



# Economic Crime and Corporate Transparency Act 2023

## 2023 CHAPTER 56

### PART 1

#### COMPANIES ETC

##### *The registrar of companies*

#### **1 The registrar's objectives**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 1059A (scheme of Part 35), in subsection (2), at the appropriate place insert—  
“section **1081A** (registrar's objectives to promote integrity of registers etc).”
- (3) After section 1081 insert—

##### **“1081A Registrar's objectives to promote integrity of registers etc**

- (1) The registrar must, in performing the registrar's functions, seek to promote the following objectives.

###### *Objective 1*

Objective 1 is to ensure that any person who is required to deliver a document to the registrar does so (and that the requirements for proper delivery are complied with).

###### *Objective 2*

Objective 2 is to ensure that information contained in the register is accurate and that the register contains everything it ought to contain.

###### *Objective 3*

---

*Status: This is the original version (as it was originally enacted).*

---

Objective 3 is to ensure that records kept by the registrar do not create a false or misleading impression to members of the public.

*Objective 4*

Objective 4 is to prevent companies and others from—

- (a) carrying out unlawful activities, or
- (b) facilitating the carrying out by others of unlawful activities.

- (2) In Objective 2 the reference to “the register” includes any records kept by the registrar under any enactment.”

*Company formation*

**2 Statement as to lawful purposes**

In section 9 of the Companies Act 2006 (registration documents), in subsection (2)—

- (a) omit the “and” at the end of paragraph (c);
- (b) at the end of paragraph (d) insert “, and
- (c) that the subscribers wish to form the company for lawful purposes.”

**3 Information about subscribers**

- (1) The Companies Act 2006 is amended as follows.

- (2) In section 9 (registration documents)—

- (a) after subsection (3) insert—

“(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—
  - (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

---

*Status: This is the original version (as it was originally enacted).*

---

(ii) the date on which it was issued and by whom it was issued.”;

(b) after subsection (6) insert—

“(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).”

(3) After section 9 insert—

#### **“9A 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.
- (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.”

(4) In section 10 (statement of capital and initial shareholdings), omit subsection (3).

(5) In section 11 (statement of guarantee), omit subsection (2).

#### **4 Proposed officers: identity verification**

(1) Section 12 of the Companies Act 2006 (statement of proposed officers) is amended as follows.

(2) After subsection (2) insert—

“(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) The provision that may be made under section 220(1) in connection with the coming into force of this section includes—

- (a) provision requiring a company incorporated in pursuance of an application delivered before the coming into force of this section to deliver to the registrar, at the same time as a confirmation statement, a statement, in respect of any individual who became a director of the company on its incorporation,

confirming that the individual’s identity is verified (within the meaning of section 1110A of the Companies Act 2006), and

- (b) provision for section 853A(1)(b)(i) of the Companies Act 2006 (as substituted by section 59 of this Act) to have effect as if it included a reference to any duty imposed by virtue of paragraph (a).

- (4) In subsection (3)—

“confirmation statement” has the meaning given by section 853A of the Companies Act 2006;

“the registrar” has the same meaning as in the Companies Acts (see section 1060 of the Companies Act 2006).

## 5 Proposed officers: disqualification

- (1) The Companies Act 2006 is amended as follows

- (2) In section 12 (statement of proposed officers), at the end insert—

“(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.”

- (3) In section 16 (effect of registration), in subsection (6), at the end insert “unless ineligible for appointment to that office by virtue of any enactment”.

## 6 Persons with initial significant control: disqualification

- (1) Section 12A of the Companies Act 2006 (statement of initial significant control) is amended as follows.

(2) After subsection (1) insert—

“(1A) If there is anyone who will be a registrable person, or a registrable relevant legal entity, 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.”

(3) For subsection (4) substitute—

“(4) In this section—

“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.”

## 7 **Persons with initial significant control: identity verification**

After section 12A of the Companies Act 2006 insert—

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

### *Company names*

## **8 Names for criminal purposes**

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 53 insert—

### **“53A Names for criminal purposes**

A company must not be registered under this Act by a name if, in the opinion of the Secretary of State, the registration of the company by that name is intended to facilitate—

- (a) the commission of an offence involving dishonesty or deception, or
  - (b) the carrying out of conduct that, if carried out in any part of the United Kingdom, would amount to such an offence.”
- (3) In section 1047 (registered name of overseas company), in subsection (4), after paragraph (a) insert—
- “(aa) section 53A (names for criminal purposes);”.

