

**EXPLANATORY MEMORANDUM TO**  
**THE COMPANIES (DISCLOSURE OF ADDRESS) (AMENDMENT)**  
**REGULATIONS 2018**

**2018 No. [XXXX]**

**1. Introduction**

- 1.1 This explanatory memorandum has been prepared by the Department for Business, Energy and Industrial Strategy and is laid before Parliament by Command of Her Majesty.

**2. Purpose of the instrument**

- 2.1 To amend the Companies (Disclosure of Address) Regulations 2009 (SI 2009/214) (“the 2009 Regulations”) to remove restrictions on making information about individuals’ residential addresses unavailable to the public by the Registrar of Companies (“the Registrar”).

**3. Matters of special interest to Parliament**

*Matters of special interest to the Joint Committee on Statutory Instruments*

- 3.1 None.

*Other matters of interest to the House of Commons*

- 3.2 Disregarding minor or consequential changes, the territorial application of this instrument includes Scotland and includes Northern Ireland.

**4. Legislative Context**

- 4.1 Section 1088 of the Companies Act 2006 (“the 2006 Act”) allows the Secretary of State to make regulations to enable people to apply to the Registrar to make their residential address unavailable for public inspection.
- 4.2 The 2009 Regulations, made under section 1088, allow applications from individuals where there is a serious risk that they, or a person living with them, will be subject to violence or intimidation as a result of the activities of a company with which they are involved. Applications can only be made in respect of information that was filed with the Registrar on or after 1 January 2003.
- 4.3 This instrument amends the 2009 Regulations to remove the requirement that individuals must show a serious risk of violence or intimidation arising from a company’s activities and to allow applications in respect of information filed before 1 January 2003. It captures further instances in which an individual’s address may have been placed on the register. It also allows a member of a company to make an application for suppression without having to show a serious risk of violence or intimidation.

**5. Extent and Territorial Application**

- 5.1 The extent of this instrument is the United Kingdom.
- 5.2 The territorial application of this instrument is the United Kingdom.

- 5.3 The UK Government is responsible for company law in England and Wales, and in Scotland. The Northern Ireland administration has agreed that, while company law remains a transferred matter within the legislative competence of the Northern Ireland Assembly, the Act and associated legislation on companies and partnerships should apply to the whole of the United Kingdom.

## **6. European Convention on Human Rights**

- 6.1 The Parliamentary Under Secretary of State and Minister for Small Business, Consumers and Corporate Responsibility has made the following statement regarding Human Rights:

“In my view the provisions of the Companies (Disclosure of Address) (Amendment) Regulations 2018 are compatible with the Convention rights.”

## **7. Policy background**

### *What is being done and why*

- 7.1 The general position under the Companies Act 1985 was that a director’s usual residential address was publicly available on the register of companies held by the Registrar, unless a confidentiality order had been granted. The 2006 Act changed this by allowing directors to file a service address on the register so keeping their residential address private. However, this only applies to documents filed after the 2006 Act came into force.
- 7.2 The 2009 Regulations aim to deal with the situation where the residential address of an individual (such as a director or a company secretary) is already publicly available on the register – either because it was filed before the 2006 Act came into force or because the option to use a service address was not taken up. They allow the Registrar to make residential address information filed on or after 1 January 2003 unavailable for public inspection if she is satisfied that the activities of the company are such that continuing to make the address publicly available would lead to a serious risk of violence or intimidation for those at the address (the same test for a confidentiality order under the Companies Act 1985).
- 7.3 Since the register was made freely available in June 2015, the Department has received an increasing number of complaints from individuals who are concerned that even though the public disclosure of their address puts them at risk they are unable to have this information suppressed.
- 7.4 The “serious risk of violence or intimidation” test in the 2009 Regulations only relates to the activities of the company. This does not cover the situation where a person may find themselves at serious risk of harm from, for example, their domestic situation or wider activities not associated with the company. In addition, the 2009 Regulations do not allow individuals who may be at risk from identity theft and fraud to have their residential address suppressed.

- 7.5 The 2009 Regulations do not apply to information filed with the Registrar before 1 January 2003. This was because, whilst the majority of records filed after this date are kept electronically, previously they were kept in various ways, including on microfiche. It was considered that it may not be possible to remove information from non-electronic records without serious risk of damage to the integrity of the public record. A number of the complaints received by the Department relate to information that was filed before this date. As it is now considered possible to remove such information without risk of damage, this restriction is no longer appropriate.
- 7.6 The 2009 Regulations allow a company to apply for the suppression of residential address information of all its members. The “serious risk of violence or intimidation” test is being retained due to the potential effect on corporate transparency of large scale redactions of historic information. However, an individual member will be able to make an application for suppression without having to show a serious risk of violence or intimidation, in the same way as an individual director.
- 7.7 The “serious risk of violence or intimidation” test is also being retained in respect of an application by a person who registers a charge. Very few such applications have been received by the Registrar and no concerns about the test have been raised.
- 7.8 An individual who is required to maintain a current address on the register (such as a current director of a live company) will have to provide a service address. This will be publicly available on the register in place of their home address. An individual who is not subject to this requirement (such as a former director of a live company) will not need to provide a service address. Instead, their residential address will be partially suppressed to show the first half of the postcode. The Department considers that this strikes the right balance between protection and transparency.

### *Consolidation*

- 7.9 The Department has no plans for consolidation at this time.

## **8. Consultation outcome**

- 8.1 The Department has not consulted on this instrument. We have recently received an increasing number of serious and concerning complaints about people being put at risk because their home address is publicly available on the register. However, the 2009 Regulations do not allow this information to be suppressed. The Department considers that the urgency of these cases means it is imperative to act rapidly.

## **9. Guidance**

- 9.1 Companies House will update their existing guidance about restricting the disclosure of information on the public register to cover the changes made by this instrument.

## **10. Impact**

- 10.1 There is no impact on business, charities or voluntary bodies.
- 10.2 There is no impact on the public sector. A fee is charged by the Registrar for applications under the 2009 Regulations to cover the costs incurred in suppressing information. The same fee will be charged for future applications under this instrument.

10.3 An Impact Assessment has not been prepared for this instrument.

**11. Regulating small business**

11.1 The legislation does not apply to activities that are undertaken by small businesses.

**12. Monitoring & review**

12.1 The Government will monitor the effect of these changes.

**13. Contact**

13.1 Rob Cottam at the Department for Business, Energy and Industrial Strategy  
Telephone: 0207 215 0169 or email: [rob.cottam@beis.gov.uk](mailto:rob.cottam@beis.gov.uk) can answer any queries regarding the instrument.