



Companies Act 2006

2006 CHAPTER 46

PART 10

A COMPANY'S DIRECTORS

CHAPTER 1

APPOINTMENT AND REMOVAL OF DIRECTORS

Modifications etc. (not altering text)

- C1** Pts. 1-39 modified (31.12.2020) by Regulation (EC) No. 2157/2001, Art. AAA1(3) (as inserted by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **97** (with [regs. 140-145](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\)](#), [5\(a\)-\(f\)](#)); 2020 c. 1, Sch. 5 para. 1(1))

Requirement to have directors

154 Companies required to have directors

- (1) A private company must have at least one director.
- (2) A public company must have at least two directors.

155 Companies required to have at least one director who is a natural person

- (1) A company must have at least one director who is a natural person.
- (2) This requirement is met if the office of director is held by a natural person as a corporation sole or otherwise by virtue of an office.

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156 Direction requiring company to make appointment

- (1) If it appears to the Secretary of State that a company is in breach of—
 - section 154 (requirements as to number of directors), or
 - section 155 (requirement to have at least one director who is a natural person),
 the Secretary of State may give the company a direction under this section.
- (2) The direction must specify—
 - (a) the statutory requirement the company appears to be in breach of,
 - (b) what the company must do in order to comply with the direction, and
 - (c) the period within which it must do so.

That period must be not less than one month or more than three months after the date on which the direction is given.
- (3) The direction must also inform the company of the consequences of failing to comply.
- (4) Where the company is in breach of section 154 or 155 it must comply with the direction by—
 - (a) making the necessary appointment or appointments, and
 - (b) giving notice of them under ^[F1]section 167^[F1]section 167G],
 before the end of the period specified in the direction.
- (5) If the company has already made the necessary appointment or appointments (or so far as it has done so), it must comply with the direction by giving notice of them under ^[F2]section 167^[F2]section 167G] before the end of the period specified in the direction.
- ^[F3](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.]
- (6) If a company fails to comply with a direction under this section, an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.
- (7) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding ^[F4]one-tenth of level 5 on the standard scale^[F4]one-tenth of the greater of £5,000 or level 4 on the standard scale].

Textual Amendments

- F1** Words in s. 156(4)(b) substituted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), s. 219\(1\)\(2\)\(b\), Sch. 2 para. 25\(2\)](#)
- F2** Words in s. 156(5) substituted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), s. 219\(1\)\(2\)\(b\), Sch. 2 para. 25\(2\)](#)
- F3** S. 156(5A) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), s. 219\(1\)\(2\)\(b\), Sch. 2 para. 25\(3\)](#)

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- F4** Words in s. 156(7) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), [Sch. 3 para. 9\(4\)](#) (with reg. 5(1))

Commencement Information

- II** S. 156 wholly in force at 1.10.2008; s. 156 not in force at Royal Assent see s. 1300; s. 156 in force at 1.10.2008 by [S.I. 2007/3495](#), [art. 5\(1\)\(c\)](#) (subject to transitional adaptations in [Sch. 1 para. 24](#))

Appointment

157 Minimum age for appointment as director

- (1) A person may not be appointed a director of a company unless he has attained the age of 16 years.
- (2) This does not affect the validity of an appointment that is not to take effect until the person appointed attains that age.
- (3) Where the office of director of a company is held by a corporation sole, or otherwise by virtue of another office, the appointment to that other office of a person who has not attained the age of 16 years is not effective also to make him a director of the company until he attains the age of 16 years.
- (4) An appointment made in contravention of this section is void.
- (5) Nothing in this section affects any liability of a person under any provision of the Companies Acts if he—
 - (a) purports to act as director, or
 - (b) acts as a shadow director,although he could not, by virtue of this section, be validly appointed as a director.
- (6) This section has effect subject to section 158 (power to provide for exceptions from minimum age requirement).

158 Power to provide for exceptions from minimum age requirement

- (1) The Secretary of State may make provision by regulations for cases in which a person who has not attained the age of 16 years may be appointed a director of a company.
 - (2) The regulations must specify the circumstances in which, and any conditions subject to which, the appointment may be made.
 - (3) If the specified circumstances cease to obtain, or any specified conditions cease to be met, a person who was appointed by virtue of the regulations and who has not since attained the age of 16 years ceases to hold office [^{F5}by virtue of that appointment].
- [^{F6}(3A) Nothing in subsection (3) affects any liability of a person under any provision of the Companies Acts or any other enactment, if, having ceased to hold office by virtue of that subsection, the person—
- (a) purports to act as director, or
 - (b) acts as shadow director.]