## **9 Names suggesting connection with foreign governments etc**

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 56 insert—

### **“56A Names suggesting connection with foreign governments etc**

A company must not be registered under this Act by a name that, in the opinion of the Secretary of State, would be likely to give the false impression that the company is connected with—

- (a) a foreign government or an agency or authority of a foreign government, or
  - (b) an international organisation whose members include two or more countries or territories (or their governments).”
- (3) In section 1047 (registered name of overseas company), in subsection (4), after paragraph (b) insert—
- “(bza) section 56A (names suggesting connection with foreign governments etc);”.

## **10 Names containing computer code**

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 57 insert—

*“Computer code*

### **57A Names containing computer code**

A company must not be registered under this Act by a name that, in the opinion of the Secretary of State, consists of or includes computer code.”

- (3) In section 1047 (registered name of overseas company), in subsection (4), after paragraph (ba) insert—
- “(bb) section 57A (names containing computer code);”.

## **11 Prohibition on re-registering name following direction**

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 57A (inserted by section 10 of this Act) insert—

*“Prohibitions where a company has been required to change a name*

### **57B Prohibition on re-registering name following direction**

- (1) Where a company’s name has at any time been changed following a direction under section 67, 75, 76, 76A or 76B, or an order under section 73, the company must not subsequently be registered under this Act by the original name or a name that is similar to it.
- (2) But subsection (1) does not prevent the registration of the company by any name approved by the Secretary of State.
- (3) In subsection (1)—
  - (a) the reference to the name of a company being changed following a direction under a particular section includes a case where a new name is determined for the company under section 76D because of its failure to comply with the direction;
  - (b) the reference to the name of a company being changed following an order under section 73 includes a case where a new name is

---

*Status: This is the original version (as it was originally enacted).*

---

determined for the company under section 73(4) because of its failure to comply with an order.”

- (3) In section 1047 (registered name of overseas company), in subsection (4), after paragraph (bb) (inserted by section 10 of this Act) insert—
- “(bc) section 57B (restriction on re-registering name following direction).”

## 12 Prohibition on using name that another company has been directed to change

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 57B (inserted by section 11 of this Act) insert—

### “57C Name that another company has been directed to change

- (1) Where a company has at any time been directed under section 67, 75, 76, 76A or 76B, or ordered under section 73, to change its name, no other company may be registered under this Act by that name or a name that is similar if—
- (a) that company is an existing company and there is a person who has, or has had, a relevant relationship with both companies, or
  - (b) an application has been made for the registration of that company and, if it is registered, there will on its incorporation be a person who has, or has had, a relevant relationship with both companies.
- (2) But subsection (1) does not prevent the registration of the company by any name approved by the Secretary of State.
- (3) For the purposes of subsection (1) it is irrelevant whether the person has, or has had, a relevant relationship with both companies at the same time.
- (4) For the purposes of this section a person has a “relevant relationship” with a company if the person is—
- (a) an officer, or
  - (b) a member or former member.
- (5) In subsection (1)—
- (a) the reference to the name of a company being changed following a direction under a particular section includes a case where a new name is determined for the company under section 76D because of its failure to comply with the direction;
  - (b) the reference to the name of a company being changed following an order under section 73 includes a case where a new name is determined for the company under section 73(4) because of its failure to comply with an order.”
- (3) In section 1047 (registered name of overseas company), in subsection (4), after paragraph (bc) (inserted by section 11 of this Act) insert—
- “(bd) section 57C (names that another company has been directed to change);”.

## 13 Directions to change name: period for compliance

- (1) The Companies Act 2006 is amended as follows



- (2) In section 64 (power to direct change of name in case of company ceasing to be entitled to exemption), after subsection (2) insert—
- “(2A) The period must be a period of at least 28 days beginning with the date of the direction.
- (2B) The Secretary of State may by further direction in writing extend the period.
- Any such direction must be given before the end of the period for the time being specified.”
- (3) In section 68 (direction to change name in case of similarity to existing name: supplementary provisions), after subsection (2) insert—
- “(2A) The period must be a period of at least 28 days beginning with the date of the direction.”
- (4) In section 75 (provision of misleading information etc), after subsection (2) insert—
- “(2A) The period must be at least 28 days beginning with the date of the direction.”
- (5) In section 76 (misleading indication of activities)—
- (a) for subsections (2) and (3) substitute—
- “(2) The direction must be in writing and must specify the period within which the company is to change its name.
- (3) The period must be a period of at least 28 days beginning with the date of the direction.
- (3A) The Secretary of State may by further direction in writing extend the period.
- Any such direction must be given before the end of the period for the time being specified.”;
- (b) for subsection (4) substitute—
- “(4) A company may apply to the court to set aside a direction under subsection (1).
- (4A) Any application under subsection (4) must be made within the period of three weeks beginning with the date of the direction.”
- (c) after subsection (5) insert—
- “(5A) If a company applies to the court under subsection (4) to set aside a direction, it is not required to comply with the direction while the proceedings are ongoing.”;
- (d) in subsection (6), for “this section” substitute “subsection (1)”.

