
Changes to legislation: There are currently no known outstanding effects for the Economic Crime and Corporate Transparency Act 2023, Paragraph 6. (See end of Document for details)

SCHEDULES

SCHEDULE 2

ABOLITION OF CERTAIN LOCAL REGISTERS

PART 2

REGISTER OF SECRETARIES

6 Before section 280 insert—

“Notification of information about secretaries

279G Duty to notify registrar of change in secretary or joint secretary

- (1) A company must give notice to the registrar if a person—
 - (a) becomes the secretary or one of the joint secretaries of the company, or
 - (b) ceases to be the secretary or one of the joint secretaries of the company.
- (2) The notice must specify the date on which the person became or ceased to be the secretary or one of the joint secretaries of the company.
- (3) A notice under subsection (1)(a) must contain—
 - (a) a statement of the required information about the secretary or joint secretary (see sections 279J and 279K), and
 - (b) a statement by the company that the person has consented to act in that capacity.
- (4) Subsection (1)(a) does not require a company, on its incorporation, to give notice in relation to a person named as the proposed secretary or one of the proposed joint secretaries of the company in the statement under section 12.
- (5) 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 the secretary or a joint secretary.

279H 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 the secretary or one of the joint secretaries of the company (see sections 279J and 279K).
- (2) The notice must specify the date on which the change occurred.

Changes to legislation: There are currently no known outstanding effects for the Economic Crime and Corporate Transparency Act 2023, Paragraph 6. (See end of Document for details)

- (3) A notice under this section must be given within the period of 14 days beginning with the day on which the change occurs.

279I Notification of changes occurring before company’s incorporation

- (1) A company must give notice to the registrar if—
- (a) a person named in the statement under section 12 as the proposed secretary of the company did not become the secretary on its incorporation, or
 - (b) a person named in the statement under section 12 as one of the proposed joint secretaries of the company become did not become one of the joint secretaries on its incorporation.
- (2) A company must give notice to the registrar of any change in the required information about a proposed secretary, or one of the proposed joint secretaries, 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.

279J Required information about a secretary etc: individuals

- (1) The required information about a secretary or joint secretary (or proposed secretary or joint secretary) who is an individual is—
- (a) name;
 - (b) any relevant former names;
 - (c) a service address (which may be stated as “The company’s registered office”).
- (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).

Changes to legislation: There are currently no known outstanding effects for the Economic Crime and Corporate Transparency Act 2023, Paragraph 6. (See end of Document for details)

- (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 secretary or joint secretary (or proposed secretary or joint secretary) is a peer or an individual usually known by a title, any requirement of 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 secretary or joint secretary (or proposed secretary or joint secretary) who is an individual;
 - (b) repeal subsection (4).
- (6) Regulations under this section are subject to affirmative resolution procedure.

279K Required information about a secretary etc: corporate secretaries and firms

- (1) The required information about a secretary or joint secretary (or proposed secretary or joint secretary) 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 secretary or joint secretary (or proposed secretary or joint secretary) of a description mentioned in subsection (1).
- (3) Regulations under this section are subject to affirmative resolution procedure.

279L Firms all of whose partners are joint secretaries

- (1) This section applies where—
- (a) all the members in a firm are joint secretaries (or proposed joint secretaries) of a company, and
 - (b) the firm is not a legal person under the law by which it is governed.

Changes to legislation: There are currently no known outstanding effects for the Economic Crime and Corporate Transparency Act 2023, Paragraph 6. (See end of Document for details)

- (2) Any requirement imposed by this Act to provide the required information about the members as joint secretaries (or proposed joint secretaries) may instead be satisfied by providing the information that would be required if the firm were a legal person and the firm had been appointed as secretary.

279M Secretary or joint secretary: offence of failure to notify of changes

- (1) If a company fails, without reasonable excuse, to comply with section 279G, 279H or 279I, 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.

Person acting in dual capacity”.

Commencement Information

- I1** Sch. 2 para. 6 in force at Royal Assent for specified purposes, see **s. 219(1)(2)(b)**
- I2** Sch. 2 para. 6 in force at 4.3.2024 for specified purposes by **S.I. 2024/269, reg. 2(z10)**

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