



Companies Act 2006

2006 CHAPTER 46

PART 2

COMPANY FORMATION

Requirements for registration

9 Registration documents

- (1) The memorandum of association must be delivered to the registrar together with an application for registration of the company, the documents required by this section and a statement of compliance.
- (2) The application for registration must state—
 - (a) the company's proposed name,
 - (b) whether the company's registered office is to be situated in England and Wales (or in Wales), in Scotland or in Northern Ireland,
 - (c) whether the liability of the members of the company is to be limited, and if so whether it is to be limited by shares or by guarantee, ^{F1}...
 - (d) whether the company is to be a private or a public company ^{F2}, and
 - (e) that the subscribers wish to form the company for lawful purposes.]
- (3) ^{F3}If the application is delivered by a person as agent for the subscribers to the memorandum of association, it must state his name and address.]

^{F4}(3A) The application must contain—

- (a) a statement of the required information about each of the subscribers to the memorandum of association (see section 9A),
- (b) a statement that none of the subscribers to the memorandum of association is disqualified under the directors disqualification legislation (see section 159A(2)),
- (c) if any of them would be so disqualified but for the permission of a court to act, a statement to that effect, in respect of each of them, specifying—

Status: Point in time view as at 04/03/2024.

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- (i) the subscriber’s name,
 - (ii) the court by which permission was given, and
 - (iii) the date on which permission was given, and
 - (d) if any of them would be disqualified under the directors disqualification legislation by virtue of section 11A of the Company Directors Disqualification Act 1986 or Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002 (designated persons under sanctions legislation) but for the authority of a licence of the kind mentioned in that section or Article, a statement to that effect, in respect of each of them, specifying—
 - (i) the subscriber’s name, and
 - (ii) the date on which it was issued and by whom it was issued.]
- (4) The application must contain—
 - (a) in the case of a company that is to have a share capital, a statement of capital and initial shareholdings (see section 10);
 - (b) in the case of a company that is to be limited by guarantee, a statement of guarantee (see section 11);
 - (c) a statement of the company's proposed officers (see section 12)^[F5];
 - (d) a statement of initial significant control (see section 12A).]
- (5) The application must also contain—
 - (a) a statement of the intended address of the company's registered office ^[F6], which must be an appropriate address within the meaning given by section 86(2); ^{F7}...
 - ^[F8](aa) a statement of the intended registered email address of the company, which must be an appropriate email address within the meaning given by section 88A(2);]
 - (b) a copy of any proposed articles of association (to the extent that these are not supplied by the default application of model articles: see section 20)^[F9]; and
 - (c) a statement of the type of company it is to be and its intended principal business activities.]
- ^[F10](5A) The information as to the company's type must be given by reference to the classification scheme prescribed for the purposes of this section.
- (5B) The information as to the company's intended principal business activities may be given by reference to one or more categories of any prescribed system of classifying business activities.]
- (6) The application must be delivered—
 - (a) to the registrar of companies for England and Wales, if the registered office of the company is to be situated in England and Wales (or in Wales);
 - (b) to the registrar of companies for Scotland, if the registered office of the company is to be situated in Scotland;
 - (c) to the registrar of companies for Northern Ireland, if the registered office of the company is to be situated in Northern Ireland.
- ^[F11](7) In subsection (3A)(c) “permission of a court to act” means permission of a court under a provision mentioned in column 2 of the table in section 159A(2).]

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Textual Amendments

- F1** Word in s. 9(2)(c) omitted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 2\(a\)](#), 219(1)(2)(b); S.I. 2024/269, reg. 2(b)
- F2** S. 9(2)(e) and word inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 2\(b\)](#), 219(1)(2)(b); S.I. 2024/269, reg. 2(b)
- F3** S. 9(3) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 72\(2\)](#), 219(1)(2)(b)
- F4** S. 9(3A) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 3\(2\)\(a\)](#), 219(1)(2)(b)
- F5** S. 9(4)(d) inserted (26.5.2015 for specified purposes, 30.6.2016 in so far as not already in force) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), [Sch. 3 para. 4](#); S.I. 2015/1329, reg. 3(a); S.I. 2015/2029, reg. 5(b)
- F6** Words in s. 9(5)(a) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 28\(2\)](#), 219(1)(2)(b); S.I. 2024/269, reg. 2(v)
- F7** Word in s. 9(5) omitted (30.6.2016) by virtue of [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 93\(2\)\(a\)](#), 164(1); S.I. 2016/321, reg. 6(b)
- F8** S. 9(5)(aa) inserted (26.10.2023 for specified purposes, 4.3.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 29\(2\)](#), 219(1)(2)(b); S.I. 2024/269, reg. 2(w)
- F9** S. 9(5)(c) and word inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 93\(2\)\(b\)](#), 164(1); S.I. 2016/321, reg. 6(b)
- F10** S. 9(5A)(5B) inserted (1.1.2016 for specified purposes, 30.6.2016 in so far as not already in force) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), [ss. 93\(3\)](#), 164(1); S.I. 2015/2029, reg. 3(b); S.I. 2016/321, reg. 6(b)
- F11** S. 9(7) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 3\(2\)\(b\)](#), 219(1)(2)(b)

