

# **SMALL BUSINESS, ENTERPRISE AND EMPLOYMENT ACT 2015**

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## **EXPLANATORY NOTES**

### **COMMENTARY ON SECTIONS**

#### **Part 8: COMPANY FILING REQUIREMENTS**

##### **Additional information on the register**

##### *Schedule 5: Option to keep information on central register*

#### **Part 1 – creation of the option**

##### **Register of secretaries**

649. [Paragraph 12](#) inserts new sections 279A to 279F into the CA 2006 setting out the rules which allow private companies to keep information on the public register instead of the register of secretaries.
650. New section 279A provides that a private company may elect to hold the register of secretaries on the public register.
651. New section 279B provides that an election takes effect when it is registered by the registrar. An election remains in force until either a company ceases to be a private company or withdraws the election (subsection (2)).
652. New section 279C provides that, during the period when an election is in force, a company does not have to keep a register of secretaries.
653. New section 279D imposes a duty on the company, whilst an election is in force, to deliver information to the registrar that would otherwise be notified to the registrar under section 276 (subsection (2)). It is an offence for a company not to comply with this duty (subsections (4) and (5)).
654. New section 279E deals with the withdrawal of an election. A company must give notice of withdrawal to the registrar (subsection (2)), which takes effect on registration by the registrar (subsection (3)). On withdrawal, the obligations in sections 275 and 276 to maintain a register of secretaries and notify the registrar of changes apply to the company (subsection (4)). Subsection (5) provides that, on withdrawal of an election a company must enter in its register all the information relating to matters that are current that is required to be contained in the register. However, a company is not required to enter information relating to the period when an election was in force that is no longer current (for example, the details of a person who has ceased to be a secretary during the election period).
655. New section 279F gives the Secretary of State the power to make regulations to extend the option to public companies (subsection (1)). Regulations are subject to the affirmative resolution procedure (subsection (2)).