

Companies Act 2006

2006 CHAPTER 46

PART 35 U.K.

THE REGISTRAR OF COMPANIES

The register

1080 The register U.K.

- (1) The registrar shall continue to keep records of-
 - (a) the information contained in documents delivered to the registrar under any enactment, $[^{F1}$, and
 - (b) certificates issued by the registrar under any enactment.]
- (2) The records relating to companies are referred to collectively in the Companies Acts as "the register".
- (3) Information deriving from [^{F2}an enhanced disclosure document (see section 1078) delivered to the registrar,] must be kept by the registrar in electronic form.
- (4) Subject to that, information contained in documents delivered to the registrar may be recorded and kept in any form the registrar thinks fit, provided it is possible to inspect it and produce a copy of it.

This is sufficient compliance with any duty of the registrar to keep, file or register the document or to record the information contained in it.

(5) The records kept by the registrar must be such that information relating to a company [^{F3}or other registered body] is associated with [^{F4}that body], in such manner as the registrar may determine, so as to enable all the information relating to [^{F5}the body] to be retrieved.

Textual Amendments

- F1 S. 1080(1)(b) and word substituted for s. 1080(1)(b)(c) (1.10.2009) by The Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1802), art. 10(2)
- F2 Words in s. 1080(3) 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. 20; 2020 c. 1, Sch. 5 para. 1(1)
- F3 Words in s. 1080(5) inserted (1.10.2009) by The Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1802), art. 10(3)(a)
- F4 Words in s. 1080(5) substituted (1.10.2009) by The Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1802), art. 10(3)(b)
- F5 Words in s. 1080(5) substituted (1.10.2009) by The Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1802), art. 10(3)(c)

Modifications etc. (not altering text)

- C1 S. 1080 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations (S.I. 2007/2974), {reg. 19(4)(d)}
- C2 S. 1080 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations (S.I. 2007/2974), {reg. 12(6)(b)}
- C3 S. 1080 applied (with modifications) (4.3.2024) by S.I. 2009/1804, reg. 63A (as inserted by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), 27; S.I. 2024/269, reg. 2(a))
- C4 S. 1080(1) applied (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, **60**, 83, Sch. 1 para. 27
- C5 S. 1080(1) applied (with modifications) (1.10.2009) by The Unregistered Companies Regulations 2009 (S.I. 2009/2436), regs. 3-5, Sch. 1 para. 17(2)(d) (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C6 S. 1080(2) applied (with modifications) (1.10.2009) by The Unregistered Companies Regulations 2009 (S.I. 2009/2436), regs. 3-5, Sch. 1 para. 20(1)(a) (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C7 S. 1080(4)(5) applied (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, 60, 83, Sch. 1 para. 27
- C8 S. 1080(4) applied (with modifications) (1.10.2009) by The Unregistered Companies Regulations 2009 (S.I. 2009/2436), regs. 3-5, Sch. 1 para. 20(1)(a) (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C9 S. 1080(4)(5) applied (with modifications) (1.10.2009) by The Unregistered Companies Regulations 2009 (S.I. 2009/2436), regs. 3-5, Sch. 1 para. 17(2)(d) (with transitional provisions and savings in regs. 7, 9, Sch. 2)

Commencement Information

II S. 1080 wholly in force at 1.1.2007, see s. 1300 and S.I. 2006/3428, art. 2(1)(e) (subject to art. 5, Sch. 1 and with arts. 6, 8, Sch. 5)

1081 Annotation of the register U.K.

- (1) The registrar must place a note in the register recording—
 - (a) the date on which a document is delivered to the registrar;
 - ^{F6}(b)
 - (c) if a document is replaced (whether or not material derived from it is removed), the fact that it has been replaced and the date of delivery of the replacement;

- (d) if material is removed—
 - (i) what was removed (giving a general description of its contents),
 - (ii) under what power, and
 - (iii) the date on which that was done.
- $[^{F7}(e)$ if a document is rectified under section 859M, the nature and date of rectification;
 - (f) if a document is replaced under section 859N, the fact that it has been replaced and the date of delivery of the replacement.]
- [^{F8}[^{F9}(1A) If the registrar registers a document delivered by a company under section 128E that, by virtue of subsection (3)(a), (b) or (c) of that section, does not specify the relevant date, the registrar must place a note in the register recording as that date the date on which the document was registered by the registrar.]]
 - (2) The Secretary of State may make provision by regulations—
 - (a) authorising or requiring the registrar to annotate the register in such other circumstances as may be specified in the regulations, and
 - (b) as to the contents of any such annotation.
 - (3) No annotation is required in the case of a document that by virtue of section 1072(2) (documents not meeting requirements for proper delivery) is treated as not having been delivered.
 - (4) A note may be removed if it no longer serves any useful purpose.
 - (5) Any duty or power of the registrar with respect to annotation of the register is subject to the court's power under section 1097 (powers of court on ordering removal of material from the register) to direct—
 - (a) that a note be removed from the register, or
 - (b) that no note shall be made of the removal of material that is the subject of the court's order.
 - (6) Notes placed in the register in accordance with subsection (1) [^{F10}[^{F11}or (1A)]], or in pursuance of regulations under subsection (2) [^{F12}or of any other enactment], are part of the register for all purposes of the Companies Acts.
 - (7) Regulations under this section are subject to negative resolution procedure.

