

Draft Regulations laid before Parliament under sections 1097A(10) and 1290 of the Companies Act 2006 (c. 46), for approval by resolution of each House of Parliament.

DRAFT STATUTORY INSTRUMENTS

2024 No.

COMPANIES

**The Registered Office Address (Rectification of Register)
Regulations 2024**

Made - - - -

Coming into force in accordance with regulation 1(2)

The Secretary of State makes these Regulations in exercise of the powers conferred by sections 1097A and 1292(1) of the Companies Act 2006(a).

In accordance with sections 1097A(10) and 1290 of the Companies Act 2006, a draft of these Regulations has been laid before Parliament and approved by a resolution of each House of Parliament.

PART 1

Introductory

Citation, commencement and extent

1.—(1) These Regulations may be cited as the Registered Office Address (Rectification of Register) Regulations 2024.

(2) These Regulations come into force when section 105 (registered office: rectification of register) of the Economic Crime and Corporate Transparency Act 2023(b) comes fully into force.

(3) These Regulations extend to England and Wales, Scotland and Northern Ireland.

Interpretation

2. In these Regulations—

“the Act” means the Companies Act 2006;

“default address” means an address nominated by the registrar under regulation 3;

(a) 2006 c. 46. Section 1097A was inserted by section 99(1) of the Small Business and Enterprise Act 2015 (c. 26) and amended by section 105 of the Economic Crime and Corporate Transparency Act 2023 (c. 56).

(b) 2023 c. 56.

“the 2016 Regulations” means the Companies (Address of Registered Office) Regulations 2016^(a).

PART 2

Default address

Nomination of default address

3.—(1) The registrar must nominate one or more addresses to be default addresses for the purposes of these Regulations (which need not be appropriate addresses^(b)).

(2) The registrar may only nominate an address under paragraph (1) if the address is—

- (a) one at which the registrar carries out functions, or
- (b) a PO box.

(3) The registrar must perform the duty in paragraph (1) by means of registrar’s rules^(c).

PART 3

Application to registrar

Application for address to be changed

4.—(1) Any person may apply to the registrar to change the address of a company’s registered office in accordance with these Regulations if the person thinks that the address is not an appropriate address.

(2) The application must—

- (a) state the applicant’s name, address and email address;
- (b) state the name of the company, the company’s registered number and the address of its registered office, and
- (c) explain why the applicant thinks that the address of the company’s registered office is not an appropriate address.

(3) The application must be accompanied by any information that the applicant wishes to rely on in support of the application.

Notification of outcome of application

5.—(1) The registrar must give the applicant a written notice stating the outcome of any application under regulation 4.

(2) If the application is unsuccessful, the notice must explain that the applicant has a right to appeal under regulation 14.

(a) S.I. 2016/423.

(b) See section 86 of the Act, which was substituted by section 28 of the Economic Crime and Corporate Transparency Act 2023.

(c) See section 1117 of the Act.

PART 4

Change of address to default address with prior notice

Notice that registrar intends to change address to default address

6.—(1) Where the registrar is satisfied that the address of a company's registered office is not an appropriate address and regulation 10 (power to change address to default address without notice) does not apply, the registrar must give the company a written notice in accordance with this regulation.

(2) The notice must state that the registrar intends to change the address of the company's registered office to a default address unless within the specified period—

- (a) the company gives notice of a new registered office address in accordance with section 87 of the Act, or
- (b) the company objects to the address of its registered office being changed and provides evidence to the satisfaction of the registrar that the company's registered office address is an appropriate address.

(3) The notice must be accompanied by a description of any information on which the registrar relied in deciding to act under this regulation.

(4) A notice may be given under this regulation on the registrar's own motion or following an application under regulation 4.

(5) If it is given following an application under regulation 4, the notice must also state that fact.

(6) In this Part "the specified period" means the period of 14 days beginning with the day on which a notice is given under paragraph (1).

Registrar duty to change address to default address

7.—(1) Where the registrar has given a company a notice under regulation 6 the registrar must change the address of the company's registered office to a default address if—

- (a) within the specified period, the company has not given notice of a new registered office address in accordance with section 87 of the Act, and
- (b) after the end of the specified period, the registrar remains satisfied that the company's registered office address is not an appropriate address.