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- (4) The regulations may make different provision for different parts of the United Kingdom.

This is without prejudice to the general power to make different provision for different cases.

- (5) Regulations under this section are subject to negative resolution procedure.

Textual Amendments

- F5** Words in [s. 158\(3\)](#) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 41\(3\)\(a\)](#), [219\(1\)\(2\)\(b\)](#)
- F6** [S. 158\(3A\)](#) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 41\(3\)\(b\)](#), [219\(1\)\(2\)\(b\)](#)

Commencement Information

- I2** S. 158 wholly in force at 1.10.2008; s. 158 not in force at Royal Assent, see s. 1300; s. 158 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), [art. 3\(3\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6](#), [8](#), [Sch. 5](#)) ; s. 158 in force at 1.10.2008 by [S.I. 2007/3495](#), [art. 5\(1\)\(c\)](#) (with savings in [arts. 7](#), [12](#))

[^{F7}159 Existing under-age directors

- (1) This section applies where—
- (a) a person appointed a director of a company before section 157 (minimum age for appointment as director) comes into force has not attained the age of 16 when that section comes into force, or
 - (b) the office of director of a company is held by a corporation sole, or otherwise by virtue of another office, and the person appointed to that other office has not attained the age of 16 years when that section comes into force,
- and the case is not one excepted from that section by regulations under section 158.
- (2) That person ceases to be a director on section 157 coming into force.
- (3) The company must make the necessary consequential alteration in its register of directors but need not give notice to the registrar of the change.
- (4) If it appears to the registrar (from other information) that a person has ceased by virtue of this section to be a director of a company, the registrar shall note that fact on the register.]

Textual Amendments

- F7** [S. 159](#) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 41\(4\)](#), [219\(1\)\(2\)\(b\)](#)

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[^{F8}159A Disqualified person not to be appointed as director

- (1) A person may not be appointed a director of a company if the person is disqualified under the directors disqualification legislation (see subsection (2)).
- (2) In the table—
 - (a) Part 1 defines “disqualified under the directors disqualification legislation” for the purposes of provisions of this Act so far as relating to—
 - (i) a company registered in England and Wales or Scotland, or
 - (ii) the delivery of a document to the registrar of companies for England and Wales or Scotland or a statement contained in such a document;
 - (b) Part 2 defines “disqualified under the directors disqualification legislation” for the purposes of provisions of this Act so far as relating to—
 - (i) a company registered in Northern Ireland, or
 - (ii) the delivery of a document to the registrar of companies for Northern Ireland or a statement contained in such a document.

For those purposes a person (P) is disqualified under the directors disqualification legislation if:

Except in the application of the provision in relation to P acting in a capacity, or doing anything, for which P has the permission of a court or the authority of a licence, or in respect of which an exception applies, by virtue of:

Part 1: England and Wales and Scotland

P is subject to a disqualification order or undertaking under the Company Directors Disqualification Act 1986.	Section 1(1), 1A(1) or 9B(4) of the 1986 Act.
Any of the circumstances mentioned in section 11 of the Company Directors Disqualification Act 1986 (bankruptcy etc) apply to P.	Section 11 of the 1986 Act.
P is subject to director disqualification sanctions within the meaning of section 11A of the Company Directors Disqualification Act 1986.	Section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018 (exceptions and licences).
Section 12 of the Company Directors Disqualification Act 1986 (disabilities on revocation of administration order against an individual) applies to P.	Section 12 of the 1986 Act.
P is subject to a disqualification order or undertaking mentioned in section 12A or 12B of the Company Directors Disqualification Act 1986 (recognition of Northern Ireland disqualification orders and undertakings).	Section 12A or 12B of the 1986 Act.
P is disqualified as mentioned in section 1184(2) (a) or (b) or is subject to a disqualification undertaking under section 1184(3).	Section 1184(5).

