



# Companies Act 2006

## 2006 CHAPTER 46

### PART 10

#### A COMPANY'S DIRECTORS

#### CHAPTER 1

##### APPOINTMENT AND REMOVAL OF DIRECTORS

##### *Requirement to have directors*

#### **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 [F1section 167][F1section 167G],

---

*Changes to legislation:* There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

---

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 [<sup>F2</sup>section 167][<sup>F2</sup>section 167G] before the end of the period specified in the direction.
- [<sup>F3</sup>(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 [<sup>F4</sup>one-tenth of level 5 on the standard scale][<sup>F4</sup>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\(3\)](#)
- 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

- I1** 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](#))

**Changes to legislation:**

There are outstanding changes not yet made by the legislation.gov.uk editorial team to Companies Act 2006. Any changes that have already been made by the team appear in the content and are referenced with annotations.

[View outstanding changes](#)

**Changes and effects yet to be applied to :**

- s. 156(1) words substituted by [2015 c. 26 s. 87\(3\)\(a\)](#)
- s. 156(4) words substituted by [2015 c. 26 s. 87\(3\)\(b\)](#)
- s. 156(4)(b) words substituted by [2023 c. 56 Sch. 2 para. 25\(2\)](#)
- s. 156(5) words substituted by [2023 c. 56 Sch. 2 para. 25\(2\)](#)
- s. 156(5A) inserted by [2023 c. 56 Sch. 2 para. 25\(3\)](#)

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

- Act amendment to earlier affecting provision S.I. 1989/638, Sch. 4 by [S.I. 2024/410 Sch. 2 para. 1](#)
- 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. 156B(5) omitted by [2023 c. 56 Sch. 2 para. 26](#)
- s. 156C(2) words substituted by [2023 c. 56 s. 41\(2\)\(a\)](#)
- s. 156C(2A) inserted by [2023 c. 56 s. 41\(2\)\(b\)](#)
- s. 156C(3) substituted for s. 156C(3)-(5) by [2023 c. 56 Sch. 2 para. 27](#)
- 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)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34 by [S.R. 2024/78 reg. 31\(4\)](#)
- s. 479B(a)(iii) amendment to earlier affecting provision S.I.2008/1991 reg.34A by [S.R. 2024/78 reg. 31\(5\)](#)
- s. 1047(4)(i)(j) inserted by [2023 c. 56 s. 21\(2\)](#)
- s. 1087(da) substituted by [2023 c. 56 s. 52\(2\)](#)
- s. 1087A-1807C applied by S.I. 2009/2436, Sch. 1 para. 20(1)(ca) (as substituted) by [S.I. 2024/410 Sch. 2 para. 5\(d\)\(ii\)](#)
- s. 1110E-110G applied by S.I. 2009/1804, reg. 60 (as amended) by [S.I. 2024/234 reg. 26](#)
- s. 11989A applied (with modifications) by S.I. 2009/1804, reg. 79A (as inserted) by [S.I. 2024/234 reg. 46](#)
- 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))