



Companies Act 2006

2006 CHAPTER 46

PART 22

INFORMATION ABOUT INTERESTS IN A COMPANY'S SHARES

Register of interests disclosed

808 Register of interests disclosed

- (1) The company must keep a register of information received by it in pursuance of a requirement imposed under section 793 (notice requiring information about interests in company's shares).
- (2) A company which receives any such information must, within three days of the receipt, enter in the register—
 - (a) the fact that the requirement was imposed and the date on which it was imposed, and
 - (b) the information received in pursuance of the requirement.
- (3) The information must be entered against the name of the present holder of the shares in question or, if there is no present holder or the present holder is not known, against the name of the person holding the interest.
- (4) The register must be made up so that the entries against the names entered in it appear in chronological order.
- (5) 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.
- (6) 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.

Status: Point in time view as at 01/10/2009.

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: Register of interests disclosed. (See end of Document for details)

- (7) The company is not by virtue of anything done for the purposes of this section affected with notice of, or put upon inquiry as to, the rights of any person in relation to any shares.

Commencement Information

- II** S. 808 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(d) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

809 Register to be kept available for inspection

- (1) The register kept under section 808 (register of interests disclosed) must be kept available for inspection—
- (a) at the company's registered office, or
 - (b) at a place specified in regulations under section 1136.
- (2) A company must give notice to the registrar of companies of the place where the register is kept available for inspection and of any change in that place.
- (3) No such notice is required if the register has at all times been kept available for inspection at the company's registered office.
- (4) If default is made in complying with subsection (1), or a company makes default for 14 days in complying with subsection (2), an offence is committed by—
- (a) the company, and
 - (b) every officer of the company who is in default.
- (5) 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.

Commencement Information

- I2** S. 809 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(d) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

810 Associated index

- (1) Unless the register kept under section 808 (register of interests disclosed) is kept in such a form as itself to constitute an index, the company must keep an index of the names entered in it.
- (2) The company must make any necessary entry or alteration in the index within ten days after the date on which any entry or alteration is made in the register.
- (3) The index must contain, in respect of each name, a sufficient indication to enable the information entered against it to be readily found.
- (4) The index must be at all times kept available for inspection at the same place as the register.
- (5) If default is made in complying with this section, an offence is committed by—

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- (a) the company, and
 - (b) every officer of the company who is in default.
- (6) 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.

Commencement Information

I3 S. 810 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(d) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

811 Rights to inspect and require copy of entries

- (1) The register required to be kept under section 808 (register of interests disclosed), and any associated index, must be open to inspection by any person without charge.
- (2) Any person is entitled, on request and on payment of such fee as may be prescribed, to be provided with a copy of any entry in the register.
- (3) A person seeking to exercise either of the rights conferred by this section must make a request to the company to that effect.
- (4) The request must contain the following information—
 - (a) in the case of an individual, his name and address;
 - (b) in the case of an organisation, the name and address of an individual responsible for making the request on behalf of the organisation;
 - (c) the purpose for which the information is to be used; and
 - (d) whether the information will be disclosed to any other person, and if so—
 - (i) where that person is an individual, his name and address,
 - (ii) where that person is an organisation, the name and address of an individual responsible for receiving the information on its behalf, and
 - (iii) the purpose for which the information is to be used by that person.

Commencement Information

I4 S. 811 wholly in force at 6.4.2008; s. 811 not in force at Royal Assent, see s. 1300; s. 811(1)-(3) in force at 20.1.2007 by S.I. 2006/3428, art. 3(1)(d) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5); s. 811(4) in force at 6.4.2008 by S.I. 2007/3195, art. 3(1)(j) (with savings in arts. 7, 12, and with savings in Sch. 4 para. 32)

812 Court supervision of purpose for which rights may be exercised

- (1) Where a company receives a request under section 811 (register of interests disclosed: right to inspect and require copy), it must—
 - (a) comply with the request if it is satisfied that it is made for a proper purpose, and
 - (b) refuse the request if it is not so satisfied.
- (2) If the company refuses the request, it must inform the person making the request, stating the reason why it is not satisfied.

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- (3) A person whose request is refused may apply to the court.
- (4) If an application is made to the court—
 - (a) the person who made the request must notify the company, and
 - (b) the company must use its best endeavours to notify any persons whose details would be disclosed if the company were required to comply with the request.
- (5) If the court is not satisfied that the inspection or copy is sought for a proper purpose, it shall direct the company not to comply with the request.
- (6) If the court makes such a direction and it appears to the court that the company is or may be subject to other requests made for a similar purpose (whether made by the same person or different persons), it may direct that the company is not to comply with any such request.

