

2024 No. 236

COMPANIES

**The Principal Office Address (Rectification of Register)
Regulations 2024**

Made - - - - *29th February 2024*
Coming into force in accordance with regulation 1(2)

The Secretary of State makes these Regulations in exercise of the powers conferred by sections 1097C and 1292(1) of the Companies Act 2006(a).

In accordance with sections 1097C(13) and 1290 of the Companies Act 2006, a draft of these Regulations has been laid before Parliament and approved by a resolution of each House of Parliament.

PART 1

Introductory

Citation, commencement and extent

1.—(1) These Regulations may be cited as the Principal Office Address (Rectification of Register) Regulations 2024.

(2) These Regulations come into force when section 107 (rectification of register: principal office addresses) of the Economic Crime and Corporate Transparency Act 2023(b) comes fully into force.

(3) These Regulations extend to England and Wales, Scotland and Northern Ireland.

Interpretation

2. In these Regulations—

“the 2006 Act” means the Companies Act 2006;

“applicable notice requirement” has the meaning given in regulation 6(4);

“default address” means an address nominated by the registrar under regulation 3;

(a) 2006 c. 46. Section 1097C was inserted by section 107 of the Economic Crime and Corporate Transparency Act 2023 (c. 56).

(b) 2023 c. 56.

“relevant company” has the meaning given in regulation 4(2)(e).

PART 2

Default address

Nomination of default address

3.—(1) The registrar must nominate one or more addresses to be default addresses for the purposes of these Regulations (which need not be a relevant person’s^(a) actual principal address).

(2) The registrar may only nominate an address under paragraph (1) if the address is—

- (a) one at which the registrar carries out functions, or
- (b) a PO box.

(3) The registrar must perform the duty in paragraph (1) by means of registrar’s rules^(b).

PART 3

Application to registrar

Application for address to be changed

4.—(1) Any person may apply to the registrar to change the address registered as the principal office^(c) of a relevant person in accordance with these Regulations if they think that the address is not in fact the person’s principal office.

(2) The application must—

- (a) state the applicant’s name, address and email address;
- (b) state the name of the relevant person;
- (c) where the relevant person is a firm^(d), state the person’s registered number, if any;
- (d) state what the address registered as the principal office the subject of the application is (“the relevant principal office address”);
- (e) state the name and registered number of the company in relation to which the relevant principal office address has been registered (the “relevant company”);
- (f) state where the relevant principal office address is in the register in respect of the relevant company, and
- (g) explain why the applicant thinks that the relevant principal office address of the relevant person is not in fact their principal office.

(3) The application must be accompanied by any information that the applicant wishes to rely on in support of the application.

Notification of outcome of application

5.—(1) The registrar must give the applicant a written notice stating the outcome of any application under regulation 4.

(a) For the definition of “relevant person” see section 1097C(2) of the 2006 Act.

(b) See section 1117 of the 2006 Act.

(c) For the definition of “address registered as the principal office” see section 1097C(2) of the 2006 Act.

(d) For the definition of “firm” see section 1173(1) of the 2006 Act.

(2) If the application is unsuccessful, the notice must explain that the applicant has a right to appeal under regulation 14.

PART 4

Change of address to default address with prior notice

Notice that registrar intends to change address to default address

6.—(1) Where the registrar is satisfied that a registered principal office address of a relevant person is not in fact their principal office, and regulation 10 (power to change address to default address without notice) does not apply, the registrar must give the relevant person and the relevant company a written notice in accordance with this regulation.

(2) The notice must state that the registrar intends to change the address registered as the principal office of the person to a default address unless within the specified period—

- (a) notice is given by the relevant company of a different principal office address in accordance with the applicable notice requirement, or
- (b) the relevant person or the relevant company objects to the address registered as the principal office being changed and provides evidence to the satisfaction of the registrar that the address registered as the principal office is in fact the relevant person's principal office.

(3) The notice must also state where the address registered as principal office which the registrar intends to change is in the register.

(4) In paragraph (2)(a) the “applicable notice requirement” means—

- (a) in relation to a notice given by the relevant company before section 51 of the Economic Crime and Corporate Transparency Act 2023 is fully brought into force, section 167, 167D, 276, 279D, 790VA or 790ZA of the 2006 Act, as applicable;
- (b) in relation to a notice given by the relevant company on or after section 51 of the Economic Crime and Corporate Transparency Act 2023 is fully brought into force, section 167H, 279H or 790LD of the 2006 Act, as applicable.