Part 2: Northern Ireland

P is subject to a disqualification order or undertaking under the Company Directors	Article 3(1), 4(1) or 13B(4) of the 2002 Order.
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<i>For those purposes a person (P) is disqualified under the directors disqualification legislation if:</i>	<i>Except in the application of the provision in relation to P acting in a capacity, or doing anything, for which P has the permission of a court or the authority of a licence, or in respect of which an exception applies, by virtue of:</i>
Disqualification (Northern Ireland) Order 2002 (S.I.2002/3150 (N.I. 4)).	
Any of the circumstances mentioned in Article 15 of the Company Directors Disqualification (Northern Ireland) Order 2002 (bankruptcy etc) apply to P.	Article 15 of the 2002 Order.
P is subject to director disqualification sanctions within the meaning of Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002.	Section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018 (exceptions and licences).
Article 16 of the Company Directors Disqualification (Northern Ireland) Order 2002 (disabilities on revocation of administration order against an individual) applies to P.	Article 16 of the 2002 Order.
P is subject to a disqualification order or undertaking mentioned in Article 17 of the Company Directors Disqualification (Northern Ireland) Order 2002 (recognition of GB disqualification orders and undertakings).	Article 17 of the 2002 Order.
P is disqualified as mentioned in section 1184(2)(a) or (b) or is subject to a disqualification undertaking under section 1184(3).	Section 1184(5).

(3) An appointment made in contravention of this section is void.

(4) Nothing in this section affects any liability of a person under any provision of the Companies Acts or any other enactment if the person—

- (a) purports to act as director, or
- (b) acts as shadow director,

although the person could not, by virtue of this section, be validly appointed as a director.]

Textual Amendments

- F8** [S. 159A](#) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), [ss. 40\(2\)](#), [219\(1\)\(2\)\(b\)](#)

160 Appointment of directors of public company to be voted on individually

- (1) At a general meeting of a public company a motion for the appointment of two or more persons as directors of the company by a single resolution must not be made unless a

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resolution that it should be so made has first been agreed to by the meeting without any vote being given against it.

- (2) A resolution moved in contravention of this section is void, whether or not its being so moved was objected to at the time.

But where a resolution so moved is passed, no provision for the automatic reappointment of retiring directors in default of another appointment applies.

- (3) For the purposes of this section a motion for approving a person's appointment, or for nominating a person for appointment, is treated as a motion for his appointment.
- (4) Nothing in this section applies to a resolution amending the company's articles.

161 Validity of acts of directors

- (1) The acts of a person acting as a director are valid notwithstanding that it is afterwards discovered—
- (a) that there was a defect in his appointment;
 - (b) that he was disqualified from holding office;
 - (c) that he had ceased to hold office;
 - (d) that he was not entitled to vote on the matter in question.
- (2) This applies even if the resolution for his appointment is void under section 160 (appointment of directors of public company to be voted on individually).

[^{F9}Register of directors, etc]

Textual Amendments

- F9** [S. 161A cross-heading](#) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), s. 219(1)(2)(b), [Sch. 2 para. 2\(b\)](#)

^{F10}^{F11}161 Alternative method of record-keeping

Sections 162 to 167 must be read with sections 167A to 167E (which allow for an alternative method of record-keeping in the case of private companies).]]

Textual Amendments

- F10** [Ss. 161A-167F](#) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), s. 219(1)(2)(b), [Sch. 2 para. 2\(a\)](#)
- F11** [S. 161A](#) inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015](#) (c. 26), s. 164(1), [Sch. 5 para. 6](#); [S.I. 2016/321](#), reg. 6(c)

^{F10}162 Register of directors

- (1) Every company must keep a register of its directors.

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- (2) The register must contain the required particulars (see sections 163, 164 and 166) of each person who is a director of the company.
 - (3) The register must be kept available for inspection—
 - (a) at the company's registered office, or
 - (b) at a place specified in regulations under section 1136.
 - (4) The company must give notice to the registrar—
 - (a) of the place at which the register is kept available for inspection, and
 - (b) of any change in that place,unless it has at all times been kept at the company's registered office.
 - (5) The register must be open to the inspection—
 - (a) of any member of the company without charge, and
 - (b) of any other person on payment of such fee as may be prescribed.
 - (6) If default is made in complying with subsection (1), (2) or (3) or if default is made for 14 days in complying with subsection (4), or if an inspection required under subsection (5) is refused, an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- For this purpose a shadow director is treated as an officer of the company.
- (7) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [^{F12}one-tenth of level 5 on the standard scale][^{F12}one-tenth of the greater of £5,000 or level 4 on the standard scale].
 - (8) In the case of a refusal of inspection of the register, the court may by order compel an immediate inspection of it.]