Textual Amendments

- F6 S. 1081(1)(b) omitted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by virtue of Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 80(3), 219(1)(2)(b); S.I. 2024/269, reg. 2(z22)
- F7 S. 1081(1)(e)(f) inserted (6.4.2013) by The Companies Act 2006 (Amendment of Part 25) Regulations 2013 (S.I. 2013/600), reg. 1, Sch. 2 para. 3(4) (with reg. 6)
- F8 S. 1081(1A) 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. 1 para. 23(2)
- **F9** S. 1081(1A) inserted (30.6.2016) by Small Business, Enterprise and Employment Act 2015 (c. 26), s. 164(1), Sch. 5 para. 31(2); S.I. 2016/321, reg. 6(c)
- F10 Words in s. 1081(6) 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. 1 para. 23(3)

- F11 Words in s. 1081(6) inserted (30.6.2016) by Small Business, Enterprise and Employment Act 2015 (c. 26), s. 164(1), Sch. 5 para. 31(3); S.I. 2016/321, reg. 6(c)
- F12 Words in s. 1081(6) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 19(4), 219(1)(2)(b); S.I. 2024/269, reg. 2(o)

Modifications etc. (not altering text)

- C10 S. 1081 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations (S.I. 2007/2974), {reg. 4(1)(a)} (with transitional provisions in Sch. 1 para. 2)
- C11 S. 1081 applied (with modifications) (9.7.2009 for certain purposes otherwise 1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, 64 (with reg. 60, Sch. 1 paras. 29, 34, 35) (as amended (6.4.2013) by S.I. 2013/618, reg. 3 (with reg. 8(4)))
- C12 S. 1081 modified by The European Public Limited-Liability Company Regulations 2004 (S.I. 2004/2326), reg. 13(1B), Sch. 1A para. 1 (as inserted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), reg. {37})
- C13 S. 1081 applied (with modifications) (26.6.2017) by The Scottish Partnerships (Register of People with Significant Control) Regulations 2017 (S.I. 2017/694), regs. 1(1), **59**
- C14 S. 1081 modified (31.1.2019) by The Further Education Bodies (Insolvency) Regulations 2019 (S.I. 2019/138), regs. 1(1), 4(1), 39(e) (with regs. 1(2), 3(c))
- C15 S. 1081 power to apply (with or without modifications) conferred (31.1.2019) by Technical and Further Education Act 2017 (c. 19), ss. 8, 47(2); S.I. 2018/1161, reg. 3(a)

Commencement Information

S. 1081 wholly in force at 1.10.2009; s. 1081 not in force at Royal Assent, see s. 1300; s. 1081 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. 1081 otherwise in force at 1.10.2009 by S.I. 2008/2860, art. 3(r) (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

[^{F13}1081ARegistrar's objectives to promote integrity of registers etc U.K.

(1) The registrar must, in performing the registrar's functions, seek to promote the following objectives.

Objective 1

Objective 1 is to ensure that any person who is required to deliver a document to the registrar does so (and that the requirements for proper delivery are complied with).

Objective 2

Objective 2 is to ensure that information contained in the register is accurate and that the register contains everything it ought to contain.

Objective 3

Objective 3 is to ensure that records kept by the registrar do not create a false or misleading impression to members of the public.

Objective 4

Objective 4 is to prevent companies and others from-

- (a) carrying out unlawful activities, or
- (b) facilitating the carrying out by others of unlawful activities.
- (2) In Objective 2 the reference to "the register" includes any records kept by the registrar under any enactment.]

