
EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations deal with trading disclosures to be made by a company. All displays and disclosures required by these Regulations are to be in characters which can be read with the naked eye (regulation 2).

Regulation 3 specifies that a company's registered name must be displayed at the registered office and other places at which records are kept for inspection. This regulation does not apply to any company which is "dormant" as defined in section 1169 of the Companies Act 2006 (c.46) ("the Act").

Regulation 4 applies to locations other than those referred to in regulation 3. Regulation 4 specifies that a company's registered name must also be displayed at any location at which it carries on business. This regulation does not apply to a location which is primarily used for living accommodation.

Regulation 5 sets out the manner in which a company is required to display its registered name. The name must be positioned so that it can easily be seen by any visitor to the premises (regulation 5(2)). The name must also be displayed continuously unless the multiple occupation exception set out in regulation 5(3) applies. Regulation 6(1) specifies the documentation on which a company's registered name should appear. A company must also display its registered name on its websites (regulation 6(2)).

Regulation 7 sets out the particulars, in addition to the registered name, which should appear on a company's business letters, order forms and websites. The reference to registration in a particular part of the United Kingdom is to registration by the Registrar of Companies for that part of the United Kingdom (section 1060 of the Act).

Regulation 7 implements Article 4 (apart from references to a company being wound up) of Directive 2003/58/EC of the European Parliament and the Council of 15th July 2003, amending Council Directive 68/151/EEC, as regards disclosure requirements in respect of certain types of companies (O.J. L221, 4.9.2003, p.13). These requirements in Article 4 were previously implemented by regulation 6 and the Schedules to the Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429) which amended provisions of the Companies Act 1985 (c.6) ("the 1985 Act") and the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6.)) ("the 1986 Order"). Those provisions of the 1985 Act and 1986 Order are repealed on 1st October 2008.

Where a company's business letter includes the name of a director of that company, other than in the text or as a signatory, the letter must disclose the name of every director of that company (regulation 8).

Regulation 9 deals with disclosures relating to the registered office and any other place at which the company keeps records available for inspection under the Companies Acts. "Working day" is defined in section 1173(1) of the Act.

It is an offence to fail to comply with a requirement of these Regulations and for these purposes a shadow director is to be treated as an officer of the company (regulation 10).

Regulation 11 revokes regulation 6 of and the Schedules to S.I. 2006/3429.

Status: *This is the original version (as it was originally made).*

An Impact Assessment in respect of these Regulations has been produced and copies are available from the Company Law and Governance Directorate, Department for Business, Enterprise and Regulatory Reform, 1 Victoria Street, London, SW1H 0ET or on www.berr.gov.uk/bbf/co-act-2006.