Textual Amendments

- F10** Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 2 para. 2\(a\)](#)
- F12** Words in s. 162(7) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), [Sch. 3 para. 9\(5\)](#) (with reg. 5(1))

Modifications etc. (not altering text)

- C2** S. 162: power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), ss. [39\(1\)](#), [40\(e\)](#), [49\(1\)](#) (with ss. [2\(2\)](#), [5\(2\)](#), [39\(8\)\(9\)](#))
- C3** S. 162 modified (22.2.2008) by [The Northern Rock plc Transfer Order 2008 \(S.I. 2008/432\)](#), art. 17(1), [Sch. para. 2\(b\)](#)
- C4** S. 162 modified (8.00 a.m. on 29.9.2008) by [The Bradford & Bingley plc Transfer of Securities and Property etc. Order 2008 \(S.I. 2008/2546\)](#), art. 13(1)(3), [Sch. 1 para. 2\(b\)](#)
- C5** S. 162 modified (9.30 a.m. on 7.10.2008) by [The Heritable Bank plc Transfer of Certain Rights and Liabilities Order 2008 \(S.I. 2008/2644\)](#), art. 26, [Sch. 2 para. 2\(b\)](#)
- C6** S. 162 modified (retrospective to 30.3.2009 at 8.00 a.m.) by [The Amendments to Law \(Resolution of Dunfermline Building Society\) Order 2009 \(S.I. 2009/814\)](#), arts. 1(2), 7, [Sch. para. 2\(b\)](#)

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- C7** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 6** (with transitional provisions and savings in [regs. 7, 9, Sch. 2](#))
- C8** Ss. 162-165 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **18** (with [Sch. 1 paras. 5, 6, 13, 14, 34, 35](#)) (as amended (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), [reg. 1\(1\)](#), **Sch. 3 para. 14(2)** (with [reg. 5\(1\)](#)))
- C9** S. 162 modified (1.3.2016) by [The NRAM plc \(formerly Northern Rock plc\) Consequential and Supplementary Provisions Order 2016 \(S.I. 2016/114\)](#), arts. 1(1), 7(1), (3), **Sch. para. 1(b)**
- C10** S. 162 modified (6.4.2016) by [The Companies \(Address of Registered Office\) Regulations 2016 \(S.I. 2016/423\)](#), [regs. 1\(1\), 11\(a\)\(ii\)](#)
- C11** S. 162(6) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), [regs. 2, 7](#)

Commencement Information

- I3** S. 162 wholly in force at 1.10.2009; s. 162 not in force at Royal Assent, see s. 1300; s. 162 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8, Sch. 5](#)); s. 162 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(i)** (with [arts. 5, 7, 8, Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

[^{F10}163 Particulars of directors to be registered: individuals

- (1) A company's register of directors must contain the following particulars in the case of an individual—
- name and any former name;
 - a service address;
 - the country or state (or part of the United Kingdom) in which he is usually resident;
 - nationality;
 - business occupation (if any);
 - date of birth.

- ^{F13}(2) For the purposes of this section “name” means a person's Christian name (or other forename) and surname, except that in the case of—

- a peer, or
- an individual usually known by a title,

the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.

- (3) For the purposes of this section a “former name” means a name by which the individual was formerly known for business purposes.

Where a person is or was formerly known by more than one such name, each of them must be stated.

- (4) It is not necessary for the register to contain particulars of a former name in the following cases—

- in the case of a peer or an individual normally known by a British title, where the name is one by which the person was known previous to the adoption of or succession to the title;

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- (b) in the case of any person, where the former name—
 - (i) was changed or disused before the person attained the age of 16 years, or
 - (ii) has been changed or disused for 20 years or more.
- (5) A person's service address may be stated to be “The company's registered office”.]

Textual Amendments

- F10** Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 2 para. 2\(a\)](#)
- F13** S. 163(2)-(4) applied by [S.I. 1989/638](#), reg. 5(3A) (as substituted (1.10.2009) by [The European Economic Interest Grouping \(Amendment\) Regulations 2009 \(S.I. 2009/2399\)](#), [reg. 8\(3\)](#) (with [reg. 2](#)) and as amended (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), [regs. 1, 5\(4\)](#))

Modifications etc. (not altering text)

- C12** Ss. 162-165 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), [regs. 2, 18](#) (with [Sch. 1 paras. 5, 6, 13, 14, 34, 35](#))
- C13** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), [regs. 3-5](#), [Sch. 1 para. 6](#) (with transitional provisions and savings in [regs. 7, 9](#), [Sch. 2](#))
- C14** S. 163(2)-(4) applied by [S.I. 2004/2326](#) reg. 10B (as inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), [regs. 1, 18](#))
- C15** S. 163(2)-(5) applied by [S.I. 2004/2326](#) reg. 85(4) (as substituted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), [regs. 1, 29](#))
- C16** S. 163(2)-(4) applied by [S.I. 1989/638](#), reg. 5(3A) (as substituted (1.10.2009) by [The European Economic Interest Grouping \(Amendment\) Regulations 2009 \(S.I. 2009/2399\)](#), [reg. 8\(3\)](#) (with [reg. 2](#)))