Modifications etc. (not altering text)

- C1** Pts. 1-39 modified (31.12.2020) by Regulation (EC) No. 2157/2001, Art. AAA1(3) (as inserted by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, [97](#) (with regs. 140-145) (as amended by S.I. 2020/523, regs. 1(2), 5(a)-(f)); 2020 c. 1, [Sch. 5 para. 1\(1\)](#))

[^{F129A} Required information about the subscribers

- (1) The required information about a subscriber who is an individual is—
 - (a) name;
 - (b) a service address.
- (2) The required information about a subscriber 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) a service address.

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- (3) In subsection (1) “name” means the individual’s forename and surname.
- (4) Where a subscriber is a peer or an individual usually known by a title, that title may be stated in the application for the registration of the company instead of the subscriber’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 subscriber;
 - (b) repeal subsection (4).
- (6) Regulations under this section are subject to affirmative resolution procedure.]

Textual Amendments

F12 S. 9A inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), [ss. 3\(3\)](#), [219\(1\)\(2\)\(b\)](#)

10 Statement of capital and initial shareholdings

- (1) The statement of capital and initial shareholdings required to be delivered in the case of a company that is to have a share capital must comply with this section.
- (2) It must state—
 - (a) the total number of shares of the company to be taken on formation by the subscribers to the memorandum of association,
 - (b) the aggregate nominal value of those shares,
 - ^{F13}(ba) the aggregate amount (if any) to be unpaid on those shares (whether on account of their nominal value or by way of premium), and]
 - (c) for each class of shares—
 - (i) prescribed particulars of the rights attached to the shares,
 - (ii) the total number of shares of that class, and
 - (iii) the aggregate nominal value of shares of that class, ^{F14}...
 - ^{F14}(d)
- ^{F15}(3) It must contain such information as may be prescribed for the purpose of identifying the subscribers to the memorandum of association.]
- (4) It must state, with respect to each subscriber to the memorandum—
 - (a) the number, nominal value (of each share) and class of shares to be taken by him on formation, and
 - (b) the amount to be paid up and the amount (if any) to be unpaid on each share (whether on account of the nominal value of the share or by way of premium).
- (5) Where a subscriber to the memorandum is to take shares of more than one class, the information required under subsection (4)(a) is required for each class.

Textual Amendments

F13 S. 10(2)(ba) inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015](#) (c. 26), s. 164(1), [Sch. 6 para. 2\(a\)](#); S.I. 2016/321, reg. 6(e)

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F14 S. 10(2)(d) and word omitted (30.6.2016) by virtue of [Small Business, Enterprise and Employment Act 2015 \(c. 26\), s. 164\(1\), Sch. 6 para. 2\(b\)](#); S.I. 2016/321, reg. 6(e)

F15 S. 10(3) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), ss. 3\(4\), 219\(1\)\(2\)\(b\)](#)

Commencement Information

I1 S. 10 wholly in force at 1.10.2009; s. 10 not in force at Royal Assent, see s. 1300; s. 10 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428, art. 3\(3\)](#) (subject to [art. 5, Sch. 1](#) and with [arts. 6, 8, Sch. 5](#)); s. 10 in force at 1.10.2009 in so far as not already in force by [S.I. 2008/2860, art. 3\(b\)](#)

11 Statement of guarantee

(1) The statement of guarantee required to be delivered in the case of a company that is to be limited by guarantee must comply with this section.

[^{F16}(2) It must contain such information as may be prescribed for the purpose of identifying the subscribers to the memorandum of association.]