#### **14 Requirements to change name: removal of old name from public inspection**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 64 (company ceasing to be entitled to exemption in relation to use of “limited” etc), after subsection (6) insert—

“(6A) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.”

- (3) In section 67 (power to direct change of name in case of similarity to existing name), after subsection (1) insert—

“(1A) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates (so far as it relates to the company to which the direction is given).”

- (4) In section 73 (order requiring name to be changed), after subsection (6) insert—

“(7) Where an order is made under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the order relates.”

- (5) In section 75 (provision of misleading information), after subsection (4) insert—

“(4A) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.”

- (6) In section 76 (misleading indication of activities), after subsection (5A) (inserted by section 13 of this Act) insert—

“(5B) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.”

## **15 Objections to company’s registered name**

- (1) Section 69 of the Companies Act 2006 (objection to company’s registered name) is amended as follows.

- (2) In subsection (1)(b)—

- (a) after “in the United Kingdom” insert “or elsewhere”;
- (b) after “mislead” insert “members of the public in the United Kingdom or elsewhere”.

- (3) In subsection (3), for the second sentence substitute “Any of the following may be joined as respondents—

- (a) any member or person who was a member at the time at which the name was registered;
- (b) any director or person who was a director at the time at which the name was registered.”

- (4) In subsection (4), omit paragraph (b) (and the “or” at the end of that paragraph).

- (5) In subsection (5), omit “, (b)”.

## **16 Misleading indication of activities**

In section 76 of the Companies Act 2006 (misleading indication of activities), in subsection (1), for “be likely to cause harm to the public” substitute “pose a risk of harm to the public in the United Kingdom or elsewhere”.

## **17 Direction to change name used for criminal purposes**

(1) The Companies Act 2006 is amended as follows.

(2) Before section 75 insert—

*“Provision of misleading information”.*

(3) Before section 76 insert—

*“Misleading indication of activities and names used for criminal purposes”.*

(4) After section 76 insert—

### **“76A Power to direct change of name used for criminal purposes**

- (1) The Secretary of State may direct a company to change its name if it appears to the Secretary of State that the name has been used, or is intended to be used, by the company to facilitate—
  - (a) the commission of an offence involving dishonesty or deception, or
  - (b) the carrying out of conduct that, if carried out in any part of the United Kingdom, would amount to such an offence.
- (2) The direction must be in writing and must specify the period within which the company is to change its name.
- (3) The period must be a period of at least 28 days beginning with the date of the direction.
- (4) The Secretary of State may by further direction in writing extend the period.

Any such direction must be given before the end of the period for the time being specified.
- (5) A company may apply to the court to set aside a direction under subsection (1).
- (6) Any application under subsection (5) must be made within the period of three weeks beginning with the date of the direction.
- (7) On an application under subsection (5) the court may set the direction aside or confirm it.
- (8) If on an application under subsection (5) the direction is confirmed, the court must specify the period within which the direction is to be complied with.
- (9) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.

- (10) If a company applies to the court under subsection (5) to set aside a direction, the company is not required to comply with the direction while the proceedings are ongoing.
- (11) If a company fails to comply with a direction under subsection (1), an offence is committed by—
- (a) the company, and
  - (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

- (12) A person guilty of an offence under this section 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.”
- (5) In section 1047 (registered name of overseas company), in subsection (4), after paragraph (f) insert—
- “(g) section 76A (power to direct change of name used for criminal purposes);”.

## 18 Direction to change name wrongly registered

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 76A (inserted by section 17 of this Act) insert—

*“Direction to change name wrongly registered*

### **76B Direction to change name wrongly registered**

- (1) The Secretary of State may direct a company to change its name if—
- (a) it appears to the Secretary of State that the company’s registration by that name was in contravention of any requirement imposed by this Part, or
  - (b) the Secretary of State did not, at the time at which the name was registered, form the opinion mentioned in section 53, 56A or 57A, but had proper grounds for doing so.
- (2) The direction must be in writing and must specify the period within which the company is to change its name.
- (3) The period must be a period of at least 28 days beginning with the date of the direction.
- (4) The Secretary of State may by further direction in writing extend the period.
- Any such direction must be given before the end of the period for the time being specified.
- (5) A company may apply to the court to set aside a direction under subsection (1).
- (6) Any application under subsection (5) must be made within the period of three weeks beginning with the date of the direction.

