

Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, PART 2. (See end of Document for details)

SCHEDULES

SCHEDULE 5

OPTION TO KEEP INFORMATION ON CENTRAL REGISTER

PART 2

RELATED AMENDMENTS

11 The Companies Act 2006 is amended as follows.

Commencement Information

11 Sch. 5 para. 11 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

12 In section 12 (statement of proposed officers), in subsection (2), after “will be required” insert “ (or, in the absence of an election under section 167A or 279A, would be required) ”.

Commencement Information

12 Sch. 5 para. 12 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

13 In section 112 (the members of a company), after subsection (2) insert—

“(3) Where an election under section 128B is in force in respect of a company—

- (a) the requirement in subsection (1) to enter particulars of members in the company's register of members does not apply, and
- (b) subsection (2) has effect as if the reference to a person whose name is entered in the company's register of members were a reference to a person with respect to whom the following steps have been taken—
 - (i) the person's name has been delivered to the registrar under section 128E, and
 - (ii) the document containing that information has been registered by the registrar.”

Commencement Information

13 Sch. 5 para. 13 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

14 In section 127 (register to be evidence), after the words “in it” insert “ , except for any matters of which the central register is prima facie evidence by virtue of section 128H ”.

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Commencement Information

I4 Sch. 5 para. 14 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

15 In section 246 (putting the address on the public record)—

(a) after subsection (3) insert—

“(3A) But—

- (a) subsection (3)(a) does not apply if an election under section 167A is in force in respect of the company's register of directors, and
- (b) subsection (3)(b) does not apply if an election under section 167A is in force in respect of the company's register of directors' residential addresses.”,

(b) after subsection (4) insert—

“(4A) If an election under section 167A is in force in respect of the company's register of directors, the company must, in place of doing the things mentioned in subsection (4)(a) and (b), deliver the particulars to the registrar in accordance with section 167D.”, and

(c) in subsection (5), for “or (4)” substitute “, (4) or (4A)”.

Commencement Information

I5 Sch. 5 para. 15 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

16 In section 286 (votes of joint holders of shares), in subsection (2), after “register of members” insert “ (or, if an election under section 128B is in force in respect of the company, in the register kept by the registrar under section 1080) ”.

Commencement Information

I6 Sch. 5 para. 16 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

17 In section 311 (contents of notices of meetings), in subsection (3)(b)(i), after “register of members” insert “ (or, if an election under section 128B is in force in respect of the company, by reference to the register kept by the registrar under section 1080) ”.

Commencement Information

I7 Sch. 5 para. 17 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

18 In section 360B (traded companies: requirements for participating in and voting at general meetings), after subsection (4) insert—

“(5) If an election is in force under section 128B in respect of a company, the reference in subsection (2) to the register of members is to be read as a reference to the register kept by the registrar under section 1080.”

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Commencement Information

I18 Sch. 5 para. 18 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

19 In section 554 (registration of allotment), after subsection (2) insert—

“(2A) If an election is in force under Chapter 2A of Part 8, the obligation under subsection (1) to register the allotment of shares is replaced by an obligation to deliver particulars of the allotment of shares to the registrar in accordance with that Chapter.”

Commencement Information

I19 Sch. 5 para. 19 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

20 In section 558 (when shares are allotted), after “members” insert “ (or, as the case may be, to have the person's name and other particulars delivered to the registrar under Chapter 2A of Part 8 and registered by the registrar) ”.

Commencement Information

I10 Sch. 5 para. 20 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

21 In section 588 (liability of subsequent holders of shares), in subsection (3)(a), after “members” insert “ (or, as the case may be, to have his name and other particulars delivered to the registrar under Chapter 2A of Part 8 and registered by the registrar) ”.

Commencement Information

I11 Sch. 5 para. 21 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

22 In section 605 (liability of subsequent holders of shares), in subsection (4)(a), after “members” insert “ (or, as the case may be, to have his name and other particulars delivered to the registrar under Chapter 2A of Part 8 and registered by the registrar) ”.

Commencement Information

I12 Sch. 5 para. 22 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

23 In section 616 (interpretation of Chapter 7), in subsection (3), after “members” insert “ (or, as the case may be, have your name and other particulars delivered to the registrar under Chapter 2A of Part 8 and registered by the registrar) ”.