[^{F10}164 Particulars of directors to be registered: corporate directors and firms

A company's register of directors must contain the following particulars in the case of a body corporate, or a firm that is a legal person under the law by which it is governed—

- (a) corporate or firm name;
- (b) registered or principal office;
- [^{F14}(c) in the case of a limited company that is a UK-registered company, the registered number;]
- (d) in any other case, particulars of—
 - (i) the legal form of the company 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.]

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Textual Amendments

- F10** Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), s. 219(1)(2)(b), **Sch. 2 para. 2(a)**
- F14** S. 164(c) substituted (31.12.2020) by [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019](#) (S.I. 2019/348), reg. 2, **Sch. 1 para. 4** (with Sch. 4 para. 2) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

Modifications etc. (not altering text)

- C17** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009](#) (S.I. 2009/2436), regs. 3-5, **Sch. 1 para. 6** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C18** Ss. 162-165 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2, 18 (with Sch. 1 paras. 5, 6, 13, 14, 34, 35) (as amended (31.12.2020) by [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019](#) (S.I. 2019/348), reg. 2, **Sch. 3 para. 23** (with Sch. 4 para. 2) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)))

[^{F10}165 Register of directors' residential addresses

- (1) Every company must keep a register of directors' residential addresses.
- (2) The register must state the usual residential address of each of the company's directors.
- (3) If a director's usual residential address is the same as his service address (as stated in the company's register of directors), the register of directors' residential addresses need only contain an entry to that effect.

This does not apply if his service address is stated to be “The company's registered office”.

- (4) If default is made in complying with this section, an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [^{F15}one-tenth of level 5 on the standard scale][^{F15}one-tenth of the greater of £5,000 or level 4 on the standard scale].
- (6) This section applies only to directors who are individuals, not where the director is a body corporate or a firm that is a legal person under the law by which it is governed.]

Textual Amendments

- F10** Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), s. 219(1)(2)(b), **Sch. 2 para. 2(a)**

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- F15** Words in s. 165(5) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), **Sch. 3 para. 9(6)** (with reg. 5(1))

Modifications etc. (not altering text)

- C19** S. 165 modified (22.2.2008) by [The Northern Rock plc Transfer Order 2008 \(S.I. 2008/432\)](#), art. 17(1), **Sch. para. 2(c)**
- C20** S. 165 modified (8.00 a.m. on 29.9.2008) by the [The Bradford & Bingley plc Transfer of Securities and Property etc. Order 2008 \(S.I. 2008/2546\)](#), art. 13(1)(3), **Sch. 1 para. 2(c)**
- C21** S. 165 modified (9.30 a.m. on 7.10.2008) by [The Heritable Bank plc Transfer of Certain Rights and Liabilities Order 2008 \(S.I. 2008/2644\)](#), art. 26, **Sch. 2 para. 2(c)**
- C22** S. 165 modified (retrospective to 30.3.2009 at 8.00 a.m.) by [The Amendments to Law \(Resolution of Dunfermline Building Society\) Order 2009 \(S.I. 2009/814\)](#), arts. 1(2), 7, **Sch. para. 2(c)**
- C23** Ss. 162-165 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **18** (with Sch. 1 paras. 5, 6, 13, 14, 34, 35)
- C24** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 6** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C25** S. 165 modified (1.3.2016) by [The NRAM plc \(formerly Northern Rock plc\) Consequential and Supplementary Provisions Order 2016 \(S.I. 2016/114\)](#), arts. 1(1), 7(1), (3), **Sch. para. 1(c)**

[^{F10}166 Particulars of directors to be registered: power to make regulations

- (1) The Secretary of State may make provision by regulations amending—
section 163 (particulars of directors to be registered: individuals),
section 164 (particulars of directors to be registered: corporate directors and firms), or
section 165 (register of directors' residential addresses),
so as to add to or remove items from the particulars required to be contained in a company's register of directors or register of directors' residential addresses.
- (2) Regulations under this section are subject to affirmative resolution procedure.]