Textual Amendments

F13 S. 1081A inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 1(3), 219(1)(2)(b); S.I. 2024/269, reg. 2(a)

Modifications etc. (not altering text)

- C16 S. 1081A applied (4.3.2024) by S.I. 2009/1804, reg. 60 (as amended by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), 26; S.I. 2024/269, reg. 2(a))
- C17 S. 1081A applied (with modifications) (21.3.2024) by S.I. 2009/2436, Sch. 1 para. 17(2)(da) (as inserted by The Economic Crime and Corporate Transparency Act 2023 (Consequential, Supplementary and Incidental Provisions) Regulations 2024 (S.I. 2024/410), reg. 1(2), Sch. 2 para. 5(c)(i))

1082 Allocation of unique identifiers U.K.

- (1) The Secretary of State may [^{F14}by regulations] make provision for the use, in connection with the register [^{F15}or dealings with the registrar], of reference numbers ("unique identifiers") to identify each person who—
 - (a) is a director of a company,
 - (b) is secretary (or a joint secretary) of a company,
 - [^{F16}(ba) is an authorised corporate service provider;
 - (bb) is an individual whose identity is verified,] or
 - (c) in the case of an overseas company whose particulars are registered under section 1046, holds any such position as may be specified for the purposes of this section by regulations under that section.
- (2) The regulations may—
 - (a) provide that a unique identifier may be in such form, consisting of one or more sequences of letters or numbers, as the registrar may from time to time determine;
 - (b) make provision for the allocation of unique identifiers by the registrar;
 - (c) require there to be included, in any specified description of documents delivered to the registrar, as well as [^{F17}a statement of the person's name][^{F17}any statement by or referring to the person]—
 - (i) a statement of the person's unique identifier, or
 - (ii) a statement that the person has not been allocated a unique identifier; [^{F18}(d) confer power on the registrar—
 - (i) to give a person a new unique identifier;
 - (ii) to discontinue the use of a unique identifier for a person who is allocated a new identifier or who has more than one.]
- (3) The regulations may contain provision for the application of the scheme in relation to persons appointed, and documents registered, before the commencement of this Act.
- (4) The regulations may make different provision for different descriptions of person and different descriptions of document.
- (5) Regulations under this section are subject to affirmative resolution procedure.

Textual Amendments

- F14 Words in s. 1082(1) 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. 68(2)(a)(i), 219(1)(2)(b)
- **F15** Words in s. 1082(1) 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. 68(2)(a)(ii), 219(1)(2)(b)
- **F16** S. 1082(1)(ba)(bb) 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. 68(2)(a)(iii), 219(1)(2)(b)
- **F17** Words in s. 1082(2)(c) 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), **ss. 68(2)(b)**, 219(1)(2)(b)
- **F18** S. 1082(2)(d) 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), ss. 68(2)(c), 219(1)(2)(b)

Modifications etc. (not altering text)

- C18 S. 1082 applied (with modifications) (9.7.2009 for certain purposes otherwise 1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, 64 (with reg. 60, Sch. 1 paras. 29, 34, 35)
- C19 S. 1082 applied (with modifications) by The European Public Limited-Liability Company Regulations 2004 (S.I. 2004/2326), reg. 14, Sch. 2 para. 2 (as substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), reg. 38) (as amended (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 11, 46 (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))

Commencement Information

I3 S. 1082 wholly in force at 1.10.2009; s. 1082 not in force at Royal Assent, see s. 1300; s. 1082 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. 1082 otherwise in force at 1.10.2009 by S.I. 2008/2860, art. 3(r) (with arts. 5, 7, 8, Sch. 2) (as amended by S.I. 2009/1802, art. 18)

1083 Preservation of original documents U.K.

(1) The originals of documents delivered to the registrar in hard copy form must be kept for [^{F19}two years] after they are received by the registrar, after which they may be destroyed provided the information contained in them has been [^{F20}recorded].

 $[^{F_{21}}$ This is subject to section 1087(3) (extent of obligation to retain material not available for public inspection). $][^{F_{21}}$ This is subject to—

- (a) section 1087(3) (extent of obligation to retain material not available for public inspection);
- (b) section 16A(2) of the Limited Partnerships Act 1907 (extent of obligation to retain material not available for public inspection);
- (c) section 22(5) of the Economic Crime (Transparency and Enforcement) Act 2022 (extent of obligation to retain material not available for public inspection).]

- (2) The registrar is under no obligation to keep the originals of documents delivered in electronic form, provided the information contained in them has been [^{F20}recorded].
- (3) This section applies to documents held by the registrar when this section comes into force as well as to documents subsequently received.