(5) The notice must be accompanied by a description of any information on which the registrar relied in deciding to act under this regulation.

(6) A notice may be given under this regulation on the registrar's own motion or following an application under regulation 4.

(7) If it is given following an application under regulation 4, the notice must also state that fact.

(8) In this Part “the specified period” means the period of 14 days beginning with the day on which a notice is given under paragraph (1) (if notice is given to the relevant person and the relevant company on different days, the period begins on the day on which the later notice is given).

Registrar duty to change address to default address

7.—(1) Where the registrar has given a notice under regulation 6 the registrar must change the address registered as the principal office of the relevant person to a default address if—

- (a) within the specified period, no notice is given by the relevant company of a different principal office address in accordance with the applicable notice requirement, and

- (b) after the end of the specified period, the registrar remains unsatisfied that the address registered as the principal office is in fact the relevant person's principal office.
- (2) The fact that a relevant person and relevant company failed, within the specified period, to object to the change of address may be taken by the registrar as sufficient evidence of the fact that the address registered as the principal office is not in fact the relevant person's principal office (without further ado).
- (3) The change in the address registered as the principal office of the person is effected by the registrar proceeding as if the person had given notice under the applicable notice requirement.

Notice of change of address under regulation 7

8.—(1) If the registrar changes the address registered as the principal office of a relevant person under regulation 7, the registrar must give the relevant person and the relevant company a written notice of the change.

(2) The notice must—

- (a) state the new address;
- (b) state where in the register the new address has been registered;
- (c) state the date on which the address was changed;
- (d) explain why the address was changed;
- (e) where the change followed an application under regulation 4, state that fact;
- (f) explain the person has a right to appeal under regulation 13, and
- (g) explain the effect of regulations 18 and 19.

(3) The notice must be accompanied by a description of any information on which the registrar relied in deciding to change the address.

Notice of decision not to change address under regulation 7

9. If the registrar has given a relevant person and a relevant company a notice under regulation 6 and decides not to change the address registered as the principal office of the relevant person, the registrar must give the person and the relevant company a written notice of that fact.

PART 5

Change of address to default address without prior notice

Power to change address to default address without notice

10.—(1) This regulation applies where the registrar—

- (a) is not satisfied that the address registered as the principal office of a relevant person is in fact their principal office, and
- (b) does not consider it necessary to provide a period for objections to be made to the address registered as the principal office of the relevant person being changed to a default address.

(2) The registrar may change the address registered as the principal office of the relevant person to a default address.

(3) The change in the address registered as the principal office of the person is effected by the registrar proceeding as if the person had given notice under the applicable notice requirement.

(4) The registrar may act under this regulation on the registrar's own motion or following an application under regulation 4.

Notice of change of address under regulation 10

11.—(1) If the registrar changes the address registered as the principal office of a relevant person under regulation 10, the registrar must give the relevant person and the relevant company a written notice of the change.

(2) The notice must—

- (a) state the new address;
- (b) state where in the register the new address has been registered;
- (c) state the date on which the address was changed;
- (d) explain why the address was changed;
- (e) explain the relevant company has a right to appeal under regulation 13, and
- (f) explain the effect of regulations 18 and 19.

(3) The notice must be accompanied by a description of any information on which the registrar relied in deciding to change the address.

PART 6

Change of address from one default address to another default address

Change of default address

12.—(1) This regulation applies where—

- (a) the registrar has changed the address registered as the principal office of a relevant person under regulation 7 or 10, and
- (b) the relevant company has not since delivered a notice to the registrar in accordance with the applicable notice requirement.

(2) The registrar may change the address registered as the principal office of the relevant person to another default address.

(3) The change in the address is effected by the registrar proceeding as if the relevant company had given notice under the applicable notice requirement.

(4) The registrar must give the relevant person and the relevant company notice of the change.

(5) The notice must state—

- (a) the new address;
- (b) where in the register the new address has been registered, and
- (c) the date on which the address was changed.