(3) It must state that each member undertakes that, if the company is wound up while he is a member, or within one year after he ceases to be a member, he will contribute to the assets of the company such amount as may be required for—

- (a) payment of the debts and liabilities of the company contracted before he ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves,
- not exceeding a specified amount.

Textual Amendments

F16 S. 11(2) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), ss. 3\(5\), 219\(1\)\(2\)\(b\)](#)

Commencement Information

I2 S. 11 wholly in force at 1.10.2009; s. 11 not in force at Royal Assent, see s. 1300; s. 11 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428, art. 3\(3\)](#) (subject to [art. 5, Sch. 1](#) and with [arts. 6, 8, Sch. 5](#)); s. 11 in force at 1.10.2009 in so far as not already in force by [S.I. 2009/2860, art. 3\(b\)](#)

12 Statement of proposed officers

(1) The statement of the company's proposed officers required to be delivered to the registrar must contain the required [^{F17}particulars of][^{F17}information about]—

- (a) the person who is, or persons who are, to be the first director or directors of the company;
- (b) in the case of a company that is to be a private company, any person who is (or any persons who are) to be the first secretary (or joint secretaries) of the company;

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- (c) in the case of a company that is to be a public company, the person who is (or the persons who are) to be the first secretary (or joint secretaries) of the company.

[^{F18}(2) For the required information—

- (a) in relation to proposed directors, see sections 167J and 167K;
(b) in relation to proposed secretaries or joint secretaries, see sections 279J and 279K.]

[^{F20}(2A) The statement must, in the case of each individual named as a director, confirm that the individual’s identity is verified (see section 1110A).]

- (3) [^{F21}The statement must also include a statement by the subscribers to the memorandum of association that each of the persons named as a director, as secretary or as one of the joint secretaries has consented to act in the relevant capacity.]

If all the partners in a firm are to be joint secretaries, consent may be given by one partner on behalf of all of them.

[^{F22}(4) The statement must also include a statement by the subscribers to the memorandum of association that no one named as a director is—

- (a) disqualified under the directors disqualification legislation (see section 159A(2)), or
(b) otherwise ineligible by virtue of any enactment for appointment as a director.

- (5) Where any of the persons named as directors would be disqualified under the directors disqualification legislation but for the permission of a court to act, the statement must also include a statement to that effect, in respect of each of them, specifying—

- (a) the person’s name,
(b) the court by which permission was given, and
(c) the date on which permission was given.

- (6) In subsection (5) “permission of a court to act” means permission of a court under a provision mentioned in column 2 of the table in section 159A(2).

- (7) Where any of the persons named as directors would be disqualified under the directors disqualification legislation by virtue of section 11A of the Company Directors Disqualification Act 1986 or Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002 (designated persons under sanctions legislation) but for the authority of a licence of the kind mentioned in that section or Article, the statement must also include a statement to that effect, in respect of each of them, specifying—

- (a) the person’s name, and
(b) the date on which the licence was issued and by whom it was issued.]

Textual Amendments

F17 Words in s. 12(1) substituted (26.10.2023 for specified purposes, 4.3.2024 for specified purposes) by Economic Crime and Corporate Transparency Act 2023 (c. 56), s. 219(1)(2)(b), **Sch. 2 para. 22(2)**; S.I. 2024/269, reg. 2(z10)

F18 S. 12(2) substituted (26.10.2023 for specified purposes, 4.3.2024 for specified purposes) by Economic Crime and Corporate Transparency Act 2023 (c. 56), s. 219(1)(2)(b), **Sch. 2 para. 22(3)**; S.I. 2024/269, reg. 2(z10)

F19 Words in s. 12(2) inserted (30.6.2016) by Small Business, Enterprise and Employment Act 2015 (c. 26), s. 164(1), **Sch. 5 para. 12**; S.I. 2016/321, reg. 6(c)

Status: Point in time view as at 04/03/2024.

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- F20** S. 12(2A) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), ss. 4\(2\), 219\(1\)\(2\)\(b\)](#)
- F21** Words in s. 12(3) substituted (10.10.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\), ss. 100\(2\), 164\(1\) \(with s. 100\(6\)\); S.I. 2015/1689, reg. 4\(b\)](#)
- F22** S. 12(4)-(7) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), ss. 5\(2\), 219\(1\)\(2\)\(b\)](#)

[^{F23} 12A Statement of initial significant control

[The statement of initial significant control required to be delivered to the registrar
^{F24}(1) must—

- (a) state whether, on incorporation, there will be anyone who is either a registrable person or a registrable relevant legal entity in relation to the company, and
- (b) include the required particulars of any such person.]