(2) The fact that a company failed, within the specified period, to object to the change of the address may be taken by the registrar as sufficient evidence of the fact that its registered office address is not an appropriate address (without further ado).

(3) The change in the address of the company's registered office is effected by the registrar proceeding as if the company had given notice under section 87 of the Act.

Notice of change of address under regulation 7

8.—(1) If the registrar changes the address of a company's registered office under regulation 7, the registrar must give the company a written notice of the change.

(2) The notice must—

- (a) state the new address;
- (b) state the date on which the address was changed;

- (c) explain why the address was changed;
- (d) explain that the company has a right to appeal under regulation 13, and
- (e) explain the effect of regulations 20 to 22.

(3) The notice must be accompanied by a description of any information on which the registrar relied in deciding to change the address.

Notice of decision not to change address under regulation 7

9. If the registrar has given the company a notice under regulation 6 and decides not to change the address of its registered office, the registrar must give the company a written notice of that fact.

PART 5

Change of address to default address without prior notice

Power to change address to default address without notice

10.—(1) This regulation applies where the registrar—

- (a) is satisfied that the address of a company's registered office is not an appropriate address, and
- (b) does not consider it necessary to provide a period for objections to be made to the address of the company's registered office being changed to a default address.

(2) The registrar may change the address of the company's registered office to a default address.

(3) The change in the address of the company's registered office is effected by the registrar proceeding as if the company had given notice under section 87 of the Act.

(4) The registrar may act under this regulation on the registrar's own motion or following an application under regulation 4.

Notice of change of address under regulation 10

11.—(1) If the registrar changes the address of a company's registered office under regulation 10, the registrar must give the company a written notice of the change.

(2) The notice must—

- (a) state the new address;
- (b) state the date on which the address was changed;
- (c) explain why the address was changed;
- (d) where the change follows an application under regulation 4, state that fact;
- (e) explain that the company has a right to appeal under regulation 13, and
- (f) explain the effect of regulations 20 to 22.

(3) The notice must be accompanied by a description of any information on which the registrar relied in deciding to change the address.

PART 6

Change of address from one default address to another default address

Change of default address

12.—(1) This regulation applies where—

- (a) the registrar has changed the address of a company's registered office under regulation 7 or 10, and
- (b) the company has not since delivered a notice to the registrar in accordance with section 87 of the Act.

(2) The registrar may change the address of the company's registered office to another default address.

(3) The change in the address is effected by the registrar proceeding as if the company had given notice under section 87 of the Act.

(4) Where the registrar acts under paragraph (2), the registrar must give the company a written notice of the change.

(5) The notice must state—

- (a) the new address;
- (b) the date on which the address was changed.

PART 7

Appeals to the court

Appeal by company

13.—(1) If the registrar changes the address of a company's registered office under regulation 7 or 10 the company may appeal to the court.

(2) The appeal must be brought within the period of 28 days beginning with the day on which the company was given the notice of the change under regulation 8 or 11.

(3) In determining an appeal the court may take into account evidence that was not available to the registrar.

Appeal by applicant

14.—(1) A person who applies to the registrar under regulation 4 to change the address of a company's registered office may appeal to the court if the application is unsuccessful.

(2) The appeal must be brought within the period of 28 days beginning with the day on which the applicant was given the notice of the outcome of the application under regulation 5.

PART 8

Effect of change to default address

Valid service at previous address

15. Where the registrar changes the address of a company's registered office to a default address under these Regulations (including where the registrar changes the address from one default address to another default address), a person may validly serve any document on the company at the old address during the period of 14 days beginning with the day on which it was changed.

Suspension of duties about making records available for inspection

16.—(1) Where the registrar changes the address of a company's registered office from an address which is not a default address to a default address, the following duties do not apply in relation to the company during the suspension period (see paragraphs (2) and (3))—