PART 7

Appeals to the court

Appeal by relevant company

13.—(1) If the registrar changes the address registered as the principal office of a relevant person under regulation 7 or 10 the relevant company may appeal to the court.

(2) The appeal must be brought within the period of 28 days beginning with the day on which the relevant person and the relevant company were given notice of the change under regulation 8 or 11 (where notice is given to the relevant person and the relevant company on different days the period begins on the later of those days).

(3) In determining an appeal the court may take into account evidence that was not available to the registrar.

Appeal by applicant

14.—(1) A person who applies to the registrar under regulation 4 to change the address registered as the principal office of a relevant person may appeal to the court if the application is unsuccessful.

(2) The appeal must be brought within the period of 28 days beginning with the day on which the applicant was given the notice of the outcome of the application under regulation 5.

PART 8

Effect of change to default address

Valid service at previous address

15. Where the registrar changes the address registered as the principal office of a relevant person to a default address under these Regulations (including where the registrar has changed the address from one default address to another default address), a person may validly serve any document on the relevant person at the old address during the period of 14 days beginning with the day on which it was changed.

Collection and destruction of documents

16.—(1) If the address registered as the principal office of a relevant person is changed to a default address under these Regulations (including where it is changed from one default address to another default address) the registrar must facilitate the collection by the relevant person of any documents delivered to the person at that address.

(2) But the registrar may destroy any document delivered to the person at that address if it is not collected within the period of 6 months beginning with the day on which it is delivered.

No duty on registrar to forwarding documents

17. Where the address registered as the principal office of a relevant person has been changed from a default address to a new address following registration of a notice delivered under the applicable notice requirement, the registrar is not under a duty to forward any documents delivered to the person at the default address to the new address.

PART 9

Requirement to move address registered as the principal office from default address

Duty to move address from default address within compliance period

18.—(1) A relevant person that has had the address registered as the principal office of that person changed to a default address under regulation 7 or 10 must take all reasonable steps to

ensure that notice is given by the relevant company under the applicable notice requirement before the end of the compliance period.

(2) The “compliance period” means the period of 28 days beginning with the day on which the relevant person was given notice of the change under regulation 8 or 11, unless an appeal is brought within that period.

(3) If an appeal is brought within that period, the “compliance period” is whichever of the following ends later—

- (a) the period mentioned in paragraph (2), and
- (b) the period beginning with the day on which the change is made and ending with—
 - (i) the end of the period of 7 days beginning with the day on which the appeal is finally determined in the registrar’s favour, or
 - (ii) the day on which the appeal is withdrawn.

Offence of failure to comply with regulation 18

19.—(1) If a relevant person fails, without reasonable excuse, to comply with regulation 18 an offence is committed by—

- (a) the person, and
- (b) where the person is a firm, every officer of the firm that is in default^(a).

(2) For the purposes of this regulation’s application to relevant persons which are companies, a shadow director is treated as a director.

(3) A person guilty of an offence under this regulation is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

29th February 2024

Kevin Hollinrake
Parliamentary Under Secretary of State
Department for Business and Trade

(a) See section 1121(3) of the 2006 Act for the definition of “in default”.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations make provision about the registrar’s powers to change the address registered as the principal office of company directors, secretaries and persons with significant control (“relevant persons”), where the registrar is not satisfied that the address is in fact their principal office. The Regulations allow the registrar to act on the registrar’s own motion or on application.

Part 2 requires the registrar to nominate a default address for the purposes of these Regulations.

Part 3 provides for applications to be made to the registrar to change a relevant person’s registered principal office address and the notice to be given about the application.

Part 4 provides for the registrar to change a registered principal office address after having given prior notice to the relevant person and the relevant company.

Part 5 provides for the registrar to change a registered principal office address without giving prior notice.

Part 6 provides for the registrar to change a registered principal office address from one default address to another default address.

Part 7 provides for appeals against the registrar’s decisions under these Regulations.

Part 8 provides for the effect of changing a relevant person’s registered principal office address to a default address nominated by the registrar.

Part 9 provides that a relevant person who has had their registered principal office address changed to a default address commits an offence if they do not take all reasonable steps to ensure that notice is given by the relevant company to change the address to a new address within the compliance period.

No impact assessment has been prepared in connection with these Regulations.

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