Textual Amendments

- F10** [Ss. 161A-167F](#) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), **Sch. 2 para. 2(a)**

Modifications etc. (not altering text)

- C26** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 6** (with transitional provisions and savings in regs. 7, 9, Sch. 2)

Commencement Information

- I4** S. 166 wholly in force at 1.10.2009; s. 166 not in force at Royal Assent, see s. 1300; s. 166 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5](#), **Sch. 1** and with [arts. 6, 8](#), **Sch. 5**); s. 166 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(i)** (with [arts. 5, 7, 8](#), **Sch. 2**) (as amended by [S.I. 2009/1802](#), **art. 18**)

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[^{F10}167 Duty to notify registrar of changes

- (1) A company must, within the period of 14 days from—
 - (a) a person becoming or ceasing to be a director, or
 - (b) the occurrence of any change in the particulars contained in its register of directors or its register of directors' residential addresses,give notice to the registrar of the change and of the date on which it occurred.
- (2) Notice of a person having become a director of the company must—
 - (a) contain a statement of the particulars of the new director that are required to be included in the company's register of directors and its register of directors' residential addresses, and
 - [^{F16}(b) be accompanied by a statement by the company that the person has consented to act in that capacity.]
- (3) Where—
 - (a) a company gives notice of a change of a director's service address as stated in the company's register of directors, and
 - (b) the notice is not accompanied by notice of any resulting change in the particulars contained in the company's register of directors' residential addresses,the notice must be accompanied by a statement that no such change is required.
- (4) If default is made in complying with this section, an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.For this purpose a shadow director is treated as an officer of the company.
- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [^{F17}one-tenth of level 5 on the standard scale][^{F17}one-tenth of the greater of £5,000 or level 4 on the standard scale].]

Textual Amendments

- F10** Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), s. 219(1)(2)(b), **Sch. 2 para. 2(a)**
- F16** S. 167(2)(b) substituted (10.10.2015) by [Small Business, Enterprise and Employment Act 2015](#) (c. 26), **ss. 100(4), 164(1)** (with s. 100(6)); S.I. 2015/1689, reg. 4(b)
- F17** Words in s. 167(5) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015](#) (S.I. 2015/664), reg. 1(1), **Sch. 3 para. 9(7)** (with reg. 5(1))

Modifications etc. (not altering text)

- C27** S. 167: power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020](#) (c. 12), **ss. 39(1), 40(e), 49(1)** (with ss. 2(2), 5(2), 39(8)(9))
- C28** S. 167 modified (22.2.2008) by [The Northern Rock plc Transfer Order 2008](#) (S.I. 2008/432), art. 17(1), **Sch. para. 2(d)**
- C29** S. 167 modified (8.00 a.m. on 29.9.2008) by [the The Bradford & Bingley plc Transfer of Securities and Property etc. Order 2008](#) (S.I. 2008/2546), art. 13(1)(3), **Sch. 1 para. 2(d)**

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- C30** S. 167 modified (9.30 a.m. on 7.10.2008) by The Heritable Bank plc Transfer of Certain Rights and Liabilities Order 2008 (S.I. 2008/2644), art. 26, **Sch. 2 para. 2(d)**
- C31** S. 167 modified (retrospective to 30.3.2009 at 8.00 a.m.) by The Amendments to Law (Resolution of Dunfermline Building Society) Order 2009 (S.I. 2009/814), arts. 1(2), 7, **Sch. para. 2(d)**
- C32** Ss. 162-167 applied (with modifications) (1.10.2009) by The Unregistered Companies Regulations 2009 (S.I. 2009/2436), regs. 3-5, **Sch. 1 para. 6** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C33** S. 167 modified (1.3.2016) by The NRAM plc (formerly Northern Rock plc) Consequential and Supplementary Provisions Order 2016 (S.I. 2016/114), arts. 1(1), 7(1), (3), **Sch. para. 1(d)**
- C34** S. 167(1) modified (temp.) (27.6.2020) by The Companies etc. (Filing Requirements) (Temporary Modifications) Regulations 2020 (S.I. 2020/645), regs. 2, **8**

[^{F18}Option to keep information on the central register

Textual Amendments

- F18** Ss. 167A-167F and cross-heading inserted (30.6.2016) by Small Business, Enterprise and Employment Act 2015 (c. 26), s. 164(1), **Sch. 5 para. 7**; S.I. 2016/321, reg. 6(c)

[^{F10}167A Right to make an election

- (1) An election may be made under this section in respect of a register of directors or a register of directors' residential addresses (or both).
- (2) The election may be made—
 - (a) by the subscribers wishing to form a private company under this Act, or
 - (b) by the private company itself once it is formed and registered.
- (3) The election is made by giving notice of election to the registrar.
- (4) If the notice is given by subscribers wishing to form a private company, it must be given when the documents required to be delivered under section 9 are delivered to the registrar.]