- (a) the duty under any of the following sections of the Act to make company records available for inspection—
 - (i) section 114 (register of members);
 - (ii) section 162 (register of directors);
 - (iii) section 228 (directors' service contracts or memorandum of terms);
 - (iv) section 237 (directors' indemnities);
 - (v) section 275 (register of secretaries);
 - (vi) section 358 (records of resolutions etc);
 - (vii) section 388 (accounting records);
 - (viii) section 702 (contracts relating to the purchase of own shares);
 - (ix) section 720 (directors' statement and auditor's report to be available for inspection);
 - (x) section 743 (register of debenture holders);
 - (xi) section 790N (register to be kept available for public inspection);
 - (xii) section 805 (report to members of outcome of investigation by public company into interests in its shares);
 - (xiii) section 809 (register of interests in shares disclosed to public company), and
 - (xiv) sections 859P and 859Q (instruments creating and amending charges);
- (b) the duty to display a company's issuer register of members and its register of uncertificated shares under paragraph 6 of Schedule 4 to the Uncertificated Securities Regulations 2001(a);
- (c) the duty to display a company's registered name at the company's registered office under regulation 21(1)(a) of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015(b) ("the 2015 Regulations");
- (d) the duty under regulation 25 of the 2015 Regulations to state information about the company's registered office in descriptions of document or communication specified in regulation 25(1), and

(a) S.I. 2001/3755. Amended by article 2(21)(g) to (l) of S.I. 2009/1889.

(b) S.I. 2015/17.

- (e) the duty under regulation 27 of the 2015 Regulations to provide information about a company’s registered office on request to those persons the company deals with in the course of business.
- (2) The “suspension period” means the period of 28 days beginning with the day on which the change referred to in paragraph (1) was made, unless an appeal is brought within that period.
- (3) If an appeal is brought within that period, the “suspension period” is whichever of the following ends later—
- (a) the period mentioned in paragraph (2), and
 - (b) the period beginning with the day on which the change is made and ending with—
 - (i) the end of the period of 7 days beginning with the day on which the appeal is finally determined in the registrar’s favour;
 - (ii) the end of the period of 7 days beginning with the day on which a new address is registered at the direction of the court following final determination of the appeal in the applicant’s favour, or
 - (iii) the day on which the appeal is withdrawn.

Administration of the default address

17. Where a company has had its registered office address changed to a default address in accordance with these Regulations, the company may not display its name, or keep, display, or make available for inspection, its registers, indexes or other documents at the default address.

Collection and destruction of documents

18.—(1) If the address of a company’s registered office is changed to a default address (including from one default address to another default address) the registrar must facilitate the collection by the company of any documents delivered to the company at that address.

- (2) But the registrar may destroy any document delivered to the company at that address if—
- (a) it is not collected within the period of 6 months beginning with the day on which it is delivered, or
 - (b) the company is struck off.

No duty on registrar to forward documents

19. Where a company has changed the address of its registered office from a default address to a new address under section 87 of the Act, the registrar is under no duty to forward any documents delivered to the company at the default address to the new address.

PART 9

Requirement to move registered office from default address

Duty to move registered office from default address within compliance period

20.—(1) This regulation applies to a company that has had the address of its registered office changed to a default address under either—

- (a) regulation 7 or 10, or
- (b) the 2016 Regulations and has not given a notice under section 87 of the Act before these Regulations come into force.

(2) The company must, before the end of the compliance period, give a notice under section 87 of the Act to change the address of its registered office to a new address.

(3) The “compliance period” is—

- (a) in relation to a company whose registered office address has been changed under regulation 7 or 10, the period of 28 days beginning with the day on which the change was made, and
- (b) in relation to a company whose registered office address has been changed under the 2016 Regulations, the period of 28 days beginning with the day on which these Regulations come into force,

unless an appeal is brought within that period.

(4) If an appeal is brought within that period, the “compliance period” is whichever of the following ends later—

- (a) the period mentioned in paragraph (3), and
- (b) the period beginning with the day on which the change is made and ending with—
 - (i) the end of the period of 7 days beginning with the day on which the appeal is finally determined in the registrar’s favour, or
 - (ii) the day on which the appeal is withdrawn.

Offence of failure to comply with regulation 20

21.—(1) If a company fails, without reasonable excuse, to comply with regulation 20 an offence is committed by—

- (a) the company, and
- (b) every officer of the company that is in default^(a).

(2) For the purposes of this regulation a shadow director is treated as a director.

(3) A person guilty of an offence under this regulation 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.

Striking off a company that fails to comply with regulation 20

22.—(1) The registrar may strike a company’s name off the register if the company has failed to comply with regulation 20.