Commencement Information

I13 Sch. 5 para. 23 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

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- 24 In section 655 (shares no bar to damages against company), after “members” insert “ (or have his name and other particulars delivered to the registrar under Chapter 2A of Part 8 and registered by the registrar) ”.

Commencement Information

I14 Sch. 5 para. 24 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

- 25 In section 724 (Treasury shares), in subsection (4), after “members” insert “ (or, as the case may be, the company's name must be delivered to the registrar under Chapter 2A of Part 8) ”.

Commencement Information

I15 Sch. 5 para. 25 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

- 26 In section 770 (registration of transfer), after subsection (2) insert—
 “(3) If an election under Chapter 2A of Part 8 is in force in respect of the company, references in this section to registering a transfer (or a person) are to be read as references to delivering particulars of that transfer (or person) to the registrar under that Chapter.”

Commencement Information

I16 Sch. 5 para. 26 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

- 27 In section 771 (procedure on transfer being lodged), after subsection (2) insert—
 “(2A) If an election is in force under Chapter 2A of Part 8 in respect of the company, references in this section to registering the transfer are to be read as references to delivering particulars of the transfer to the registrar in accordance with that Chapter.”

Commencement Information

I17 Sch. 5 para. 27 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

- 28 In section 772 (transfer of shares on application of transferor)—
 (a) after “the name of the transferee” insert “ (or, as the case may be, deliver the name of the transferee to the registrar under Chapter 2A of Part 8) ”, and
 (b) after “entry” insert “ (or delivery) ”.

Commencement Information

I18 Sch. 5 para. 28 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

- 29 In section 786 (provision enabling or requiring arrangements to be adopted), in subsection (3)(a), after “members” insert “ (or, as the case may be, delivered to the registrar under Chapter 2A of Part 8) ”.

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Commencement Information

I19 Sch. 5 para. 29 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

30 In section 1068 (registrar's requirements as to form, authentication and manner of delivery), after subsection (6) insert—

“(6A) But the power conferred by this section does authorise the registrar to require any document permitted or required to be delivered to the registrar under Chapter 2A of Part 8 (option to keep membership information on central register) to be delivered by electronic means.”

Commencement Information

I20 Sch. 5 para. 30 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

31 (1) Section 1081 (annotation of the register) is amended as follows.

(2) After subsection (1) insert—

“(1A) If the registrar registers a document delivered by a company under section 128E that, by virtue of subsection (3)(a), (b) or (c) of that section, does not specify the relevant date, the registrar must place a note in the register recording as that date the date on which the document was registered by the registrar.”

(3) In subsection (6), after “(1)” insert “ or (1A) ”.

Commencement Information

I21 Sch. 5 para. 31 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

32 In section 1094 (administrative removal of material from the register), in subsection (3)(a)—

- (a) omit “or” at the end of sub-paragraph (vii),
- (b) insert “, or” at the end of sub-paragraph (viii), and
- (c) after that sub-paragraph insert—

“(ix) a change in its membership particulars of which were delivered to the registrar under section 128E (duty to notify registrar of changes while election to keep information on central register is in force);”.

Commencement Information

I22 Sch. 5 para. 32 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

33 In section 1136 (regulations about where certain company records to be kept available for inspection), in subsection (2), after the entry for section 114 insert—
“ section 128D (historic register of members); ”.

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Commencement Information

I23 Sch. 5 para. 33 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

- 34 In Schedule 5 (communications by a company)—
- (a) in paragraph 4 (address for communications in hard copy form), after sub-paragraph (1) insert—
- “(1A) Sub-paragraph (1) has effect—
- (a) where an election under section 128B is in force, as if the reference in paragraph (c) to the company's register of members were a reference to the register kept by the registrar under section 1080, and
- (b) where an election under section 167A is in force in respect of the company's register of directors, as if the reference in paragraph (d) to the company's register of directors were a reference to the register kept by the registrar under section 1080.”, and
- (b) in paragraph 16 (joint holders of shares or debentures), after sub-paragraph (3) insert—
- “(3A) Where an election under section 128B is in force, the reference in sub-paragraph (3)(b) to the register of members is to be read as a reference to the register kept by the registrar under section 1080.”

Commencement Information

I24 Sch. 5 para. 34 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

- 35 In Schedule 8 (index of defined expressions), in the appropriate place insert—

“the central register

—in Chapter 2A of Part 8 section 128A(2)

—in Chapter 4 of Part 21A section 790W(2)”.

Commencement Information

I25 Sch. 5 para. 35 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

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