[If there is anyone who will be a registrable person, or a registrable relevant legal entity,
^{F25}(1A) in relation to the company on incorporation, the statement must also include—

- (a) a statement that none of them is disqualified under the directors disqualification legislation (see section 159A(2)),
- (b) if any of them would be so disqualified but for the permission of a court to act, a statement to that effect, in respect of each of them, specifying—
 - (i) the person’s name,
 - (ii) the court by which permission was given,
 - (iii) the date on which permission was given, and
- (c) if any of them would be so disqualified by virtue of section 11A of the Company Directors Disqualification Act 1986 or Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002 (designated persons under sanctions legislation) but for the authority of a licence of the kind mentioned in that section or Article, a statement to that effect, in respect of each of them, specifying—
 - (i) the person’s name, and
 - (ii) the date on which the licence was issued and by whom it was issued.]

(2) It is not necessary to include under subsection (1)(b) the date on which someone becomes a registrable person or a registrable relevant legal entity in relation to the company.

(3) If the statement includes required particulars of an individual, it must also contain a statement that those particulars are included with the knowledge of that individual.

[In this section—

^{F26}(4) “permission of a court to act” means permission of a court under a provision mentioned in column 2 of the table in section 159A(2);

“registrable person” has the meaning given by section 790C (see also section 790J);

“registrable relevant legal entity” has the meaning given by section 790C (see also section 790J);

“required particulars” has the meaning given by section 790K.]]

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Textual Amendments

- F23** S. 12A inserted (26.5.2015 for specified purposes, 30.6.2016 in so far as not already in force) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), [Sch. 3 para. 5](#); S.I. 2015/1329, reg. 3(a); S.I. 2015/2029, reg. 5(b)
- F24** S. 12A(1) substituted (26.10.2023 for specified purposes, 4.3.2024 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), s. 219(1)(2)(b), [Sch. 2 para. 23](#); S.I. 2024/269, reg. 2(z10)
- F25** S. 12A(1A) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 6\(2\)](#), 219(1)(2)(b)
- F26** S. 12A(4) substituted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 6\(3\)](#), 219(1)(2)(b)

Modifications etc. (not altering text)

- C2** S. 12A applied (with modifications) by S.I. 2009/1804, reg. 3A (as inserted (30.6.2016) by [The Limited Liability Partnerships \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/340\)](#), reg. 1(2)(c), Sch. 3 para. 3)
- C3** S. 12A modified (30.6.2016) by [The European Public Limited-Liability Company \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/375\)](#), regs. 1(2), 4 (which amending provision was revoked (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, [89](#); 2020 c. 1, Sch. 5 para. 1(1))

[^{F27}12B Option to provide ID verification information about PSCs

- (1) This section applies if an application for the registration of a company contains a statement of initial significant control that identifies a person who will be a registrable person, or a registrable relevant legal entity, in relation to the company on its incorporation.
- (2) In relation to any person who will be a registrable person, the statement may include a statement that the person's identity is verified (see section 1110A).
- (3) In relation to any person who will be a registrable relevant legal entity, the statement may include a statement that—
 - (a) specifies the name of one of its relevant officers (within the meaning given by section 790LO(6)) who is an individual and whose identity is verified, and
 - (b) confirms that the individual's identity is verified.
- (4) If a statement under subsection (3) is included in relation to a person who will be a registrable relevant legal entity, the application for registration of the company must be accompanied by a statement by the individual confirming that the individual is a relevant officer of that entity.
- (5) To find out what happens if the option in subsection (2) or (3) is not exercised, see sections 790LM and 790LO.
- (6) In this section—

“registrable person” has the meaning given by section 790C, except that it does not include a person mentioned in section 790C(12)(a) to (d) (see also section 790J);

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“registrable relevant legal entity” has the meaning given by section 790C (see also section 790J).]

Textual Amendments

F27 S. 12B inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023](#) (c. 56), [ss. 7, 219\(1\)\(2\)\(b\)](#)

13 Statement of compliance

- (1) The statement of compliance required to be delivered to the registrar is a statement that the requirements of this Act as to registration have been complied with.
- (2) The registrar may accept the statement of compliance as sufficient evidence of compliance.

Status:

Point in time view as at 04/03/2024.

Changes to legislation:

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