---

*Status: This is the original version (as it was originally enacted).*

---

- (7) On an application under subsection (5) the court may set the direction aside or confirm it.
- (8) If on an application under subsection (5) the direction is confirmed, the court must specify the period within which the direction is to be complied with.
- (9) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.
- (10) If a company applies to the court under subsection (5) to set aside a direction, the company is not required to comply with the direction while the proceedings are ongoing.
- (11) If a company fails to comply with a direction under subsection (1), an offence is committed by—
  - (a) the company, and
  - (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

- (12) A person guilty of an offence under this section 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.”
- (3) In section 1047 (registered name of overseas company), in subsection (4), after paragraph (g) (inserted by section 17 of this Act) insert—
  - “(h) section 76B (direction to change name wrongly registered);”.

## **19 Registrar’s power to change names containing computer code**

- (1) The Companies Act 2006 is amended as follows
- (2) In the heading of Chapter 4 of Part 5, after “Secretary of State” insert “and the registrar”.
- (3) After section 76B (inserted by section 18 of this Act) insert—

*“Registrar’s powers to change names*

### **76C Registrar’s power to change name containing computer code**

- (1) Where, in the opinion of the registrar, a company’s registered name consists of or includes computer code, the registrar may—
  - (a) determine a new name for the company, and
  - (b) remove from the register any reference to the company’s old name.
- (2) If the registrar determines a new name for a company under this section, the registrar must—
  - (a) give the company notice of the determination, and
  - (b) place a note of the determination in the register.
- (3) Where a company is given a direction under section 76B to change its name—

- (a) that does not affect the registrar’s power to act under subsection (1), but
  - (b) if the registrar does so, the direction lapses.”
- (4) In section 1081 (annotation of the register), in subsection (6), after “subsection (2)” insert “or of any other enactment”.

## 20 Registrar’s power to change company’s name for breach of direction

After section 76C of the Companies Act 2006 (inserted by section 19 of this Act) insert—

### “76D Registrar’s power to change name for failure to comply with direction

- (1) Where a company fails to comply with a direction to change its name, the registrar may determine a new name for the company.
- (2) The reference in subsection (1) to a direction to change a company’s name is to a direction under section 64, 67, 75, 76, 76A or 76B.
- (3) If the registrar determines a new name for a company under this section, the registrar must—
  - (a) give the company notice of the determination, and
  - (b) place a note of the determination in the register.”

## 21 Sections 19 and 20: consequential amendments

- (1) In section 80 (change of name: registration and issue of new certificate of incorporation), for subsections (1) and (2) substitute—
- “(1) This section applies where—
- (a) the registrar receives notice of a change of a company’s name and is satisfied—
    - (i) that the new name complies with the requirements of this Part, and
    - (ii) that the requirements of the Companies Acts, and any relevant requirements of the company’s articles, with respect to a change of name are complied with, or
  - (b) the registrar determines a new name for a company under section 76C or 76D.
- (2) The registrar must enter the new name on the register in place of the former name.”
- (2) In section 1047 (registered name of overseas company), in subsection (4), after paragraph (h) (inserted by section 18 of this Act) insert—
- “(i) section 76C (registrar’s power to change name containing computer code);
  - (j) section 76D (registrar’s power to change name for failure to comply with direction).”

## 22 Company names: exceptions based on national security etc

After section 76D of the Companies Act 2006 (inserted by section 20 of this Act) insert—

### “CHAPTER 4A

#### EXCEPTIONS

##### 76E Exceptions based on national security etc

- (1) Nothing in this Part prevents the registration of a company under this Act by a name if the Secretary of State is satisfied that the registration of the company by that name is necessary—
  - (a) in the interests of national security, or
  - (b) for the purposes of preventing or detecting serious crime.
- (2) For the purposes of subsection (1)(b)—
  - (a) “crime” means conduct which—
    - (i) constitutes a criminal offence, or
    - (ii) is, or corresponds to, any conduct which, if it all took place in any one part of the United Kingdom, would constitute a criminal offence, and
  - (b) crime is “serious” if—
    - (i) the offence which is or would be constituted by the conduct is an offence for which the maximum sentence (in any part of the United Kingdom) is imprisonment for 3 years or more, or
    - (ii) the conduct involves the use of violence, results in substantial financial gain or is conduct by a large number of persons in pursuit of a common purpose.”

##### *Business names*

## 23 Use of name suggesting connection with foreign governments etc

In the Companies Act 2006, after section 1196 insert—

### “1196A Names suggesting connection with foreign governments etc

- (1) A person must not carry on business in the United Kingdom under a name that would be likely to give the false impression that the business is connected with—
  - (a) a foreign government or an agency or authority of a foreign government, or
  - (b) an international organisation whose members include two or more countries or territories (or their governments).
- (2) A person who contravenes this section commits an offence.

