joint secretaries, see sections 279J and 279K.”
- 25 (1) Section 156 (direction requiring company to make appointment of director) is amended as follows.
- (2) In subsections (4)(b) and (5), for “section 167” substitute “section 167G”.
- (3) After subsection (5) insert—
- “(5A) Nothing in subsection (4) or (5) affects the duty imposed by section 167G to give notice within the period mentioned in subsection (6) of that section.”
- 26 In section 156B (power to provide for exceptions from requirement that each director to be a natural person), omit subsection (5).
- 27 In section 156C (existing director who is not a natural person), for subsections (3) to (5) substitute—
- “(3) If it appears to the registrar that, as a result of subsection (2), a company should have given notice under section 167G of a person having ceased to be a director but has failed to do so, the registrar must include a note in the register recording that fact.”
- 28 In section 853B (duties to notify a relevant event)—
- (a) for paragraph (c) substitute—

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- “(c) the duty to give notice of a change as mentioned in section 167G or 167H (changes in directors or required information about a director);”;
  - (b) omit paragraph (d);
  - (c) for paragraph (e) substitute—
    - “(e) the duty to give notice of a change as mentioned in section 279G or 279H (change in secretary or joint secretaries or in required information about a secretary or joint secretary);”;
  - (d) omit paragraphs (f) and (fa);
  - (e) for paragraph (g) substitute—
    - “(g) the duty to deliver anything as mentioned in section 790LA, 790LC, 790LD, 790LE, 790LF, 790LG or 790LH (information about persons with significant control);”.
- 29 In section 1079B (duty to notify directors), in subsections (1)(b) and (2)(b), for “section 167 or 167D” substitute “section 167G”.
- 30 In section 1136 (regulations about where certain company records to be kept available for inspection), in subsection (2), omit—
  - “section 162 (register of directors);”
  - “section 275 (register of secretaries);”
  - “section 790M (register of people with significant control over a company);”
  - “section 790Z (historic PSC register);”.
- 31 In paragraph 4 of Schedule 5 (communications by a company)—
  - (a) in sub-paragraph (1)(d), for “the company’s register of directors” substitute “the register”;
  - (b) omit sub-paragraph (1A).
- 32 In Schedule 8 (index of defined expressions), omit the entries relating to—
  - “the central register”;
  - “PSC register”;
  - “register of directors”;
  - “register of directors’ residential addresses”;
  - “register of secretaries”.