Textual Amendments

- F10** Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of Economic Crime and Corporate Transparency Act 2023 (c. 56), s. 219(1)(2)(b), **Sch. 2 para. 2(a)**

Modifications etc. (not altering text)

- C35** Ss. 167A-167E applied (with modifications) by S.I. 2009/1804, reg. 18A (as inserted (30.6.2016) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2016 (S.I. 2016/599), reg. 1, Sch. 1 para. 3)

[^{F10}167B Effective date of election

- (1) An election made under section 167A takes effect when the notice of election is registered by the registrar.
- (2) The election remains in force until either—

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- (a) the company ceases to be a private company, or
 - (b) a notice of withdrawal sent by the company under section 167E is registered by the registrar,
- whichever occurs first.]

Textual Amendments

F10 Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 2 para. 2\(a\)](#)

Modifications etc. (not altering text)

C35 Ss. 167A-167E applied (with modifications) by S.I. 2009/1804, reg. 18A (as inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, Sch. 1 para. 3)

[^{F10}167CEffect of election on obligations under sections 162 to 167

- (1) If an election is in force under section 167A with respect to a company, the company's obligations under sections 162 to 167—
 - (a) to keep and maintain a register of the relevant kind, and
 - (b) to notify the registrar of changes to it,do not apply with respect to the period when the election is in force.
- (2) The reference in subsection (1) to a register “of the relevant kind” is to a register (whether a register of directors or a register of directors' residential addresses) of the kind in respect of which the election is made.]

Textual Amendments

F10 Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 2 para. 2\(a\)](#)

Modifications etc. (not altering text)

C35 Ss. 167A-167E applied (with modifications) by S.I. 2009/1804, reg. 18A (as inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, Sch. 1 para. 3)

[^{F10}167DDuty to notify registrar of changes

- (1) The duty under subsection (2) applies during the period when an election under section 167A is in force.
- (2) The company must deliver to the registrar—
 - (a) any information of which the company would during that period have been obliged to give notice under section 167, had the election not been in force, and
 - (b) any statement that would have had to accompany such a notice.

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- (3) The information (and any accompanying statement) must be delivered as soon as reasonably practicable after the company becomes aware of the information and, in any event, no later than the time by which the company would have been required under section 167 to give notice of the information.
- (4) If default is made in complying with this section, an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

- (5) A person guilty of an offence under this section 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.]

Textual Amendments

F10 Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), s. 219(1)(2)(b), **Sch. 2 para. 2(a)**

Modifications etc. (not altering text)

C35 Ss. 167A-167E applied (with modifications) by S.I. 2009/1804, reg. 18A (as inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016](#) (S.I. 2016/599), reg. 1, Sch. 1 para. 3)

[^{F10}167E Withdrawing the election

- (1) A company may withdraw an election made by or in respect of it under section 167A.
- (2) Withdrawal is achieved by giving notice of withdrawal to the registrar.
- (3) The withdrawal takes effect when the notice is registered by the registrar.
- (4) The effect of withdrawal is that the company's obligation under section 162 or (as the case may be) 165 to keep and maintain a register of the relevant kind, and its obligation under section 167 to notify the registrar of changes to that register, apply from then on with respect to the period going forward.
- (5) This means that, when the withdrawal takes effect—
 - (a) the company must enter in that register all the information that is required to be contained in that register in respect of matters that are current as at that time, but
 - (b) the company is not required to enter in its register information relating to the period when the election was in force that is no longer current.]

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Textual Amendments

F10 Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 2 para. 2\(a\)](#)

Modifications etc. (not altering text)

C35 Ss. 167A-167E applied (with modifications) by S.I. 2009/1804, reg. 18A (as inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, Sch. 1 para. 3)

[^{F10} 167F Power to extend option to public companies

- (1) The Secretary of State may by regulations amend this Act—
 - (a) to extend sections 167A to 167E (with or without modification) to public companies or public companies of a class specified in the regulations, and
 - (b) to make such other amendments as the Secretary of State thinks fit in consequence of that extension.
- (2) Regulations under this section are subject to affirmative resolution procedure.]]

Textual Amendments

F10 Ss. 161A-167F omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 2 para. 2\(a\)](#)

[^{F19} Notification of information about directors

Textual Amendments

F19 Ss. 167G-167L and cross-heading inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 2 para. 3](#)

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;

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- (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
 - (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—

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- (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.

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.]