- (3) Where an offence under this section is committed by a body corporate, an offence is also committed by every officer of the body who is in default.
- (4) A person guilty of an offence under this section 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.”

## **24 Use of name giving misleading indication of activities**

In section 1198 of the Companies Act 2006 (misleading indication of activities), in subsection (1), for “be likely to cause harm to the public” substitute “pose a risk of harm to the public in the United Kingdom or elsewhere”.

## **25 Use of name that a company has been required to change**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 1192 (application of this Chapter), at the beginning of subsection (1) insert “Subject to any express provision to the contrary,”.
- (3) After section 1198 insert—

*“Restrictions where a company has been required to change a name*

### **1198A Name that a company has been required to change**

- (1) Where a relevant direction has been given to a company to change its name, or it has been ordered under section 73 to change its name, the company must not carry on business in the United Kingdom under the name that it was directed or ordered to change, except as mentioned in subsection (2).
- (2) Subsection (1) does not prevent the use by a company of a name if—
  - (a) the period for complying with the direction or order has not yet expired,
  - (b) the company complied with the direction or order and has since become registered with the name again following approval given under section 57B, or
  - (c) the direction was given, or the order was made, before section 25 of the Economic Crime and Corporate Transparency Act 2023 came fully into force.
- (3) If a company uses a name in contravention of this section an offence is committed by—
  - (a) the company, and
  - (b) every officer of the company who is in default.
- (4) A person guilty of an offence under this section 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.
- (5) In this section—



“company” includes an overseas company;

“relevant direction” means a direction under section 67, 75, 76, 76A or 76B, other than a direction under section 76B(1)(b) given on the basis that, at the time at which a company’s name was registered, the Secretary of State had proper grounds for forming the opinion mentioned in section 57A.”

## 26 Use of name that another company has been required to change

After section 1198A of the Companies Act 2006 (inserted by section 25 of this Act) insert—

### “1198B Name that another company has been required to change

- (1) Where a relevant direction has been given to a company to change its name, or it has been ordered under section 73 to change its name, another company must not carry on business in the United Kingdom under the name that the first company was directed or ordered to change if there is a person who has, or has had, a relevant relationship with both companies.
- (2) Subsection (1) does not prevent the use by a company of a name if—
  - (a) it is registered under this Act by that name,
  - (b) the period for complying with the direction or order has not yet expired, or
  - (c) the direction was given, or the order was made, before section 26 of the Economic Crime and Corporate Transparency Act 2023 came fully into force.
- (3) For the purposes of subsection (1) it is irrelevant whether the person has, or has had, a relevant relationship with both companies at the same time.
- (4) For the purposes of this section a person has a “relevant relationship” with a company if the person is—
  - (a) an officer, or
  - (b) a member or former member.
- (5) If a company uses a name in contravention of this section an offence is committed by—
  - (a) the company, and
  - (b) every officer of the company who is in default.
- (6) A person guilty of an offence under this section 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.
- (7) In this section—
 

“company” includes an overseas company;

“relevant direction” means a direction under section 67, 75, 76A or 76B, other than a direction under section 76B(1)(b) given on the basis that, at the time at which a company’s name was registered, the Secretary of State had proper grounds for forming the opinion mentioned in section 57A.”

**27 Use of names: exceptions based on national security etc**

After section 1199 of the Companies Act 2006 insert—

**“1199A Exceptions based on national security etc**

- (1) The Secretary of State may, by written notice given to a person, provide that a prohibition imposed by this Chapter does not apply in relation to the carrying on of a business by that person under a name specified in the notice, if satisfied that to do so is necessary—
  - (a) in the interests of national security, or
  - (b) for the purposes of preventing or detecting serious crime.
- (2) For the purposes of subsection (1)(b)—
  - (a) “crime” means conduct which—
    - (i) constitutes a criminal offence, or
    - (ii) is, or corresponds to, any conduct which, if it all took place in any one part of the United Kingdom, would constitute a criminal offence, and
  - (b) crime is “serious” if—
    - (i) the offence which is or would be constituted by the conduct is an offence for which the maximum sentence (in any part of the United Kingdom) is imprisonment for 3 years or more, or
    - (ii) the conduct involves the use of violence, results in substantial financial gain or is conduct by a large number of persons in pursuit of a common purpose.”

