
Changes to legislation: There are currently no known outstanding effects for the Economic Crime and Corporate Transparency Act 2023, Paragraph 3. (See end of Document for details)

SCHEDULES

SCHEDULE 2

ABOLITION OF CERTAIN LOCAL REGISTERS

PART 1

REGISTER OF DIRECTORS

- 3 (1) Before section 168 (and before the italic heading before that section) insert—

“Notification of information about directors

167G Duty to notify registrar of change in directors

- (1) A company must give notice to the registrar if a person—
 - (a) becomes a director of the company, or
 - (b) ceases to be a director of the company.
- (2) The notice must specify the date on which the person became or ceased to be a director of the company.
- (3) A notice under subsection (1)(a) of a person having become a director must contain—
 - (a) a statement of the required information about the new director (see sections 167J and 167K);
 - (b) a statement by the company that the person has consented to act in that capacity;
 - (c) if the person is an individual, a statement that their identity is verified (see section 1110A);
 - (d) a statement that the person is not—
 - (i) disqualified under the directors disqualification legislation (see section 159A(2)), or
 - (ii) otherwise ineligible by virtue of any enactment for appointment as a director;
 - (e) if the person would be disqualified under the directors disqualification legislation but for the permission of a court to act, a statement to that effect specifying—
 - (i) the court by which permission was given, and
 - (ii) the date on which permission was given.
 - (f) if the person would be disqualified under the directors disqualification legislation by virtue of section 11A of the Company Directors Disqualification Act 1986 or Article 15A of the Company Directors Disqualification (Northern Ireland) Order

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2002 (designated persons under sanctions legislation) but for the authority of a licence of the kind mentioned in that section or Article, a statement to that effect specifying—

- (i) the date on which the licence was issued, and
- (ii) by whom it was issued.

- (4) In subsection (3)(e) “permission of a court to act” means permission of a court under a provision mentioned in column 2 of the table in section 159A(2).
- (5) Subsection (1)(a) does not require a company, on its incorporation, to give notice in relation to a person named as a proposed director in the statement under section 12.
- (6) A notice under this section must be given within the period of 14 days beginning with the day on which the person becomes or ceases to be a director.

167H Duty to notify registrar of changes of information

- (1) A company must give notice to the registrar of any change in the required information about a director (see sections 167J and 167K).
- (2) The notice must specify the date on which the change occurred.
- (3) A notice under this section must be given within the period of 14 days beginning with the day on which the change occurs.
- (4) Where a company gives notice of a change of a director’s service address but not their residential address, the notice must contain a statement that the residential address is unchanged.

167I Notification of changes occurring before company’s incorporation

- (1) A company must give notice to the registrar if a person named in the statement under section 12 as a proposed director of the company did not become a director on its incorporation.
- (2) A company must give notice to the registrar of any change in the required information about a proposed director that occurred—
 - (a) after the application for the company’s registration under section 9 was delivered to the registrar, but
 - (b) before the company was incorporated.
- (3) But a company is not required to give notice under subsection (2) in respect of a person if it gives notice under subsection (1) in respect of the person.
- (4) A notice under subsection (2) must specify the date on which the change occurred.
- (5) A notice under this section must be given within the period of 14 days beginning with the day on which the company was incorporated.

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167J Required information about a director: individuals

- (1) The required information about a director (or proposed director) who is an individual is—
 - (a) name, date of birth and nationality;
 - (b) any relevant former names;
 - (c) a service address (which may be stated as “The company’s registered office”);
 - (d) usual residential address;
 - (e) the part of the United Kingdom in which the individual is usually resident or, if the individual is usually resident in a country or state outside the United Kingdom, that country or state.
- (2) In subsection (1)(b) “relevant former name” means any former name other than—
 - (a) in the case of a peer, or an individual normally known by a British title, the name by which the individual was known previous to the adoption of or succession to the title, or
 - (b) in the case of any person—
 - (i) a former name which was changed or disused before the person attained the age of 16 years,
 - (ii) a former name which has been changed or disused for 20 years or more, or
 - (iii) a former name which the registrar is required to refrain from making available for public inspection or from disclosing (or both) by virtue of regulations under section 1088(1)(a) or (b).
- (3) In this section—

“former name” means a name by which the individual was formerly known for business purposes;

“name” means the individual’s forename and surname.
- (4) Where a director (or proposed director) is a peer or an individual usually known by a title, any requirement imposed by this Act to provide the individual’s name because it forms part of the required information may be satisfied by providing that title instead of the individual’s forename and surname.
- (5) The Secretary of State may by regulations—
 - (a) amend this section so as to change the required information about a director (or proposed director) who is an individual;
 - (b) repeal subsection (4).
- (6) Regulations under this section are subject to affirmative resolution procedure.

Changes to legislation: There are currently no known outstanding effects for the Economic Crime and Corporate Transparency Act 2023, Paragraph 3. (See end of Document for details)

167K Required information about a director: corporate directors and firms

- (1) The required information about a director (or proposed director) that is a body corporate, or a firm that is a legal person under the law by which it is governed, is—
 - (a) corporate or firm name;
 - (b) principal office;
 - (c) a service address (which may be stated as “The company’s registered office”);
 - (d) in the case of a limited company that is a UK-registered company, the registered number;
 - (e) in any other case, particulars of—
 - (i) the legal form of the body corporate or firm and the law by which it is governed, and
 - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.
- (2) The Secretary of State may by regulations amend this section so as to change the required information about a director (or proposed director) of a description mentioned in subsection (1).
- (3) Regulations under this section are subject to affirmative resolution procedure.

167L Directors: offence of failure to notify of changes

- (1) If a company fails, without reasonable excuse, to comply with section 167G, 167H or 167I, an offence is committed by—
 - (a) the company, and
 - (b) every officer of the company who is in default.
- (2) For this purpose a shadow director is treated as an officer of the company.
- (3) A person guilty of an offence under this section is liable on summary conviction—
 - (a) in England and Wales, to a fine;
 - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.”
- (2) The provision that may be made under section 220(1) in connection with the coming into force of this paragraph includes—
 - (a) provision requiring a company to deliver to the registrar, at the same time as a confirmation statement, a statement, in respect of any individual who became a director of the company (otherwise than on its incorporation) before the coming into force of this paragraph, confirming that the individual’s identity is verified (within the meaning of section 1110A of the Companies Act 2006), and

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(b) provision for section 853A(1)(b)(i) of the Companies Act 2006 (as substituted by section 59 of this Act) to have effect as if it included a reference to the duty imposed by virtue of paragraph (a).

(3) In sub-paragraph (2)—

“confirmation statement” has the meaning given by section 853A of the Companies Act 2006;

“the registrar” has the same meaning as in the Companies Acts (see section 1060 of the Companies Act 2006).

Commencement Information

I1 Sch. 2 para. 3 in force at Royal Assent for specified purposes, see **s. 219(1)(2)(b)**

I2 Sch. 2 para. 3 in force at 4.3.2024 for specified purposes by **S.I. 2024/269, reg. 2(z10)**

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