

SMALL BUSINESS, ENTERPRISE AND EMPLOYMENT ACT 2015

EXPLANATORY NOTES

COMMENTARY ON SECTIONS

Part 8: COMPANY FILING REQUIREMENTS

Registered office disputes

Section 99: Address of company registered office

661. The Companies Act 2006 (CA 2006) requires a company to have a registered office. The registered office is the company's address for service and is used by the registrar of companies for official communications.
662. Subsection (1) of this section inserts a new section 1097A into the CA 2006. The new section gives the Secretary of State a power to make regulations under which, following a successful application, the registrar of companies will be required to change the registered office address of a company, where the registrar is satisfied that the company is not authorised to use its current address.
663. Upon a successful application, the registrar must change the registered office to a "default address" of the registrar's choosing. Under subsection (3) of new section 1097A, the regulations may specify such issues as who may make an application, how an application may be made, in what time period and how an application may be determined (including the evidence the registrar may rely on).
664. Subsection (5) of new section 1097A sets out particular provisions, which may be included in the regulations, to deal with the operation of a default address. This includes suspension of the company's obligations relating to trading disclosures and the inspection of company records whilst its registered office address is the default address provided for by the registrar. Subsection (6) provides that either the applicant or the company may appeal the outcome of an application to the court; under subsection (7) the court must direct the registrar to register whatever address for the company the court considers appropriate.
665. Section 1087 of the CA 2006 specifies material which must not be made available by the Registrar for public inspection. Subsection (2) of this section amends section 1087, so that any application, or other document (apart from a court order or direction), delivered to the registrar in relation to a dispute about a registered office address will not be available for public inspection.