^{F20}Directors: duties relating to ID verification and notification

Textual Amendments

F20 S. 167M and cross-heading inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. 43, 219(1)(2)(b)

167M Prohibition on director acting unless ID verified

- (1) An individual must not act as a director of a company unless the individual’s identity is verified (see section 1110A).
- (2) A company must ensure that an individual does not act as a director unless the individual’s identity is verified (see section 1110A).

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- (3) A person who contravenes subsection (1) commits an offence.
 - (4) If a company contravenes subsection (2) an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- For this purpose a shadow director is treated as an officer of the company.
- (5) 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.
 - (6) The only consequences of contravening subsections (1) and (2) are the offences provided for by this section (so that, for example, a contravention does not in any way affect the validity of an individual's acts as a director).]

[^{F21} 167N Prohibition on acting unless directorship notified

- (1) This section applies where—
 - (a) a person has become a director of a company otherwise than on its incorporation, and
 - (b) notice under section 167G of the person having done so has not been given within the period mentioned in subsection (6) of that section.
- (2) The person may not act as a director of the company until notice is given under section 167G.
- (3) A person who contravenes subsection (2) commits an offence.
- (4) Where the offence is committed by a firm, every officer of the firm who is in default also commits the offence.
- (5) It is a defence for a person charged with an offence under this section to prove that they reasonably believed that notice had been given under section 167G.
- (6) 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.
- (7) The only consequence of a contravention of subsection (2) is the offence provided for by this section (so that, for example, a contravention does not in any way affect the validity of a person's acts as a director).]

Textual Amendments

- F21** [S. 167N](#) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), [ss. 44, 219\(1\)\(2\)\(b\)](#)

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Removal

168 Resolution to remove director

- (1) A company may by ordinary resolution at a meeting remove a director before the expiration of his period of office, notwithstanding anything in any agreement between it and him.
- (2) Special notice is required of a resolution to remove a director under this section or to appoint somebody instead of a director so removed at the meeting at which he is removed.
- (3) A vacancy created by the removal of a director under this section, if not filled at the meeting at which he is removed, may be filled as a casual vacancy.
- (4) A person appointed director in place of a person removed under this section is treated, for the purpose of determining the time at which he or any other director is to retire, as if he had become director on the day on which the person in whose place he is appointed was last appointed a director.
- (5) This section is not to be taken—
 - (a) as depriving a person removed under it of compensation or damages payable to him in respect of the termination of his appointment as director or of any appointment terminating with that as director, or
 - (b) as derogating from any power to remove a director that may exist apart from this section.

169 Director's right to protest against removal

- (1) On receipt of notice of an intended resolution to remove a director under section 168, the company must forthwith send a copy of the notice to the director concerned.
- (2) The director (whether or not a member of the company) is entitled to be heard on the resolution at the meeting.
- (3) Where notice is given of an intended resolution to remove a director under that section, and the director concerned makes with respect to it representations in writing to the company (not exceeding a reasonable length) and requests their notification to members of the company, the company shall, unless the representations are received by it too late for it to do so—
 - (a) in any notice of the resolution given to members of the company state the fact of the representations having been made; and
 - (b) send a copy of the representations to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representations by the company).
- (4) If a copy of the representations is not sent as required by subsection (3) because received too late or because of the company's default, the director may (without prejudice to his right to be heard orally) require that the representations shall be read out at the meeting.
- (5) Copies of the representations need not be sent out and the representations need not be read out at the meeting if, on the application either of the company or of any other

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person who claims to be aggrieved, the court is satisfied that the rights conferred by this section are being abused.

- (6) The court may order the company's costs (in Scotland, expenses) on an application under subsection (5) to be paid in whole or in part by the director, notwithstanding that he is not a party to the application.

[^{F22}169A Removal from office of disqualified directors

- (1) A person who has been appointed as a director of a company ceases to hold office by virtue of that appointment if the person becomes disqualified under the directors disqualification legislation (see section 159A(2)).
- (2) Nothing in this section affects any liability of a person under any provision of the Companies Acts or any other enactment, if, having ceased to hold office by virtue of subsection (1), the person—
- (a) purports to act as director, or
 - (b) acts as shadow director.
- (3) In relation to a person appointed as a director of a company before the time when this section comes into force, the reference in subsection (1) to a person who becomes disqualified includes a reference to a person who, at that time, is already disqualified.]

Textual Amendments

- F22** [S. 169A](#) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), [ss. 40\(3\), 219\(1\)\(2\)\(b\)](#)

Changes to legislation:

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Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)
- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))