*Registered offices***28 Registered office: appropriate address**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 9 (registration documents), in subsection (5)(a), at the end insert “, which must be an appropriate address within the meaning given by section 86(2)”.
- (3) For section 86 substitute—

**“86 Duty to ensure registered office at appropriate address**

- (1) A company must ensure that its registered office is at all times at an appropriate address.
- (2) An address is an “appropriate address” if, in the ordinary course of events—
  - (a) a document addressed to the company, and delivered there by hand or by post, would be expected to come to the attention of a person acting on behalf of the company, and
  - (b) the delivery of documents there is capable of being recorded by the obtaining of an acknowledgement of delivery.
- (3) If a company fails, without reasonable excuse, to comply with this section an offence is committed by—

- (a) the company, and
  - (b) every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction—
- (a) in England and Wales, to a fine;
  - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.
- (5) Subsection (1) does not apply in relation to a company during any period for which the address of its registered office is a default address nominated by virtue of section 1097A(3)(h).”
- (4) In section 87 (change of address of registered office), after subsection (1) insert—
- “(1A) The notice must include a statement that the new address is an appropriate address within the meaning given by section 86(2).”
- (5) In section 853B (duties to notify a relevant event), omit paragraph (a).
- (6) After section 853C insert—

**“853CA Duty to notify a change in registered office**

- (1) This section applies where—
- (a) a company makes a confirmation statement,
  - (b) the company’s registered office is not at an appropriate address within the meaning given by section 86(2), and
  - (c) the company has not given a notice under section 87 (change of registered office) that is awaiting registration by the registrar.
- (2) The company must deliver a notice under section 87 at the same time as it delivers the confirmation statement.”

*Registered email addresses*

**29 Registered email addresses etc**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 9 (registration documents), in subsection (5), after paragraph (a) insert—
- “(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);”.
- (3) In section 16 (effect of registration), in subsection (4), after “status” insert “, registered email address”.
- (4) In the heading to Part 6 (a company’s registered office), after “registered office” insert “and email address”.
- (5) After section 88 insert—

---

*Status: This is the original version (as it was originally enacted).*

---

*“Registered email address*

**88A Duty to maintain a registered email address**

- (1) A company must ensure that its registered email address is at all times an appropriate email address.
- (2) An email address is an “appropriate email address” if, in the ordinary course of events, emails sent to it by the registrar would be expected to come to the attention of a person acting on behalf of the company.
- (3) If a company fails, without reasonable excuse, to comply with this section an offence is committed by—
  - (a) the company, and
  - (b) every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction—
  - (a) in England and Wales, to a fine;
  - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.

**88B Change of registered email address**

- (1) A company may change its registered email address by giving notice to the registrar.
  - (2) The notice must include a statement that the new address is an appropriate email address within the meaning given by section 88A(2).
  - (3) The change takes effect upon the notice being registered by the registrar.”
- (6) After section 853CA (inserted by section 28 of this Act) insert—

**“853CB Duty to notify a change in registered email address**

- (1) This section applies where—
    - (a) a company makes a confirmation statement,
    - (b) the company’s registered email address is not an appropriate email address within the meaning given by section 88A(2), and
    - (c) the company has not given a notice under section 88B (change of registered email address) that is awaiting registration by the registrar.
  - (2) The company must deliver a notice under section 88B at the same time as it delivers the confirmation statement.”
- (7) In section 1087 (material not available for public inspection), in subsection (1), before paragraph (a) insert—
- “(za) an email address delivered to the registrar under—
- (i) section 9(5)(aa) or 88B (initial registered email address and change of address);

---

*Status: This is the original version (as it was originally enacted).*

---

- (ii) section 30 of the Economic Crime and Corporate Transparency Act 2023 (company’s registered email address: transitional provision);”.
- (8) In section 1115 (supplementary provisions relating to electronic communications), omit subsection (1).
- (9) In Schedule 4 (documents and information sent or supplied to a company)—
  - (a) after Part 2 insert—

## “PART 2A

### COMMUNICATIONS IN ELECTRONIC FORM FROM THE REGISTRAR OR THE SECRETARY OF STATE

- 4A (1) A document or information is validly sent or supplied to a company by the registrar or the Secretary of State if it is sent or supplied in electronic form in accordance with sub-paragraph (2) or (3).
- (2) Where the document or information is sent or supplied by electronic means it may only be sent—
  - (a) in the case of a company registered under this Act, to the company’s registered email address;
  - (b) in the case of any company, to an address specified by the company for that purpose (generally or specifically).
- (3) Where the document or information is sent or supplied in electronic form by hand or by post, it must be sent or supplied to an address to which it could be validly sent if it were in hard copy form.”;
- (b) in the heading of Part 3, at the end insert “in other cases”;
- (c) in paragraph 5, after “company” insert “by a person other than the registrar or the Secretary of State”.