Textual Amendments

- **F19** Words in s. 1083(1) substituted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 81, 219(1)(2)(b); S.I. 2024/269, reg. 2(z23)
- **F20** Words in s. 1083(1)(2) substituted (1.10.2009) by The Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009 (S.I. 2009/1802), art. 11
- **F21** Words in s. 1083(1) 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), ss. 137(2), 219(1)(2)(b)

Modifications etc. (not altering text)

- C20 S. 1083 applied (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, 60, 83, Sch. 1 para. 27
- C21 S. 1083 applied (with modifications) (1.10.2009) by The Unregistered Companies Regulations 2009 (S.I. 2009/2436), {regs. 3-5, Sch. 1 para. 17(2)(e)} (with transitional provisions and savings in regs. 7, 9, Sch. 2)

1084 Records relating to companies that have been dissolved etc E+W+N.I.

- (1) This section applies where—
 - (a) a company is dissolved,
 - (b) an overseas company ceases to have any connection with the United Kingdom by virtue of which it is required to register particulars under section 1046, or
 - (c) a credit or financial institution ceases to be within section 1050 (overseas institutions required to file accounts with the registrar),

[^{F22}and a reference in this section to "the relevant date" is to the date on which the company was dissolved, the overseas company ceased to have that connection with the United Kingdom or the institution ceased to be within section 1050.]

- [^{F23}(1A) The registrar need not make any information contained in records relating to the company or institution available for public inspection at any time after the end of the period of 20 years beginning with the relevant date.]
 - [^{F24}(2) The registrar of companies for England and Wales may, at any time after the period of two years beginning with the relevant date, direct that any records relating to the company or institution that are held by the registrar are to be removed to the Public Record Office.
- (2AA) The registrar of companies for Northern Ireland may, at any time after the period of two years beginning with the relevant date, direct that any records relating to the company or institution that are held by the registrar are to be removed to the Public Record Office of Northern Ireland.

- (3) Records in respect of which a direction is given under subsection (2) or (2A) are to be disposed of under the enactments relating to the Public Record Office or, as the case may be, the Public Record Office of Northern Ireland.]
- (4) In subsection (1)(a) "company" includes a company provisionally or completely registered under the Joint Stock Companies Act 1844 (c. 110).

^{F26}(5).....

Textual Amendments

- F22 Words in s. 1084(1) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 82(2)(a), 219(1)(2)(b); S.I. 2024/269, reg. 2(z24)
- **F23** S. 1084(1A) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 82(2)(b), 219(1)(2)(b); S.I. 2024/269, reg. 2(z24)
- **F24** S. 1084(2)-(3) substituted for s. 1084(2)(3) (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 82(2)(c), 219(1)(2)(b); S.I. 2024/269, reg. 2(z24)
- F25 S. 1084(4A) omitted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by virtue of Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 82(2)(d), 219(1)(2)(b); S.I. 2024/269, reg. 2(z24)
- F26 S. 1084(5) omitted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by virtue of Economic Crime and Corporate Transparency Act 2023 (c. 56), ss. 82(2)(d), 219(1)(2)(b); S.I. 2024/269, reg. 2(z24)

Modifications etc. (not altering text)

- **C22** S. 1084 modified (31.1.2019) by The Further Education Bodies (Insolvency) Regulations 2019 (S.I. 2019/138), regs. 1(1), 4(1), 39(f) (with regs. 1(2), 3(c))
- C23 S. 1084: power to apply (with or without modifications) conferred (31.1.2019) by Technical and Further Education Act 2017 (c. 19), ss. 8, 47(2); S.I. 2018/1161, reg. 3(a)
- C24 S. 1084 applied (with modifications) by The European Public Limited-Liability Company Regulations 2004 (S.I. 2004/2326), reg. 14, Sch. 2 para. 3 (as substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), reg. 38) (as amended (31.12.2020) by The European Public Limited-Liability Company (Amendment etc.) (EU Exit) Regulations 2018 (S.I. 2018/1298), regs. 1, 11, 46 (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))
- C25 S. 1084 applied (with modifications) (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, 65 (with reg. 60) (as amended: (10.1.2020) by The Money Laundering and Terrorist Financing (Amendment) Regulations 2019 (S.I. 2019/1511), regs. 1(2), 17(2); and (4.3.2024) by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), 29; S.I. 2024/269, reg. 2(a))

[^{F27}1084A Recording of optional information on register U.K.

(1) The Secretary of State may make provision by regulations authorising a company or other body to deliver optional information of a prescribed description to the registrar.

- (2) In this section "optional information", in relation to a company or other body, means information about the company or body which, but for the regulations, the company or body would not be obliged or authorised under any enactment to deliver to the registrar.
- (3) The regulations may, in particular, include provision-
 - (a) imposing requirements on a company or other body in relation to keeping any of its optional information recorded on the register up to date;
 - (b) about the consequences of a company or other body failing to do so.
- (4) Regulations under this section are subject to affirmative resolution procedure.]

Textual Amendments

F27 S. 1084A inserted (26.5.2015) by Small Business, Enterprise and Employment Act 2015 (c. 26), ss. 95(1), 164(3)(h)(i)

Modifications etc. (not altering text)

C26 S. 1084A applied (4.3.2024) by S.I. 2009/1804, reg. 60 (as amended by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), 26; S.I. 2024/269, reg. 2(a))

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: The register.