(2) The registrar may not exercise the power in paragraph (1) unless, after that failure—

- (a) the registrar has published a notice in the Gazette that, at the end of the period of 2 months beginning with the date of the notice, the name of the company mentioned in the notice will be struck off the register and the company will be dissolved unless, before the end of that period, the company gives a notice in accordance with section 87 of the Act to change the address of its registered office to a new address or an objection is received by the registrar which satisfies the registrar that it is not appropriate to strike the company’s name off the register, and
- (b) the period mentioned in paragraph (a) has expired.

(3) If the registrar exercises the power in paragraph (1), the registrar must publish a notice in the Gazette of the company’s name having been struck off the register.

(4) On the publication of the notice in the Gazette the company is dissolved.

(a) See section 1121(3) of the Act for the meaning of “in default”.

(5) However—

- (a) the liability (if any) of every director, managing officer and member of the company continues and may be enforced as if the company had not been dissolved, and
- (b) nothing in this paragraph affects the power of the court to wind up a company the name of which has been struck off the register.

Restoration of struck-off company

23.—(1) Chapter 3 of Part 31 of the Act applies in relation to a company struck off under regulation 22 as it applies to a company struck off under section 1000 of the Act, subject to the modification in paragraph (2).

(2) Section 1025 of the Act has effect as if after the words “up to date” in subsection (5) there were included “and has delivered to the registrar a notice of change of address under section 87”.

PART 10

Revocation and Transitional Provision

Revocation

24. The 2016 Regulations are revoked.

Transitional provision

25.—(1) An application made or notice given under a provision of the 2016 Regulations specified in column 2 of the table is to be treated, after the commencement of these Regulations—

- (a) as if it were an application made or notice given under the provision of these Regulations specified in the corresponding entry in column 3, and
- (b) as if it complied with the requirements of these Regulations in relation to such applications or notices.

1	2	3
General description	Provision of the 2016 Regulations	Corresponding provision of these Regulations
Application to change company’s registered office address	Regulation 2	Regulation 4
Notice of application	Regulation 5(b)	Regulation 6
Notice of outcome	Regulation 10	Regulations 5 and 8

(2) Where a notice has been given under regulation 5(b) of the 2016 Regulations before these Regulations come into force, the specified period for the purposes of regulations 6 and 7 of these Regulations is the period specified in that notice.

(3) Where an address is a default address within the meaning of regulation 1(2)(d) of the 2016 Regulations before these Regulations come into force, that address is to be treated, after the commencement of these Regulations, as if it had been nominated in accordance with regulation 3 of these Regulations.

(4) In relation to a company whose registered office address has been changed to a default address under the 2016 Regulations, regulation 13(2) has effect as if the reference to the period mentioned there were to the period mentioned in regulation 16 of the 2016 Regulations.

(5) Anything else done under (or for the purposes of or in reliance on) a provision in the 2016 Regulations, and effective immediately before the time these Regulations come into force, has effect after that time as if done under (or for the purposes of or in reliance on) the corresponding provision of these Regulations.

	<i>Name</i>
	Title
Date	Department for Business and Trade

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations provide the registrar of companies with power, on application and on the registrar's own motion, to change a company's registered office address to a "default address" if the registrar is satisfied that the address is not an "appropriate address" within the meaning of section 86 of the Companies Act 2006 (c.46).

Part 2 requires the registrar to nominate a default address for the purposes of these Regulations.

Part 3 provides for applications to be made to the registrar to change a company's registered office address and the notice to be given about the application.

Part 4 provides for the registrar to change a company's registered office address after having given prior notice to the company.

Part 5 provides for the registrar to change a company's registered office address without giving prior notice.

Part 6 provides for the registrar to be able to change a registered office address from one default address to another default address.

Part 7 provides for appeals against the registrar's decisions under these Regulations.

Part 8 provides for the effect of changing a company's registered office address to a default address nominated by the registrar.

Part 9 establishes a criminal offence for a company and any officer in default where the company does not change its registered office address to an appropriate address within a certain period. Part 9 also establishes a power for the registrar to initiate strike-off proceedings against the company in these circumstances, and makes provision about the restoration of a struck-off company.

Part 10 revokes the Companies (Address of Registered Office) 2016 Regulations (S.I. 2016/423) and contains transitional provision.

No impact assessment has been prepared in connection with these Regulations.

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