## **30 Registered email addresses: transitional provision**

- (1) This section applies in relation to a company registered under the Companies Act 2006 in pursuance of an application for registration delivered to the registrar before section 29(2) comes fully into force.
- (2) On the first occasion on which the company delivers a confirmation statement with a confirmation date that is after the day on which section 29(2) comes fully into force—
  - (a) it must, at the same time, deliver to the registrar a statement specifying its registered email address for the purposes of section 88A of that Act (inserted by section 29 of this Act);
  - (b) section 853CB of that Act (inserted by section 29 of this Act) does not apply.
- (3) Section 853A(1)(b)(ii) of the Companies Act 2006 (as substituted by section 59 of this Act) has effect as if it included a reference to the duty imposed by subsection (2) (and section 853L of that Act applies accordingly).

---

*Status: This is the original version (as it was originally enacted).*

---

- (4) Section 88A of the Companies Act 2006 (inserted by section 29 of this Act) does not apply in relation to the company until it has delivered the confirmation statement mentioned in subsection (2) or, if it does not deliver the statement on time, the latest time by which it was required to do so.
- (5) In this section—  
     “confirmation statement” has the meaning given by section 853A of the Companies Act 2006;  
     “the registrar” has the meaning given by section 1060(3) of the Companies Act 2006.

*Disqualification in relation to companies*

**31 Disqualification for persistent breaches of companies legislation: GB**

- (1) Section 3 of the Company Directors Disqualification Act 1986 (disqualification for persistent breaches of companies legislation) is amended as follows.
- (2) In subsection (1), for the words from “provisions of the companies legislation” to the end substitute “relevant provisions of the companies legislation (see subsection (3B))”.
- (3) In subsection (2), for “such provisions as are mentioned above” substitute “relevant provisions of the companies legislation”.
- (4) In subsection (3)—  
     (a) for “provision of that legislation” substitute “such provision”;  
     (b) after paragraph (a) (but before the “or” at the end of that paragraph) insert—  
         “(aa) a financial penalty is imposed on the person in respect of such an offence by virtue of regulations under—  
             (i) section 1132A of the Companies Act 2006, or  
             (ii) section 39 of the Economic Crime (Transparency and Enforcement) Act 2022,”.
- (5) After subsection (3A) insert—  
     “(3B) In this section “relevant provisions of the companies legislation” means—  
         (a) any provision of the companies legislation requiring any return, account or other document to be filed with, delivered or sent, or notice of any matter to be given, to the registrar of companies,  
         (b) sections 167M and 167N of the Companies Act 2006 (prohibitions on acting as director where identity not verified or where there has been a failure to notify a directorship), and  
         (c) sections 790LQ and 790LR of the Companies Act 2006 (persons with significant control: ongoing duties in relation to identity verification).”
- (6) For subsection (4A) substitute—  
     “(4A) In this section “the companies legislation” means—  
         (a) the Companies Acts,  
         (b) Parts A1 to 7 of the Insolvency Act 1986 (company insolvency and winding up), and

*Status: This is the original version (as it was originally enacted).*

- (c) Part 1 of the Economic Crime (Transparency and Enforcement) Act 2022 (registration of overseas entities).”

## 32 Disqualification for persistent breaches of companies legislation: NI

- (1) The Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/3150 (N.I. 4)) is amended as follows.
- (2) In Article 6 (disqualification for persistent breaches of companies legislation)—
- (a) in paragraph (1), for the words from “provisions of the companies legislation” to the end substitute “relevant provisions of the companies legislation (see paragraph (3ZA))”;
- (b) in paragraph (2), for “such provisions as are mentioned in paragraph (1)” substitute “relevant provisions of the companies legislation”;
- (c) in paragraph (3), after sub-paragraph (a) (but before the “or” at the end of that sub-paragraph) insert—
- “(aa) a financial penalty is imposed on the person by the registrar in respect of such an offence by virtue of regulations under—
- (i) section 1132A of the Companies Act 2006, or
- (ii) section 39 of the Economic Crime (Transparency and Enforcement) Act 2022,”;
- (d) after paragraph (3) insert—
- “(3ZA) In this Article “relevant provisions of the companies legislation” means—
- (a) any provision of the companies legislation requiring any return, account or other document to be filed with, delivered or sent, or notice of any matter to be given, to the registrar,
- (b) sections 167M and 167N of the Companies Act 2006 (prohibitions on acting as director where identity not verified or where there has been a failure to notify a directorship), and
- (c) sections 790LQ and 790LR of the Companies Act 2006 (persons with significant control: ongoing duties in relation to identity verification).”;
- (e) for paragraph (3A) substitute—
- “(3A) In this Article “the companies legislation” means—
- (a) the Companies Acts,
- (b) Parts 1A to 7 of the Insolvency (Northern Ireland) Order 1989 (company insolvency and winding up), and
- (c) Part 1 of the Economic Crime (Transparency and Enforcement) Act 2022 (registration of overseas entities).”
- (3) In Article 25A (application of Order to registered societies), in paragraph (2)(c), for “Articles 6(1) and 8(1)” substitute “Article 6(3ZA)(a)”.
- (4) In Article 25B (application of Order to credit unions), in paragraph (3)(b), for “Articles 6(1) and 8(1) references” substitute “Article 6(3ZA)(a) the reference”.