The order must contain such provision as appears to the court appropriate to identify the requests to which it applies.
- (7) If the court does not direct the company not to comply with the request, the company must comply with the request immediately upon the court giving its decision or, as the case may be, the proceedings being discontinued.

813 Register of interests disclosed: refusal of inspection or default in providing copy

- (1) If an inspection required under section 811 (register of interests disclosed: right to inspect and require copy) is refused or default is made in providing a copy required under that section, otherwise than in accordance with an order of the court, an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (2) 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.
- (3) In the case of any such refusal or default the court may by order compel an immediate inspection or, as the case may be, direct that the copy required be sent to the person requesting it.

Commencement Information

I5 S. 813 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, **art. 3(1)(d)** (subject to **art. 5, Sch. 1** and with **arts. 6, 8, Sch. 5**)

814 Register of interests disclosed: offences in connection with request for or disclosure of information

- (1) It is an offence for a person knowingly or recklessly to make in a request under section 811 (register of interests disclosed: right to inspect or require copy) a statement that is misleading, false or deceptive in a material particular.
- (2) It is an offence for a person in possession of information obtained by exercise of either of the rights conferred by that section—

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- (a) to do anything that results in the information being disclosed to another person, or
 - (b) to fail to do anything with the result that the information is disclosed to another person,
- knowing, or having reason to suspect, that person may use the information for a purpose that is not a proper purpose.
- (3) A person guilty of an offence under this section 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 twelve months or to a fine not exceeding the statutory maximum (or both);
 - (ii) in Scotland or Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

815 Entries not to be removed from register

- (1) Entries in the register kept under section 808 (register of interests disclosed) must not be deleted except in accordance with—
- section 816 (old entries), or
 - section 817 (incorrect entry relating to third party).
- (2) If an entry is deleted in contravention of subsection (1), the company must restore it as soon as reasonably practicable.
- (3) If default is made in complying with subsection (1) or (2), 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 and, for continued contravention of subsection (2), a daily default fine not exceeding one-tenth of level 3 on the standard scale.

Commencement Information

- I6** S. 815 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, art. 3(1)(d) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

816 Removal of entries from register: old entries

A company may remove an entry from the register kept under section 808 (register of interests disclosed) if more than six years have elapsed since the entry was made.

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Commencement Information

I7 S. 816 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, **art. 3(1)(d)** (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

817 Removal of entries from register: incorrect entry relating to third party

- (1) This section applies where in pursuance of an obligation imposed by a notice under section 793 (notice requiring information about interests in company's shares) a person gives to a company the name and address of another person as being interested in shares in the company.
- (2) That other person may apply to the company for the removal of the entry from the register.
- (3) If the company is satisfied that the information in pursuance of which the entry was made is incorrect, it shall remove the entry.
- (4) If an application under subsection (3) is refused, the applicant may apply to the court for an order directing the company to remove the entry in question from the register.

The court may make such an order if it thinks fit.

Commencement Information

I8 S. 817 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, **art. 3(1)(d)** (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

818 Adjustment of entry relating to share acquisition agreement

- (1) If a person who is identified in the register kept by a company under section 808 (register of interests disclosed) as being a party to an agreement to which section 824 applies (certain share acquisition agreements) ceases to be a party to the agreement, he may apply to the company for the inclusion of that information in the register.
- (2) If the company is satisfied that he has ceased to be a party to the agreement, it shall record that information (if not already recorded) in every place where his name appears in the register as a party to the agreement.
- (3) If an application under this section is refused (otherwise than on the ground that the information has already been recorded), the applicant may apply to the court for an order directing the company to include the information in question in the register.

The court may make such an order if it thinks fit.

Commencement Information

I9 S. 818 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, **art. 3(1)(d)** (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

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819 Duty of company ceasing to be public company

- (1) If a company ceases to be a public company, it must continue to keep any register kept under section 808 (register of interests disclosed), and any associated index, until the end of the period of six years after it ceased to be such a company.
- (2) 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.
- (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.

Commencement Information

I10 S. 819 wholly in force at 20.1.2007, see s. 1300 and S.I. 2006/3428, **art. 3(1)(d)** (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

Status:

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