

SMALL BUSINESS, ENTERPRISE AND EMPLOYMENT ACT 2015

EXPLANATORY NOTES

COMMENTARY ON SECTIONS

Part 8: COMPANY FILING REQUIREMENTS

Director disputes

Section 100: Company filing requirements: consent to act as director or secretary

666. Companies are required to notify the registrar of companies within 14 days of the appointment of a person as a director or company secretary. This notification must currently be accompanied by consent by the person to act in that capacity.
667. This section amends the Companies Act 2006 to replace the requirement for this consent to act with a requirement for the company or, in the case of the formation of a new company, the subscribers to the memorandum of association, to make a statement that the person has consented to act.
668. Subsection (2) applies this to proposed directors and secretaries on the formation of a company; subsection (3) applies this to proposed secretaries where a private company re-registers as a public company. Subsections (4) and (5) apply this to directors and secretaries appointed post formation.

Section 101: Registrar's duty to inform new directors of entry in register

669. This section inserts a new section 1079B into the Companies Act 2006. This imposes a duty on the registrar of companies to send a notice to newly appointed directors as soon as reasonably practicable after the appointment has been registered.
670. The contents of the notice are set out in subsection (3) of new section 1079B. The notice must state that the registrar has been notified of the director's appointment and must include such information about the role and duties of a director (or details of where this information can be found) as the registrar is directed to include by the Secretary of State.

Section 102: Removal from register of material about directors

671. This section amends section 1095 of the Companies Act 2006 to provide a new procedure for removing material about directors from the public register.
672. [Section 1095](#) currently provides a means of removing material from the public register. The [Registrar of Companies and Applications for Striking Off Regulations \(SI 2009/1803\)](#), made under section 1095, allow specified persons to make applications to the registrar to remove inaccurate information, or any information deriving from anything invalid or ineffective, from the register. If any valid objection to an application is made, the registrar must reject the application.

*These notes refer to the Small Business, Enterprise and Employment
Act 2015 (c.26) which received Royal Assent on 26 March 2015*

673. The new subsections 1095(4A) to (4D) replace the current section 1095 mechanism in relation to any person appearing on the public register as a director who wishes to be removed. The person, or someone acting on the person's behalf, must apply to the registrar, stating that the person did not consent to act as a director. If the company does not respond to the registrar within a specified timeframe stating, with the necessary evidence, that the person did consent to the appointment, the registrar will effect the removal.
674. An application may be made under the new subsection 1095(4A) by, or on behalf of, a director appointed on incorporation notwithstanding the fact that the director is deemed to have been appointed as from the date of incorporation under section 16(6) of the CA 2006.