### **33 Disqualification on summary conviction: GB**

- (1) Section 5 of the Company Directors Disqualification Act 1986 (disqualification on summary conviction) is amended as follows.
- (2) In subsection (1), for the words from “provision of the companies legislation” to “the registrar of companies” substitute “of the relevant provisions of the companies legislation”.
- (3) For subsection (3) substitute—
  - “(3) Those circumstances are that, during the 5 years ending with the date of the conviction, there have been no fewer than 3 relevant findings of guilt in relation to the person.
  - (3A) For these purposes, there is a relevant finding of guilt in relation to the person if —
    - (a) the person is convicted of an offence counting for the purposes of this section (including the offence of which the person is convicted as mentioned in subsection (2) and any other offence of which the person is convicted on the same occasion),
    - (b) a financial penalty of the kind mentioned in section 3(3)(aa) is imposed on the person, or
    - (c) a default order within the meaning of section 3(3)(b) is made against the person.”
- (4) In subsection (4), omit paragraph (b) and the “and” before it.
- (5) For subsection (4A) substitute—
  - “(4A) In this section “relevant provisions of the companies legislation” has the meaning given by section 3(3B).”

### **34 Disqualification on summary conviction: NI**

- (1) Article 8 of the Company Directors Disqualification (Northern Ireland) Order 2002 ([S.I. 2002/3150 \(N.I. 4\)](#)) (disqualification on summary conviction) is amended as follows.
- (2) In paragraph (1), for the words from “provision of the companies legislation” to “the registrar” substitute “of the relevant provisions of the companies legislation”.
- (3) For paragraph (3) substitute—
  - “(3) Those circumstances are that, during the 5 years ending with the date of the conviction, there have been no fewer than 3 relevant findings of guilt in relation to the person.
  - (3A) For these purposes, there is a relevant finding of guilt in relation to the person if —
    - (a) the person is convicted of an offence counting for the purposes of this Article (including the offence of which the person is convicted as mentioned in paragraph (2) and any other offence of which the person is convicted on the same occasion),
    - (b) a financial penalty of the kind mentioned in Article 6(3)(aa) is imposed on the person, or



---

*Status: This is the original version (as it was originally enacted).*

---

- (c) a default order within the meaning of Article 6(3)(b) is made against the person.”
- (4) Omit paragraph (4).
- (5) For paragraph (4A) substitute—
  - “(4A) In this Article “relevant provisions of the companies legislation” has the meaning given by Article 6(3ZA).”

### **35 Power to impose director disqualification sanctions**

- (1) The Sanctions and Anti-Money Laundering Act 2018 is amended as follows.
- (2) In section 1 (power to make sanctions regulations), in subsection (5), after paragraph (a) insert—
  - “(aa) impose director disqualification sanctions (see section 3A);”.
- (3) After section 3 insert—

#### **“3A Director disqualification sanctions**

- (1) For the purposes of section 1(5)(aa) regulations “impose director disqualification sanctions” if they provide for designated persons (see section 9) to be persons subject to director disqualification sanctions for the purposes of—
  - (a) section 11A of the Company Directors Disqualification Act 1986, and
  - (b) Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002.
- (2) As to the effect of such provision, see—
  - (a) section 11A of the Company Directors Disqualification Act 1986, and
  - (b) Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002.”
- (4) In section 9 (“designated persons”)—
  - (a) in subsection (1), for “3 and 4” substitute “3 to 4”;
  - (b) in subsection (3), after “3,” insert “3A.”
- (5) In section 15 (exceptions and licences), after subsection (3) insert—
  - “(3A) Where regulations provide for designated persons to be persons subject to director disqualification sanctions for the purposes of section 11A of the Company Directors Disqualification Act 1986 and Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002, the regulations may—
    - (a) create exceptions from subsection (1) of that section or paragraph (1) of that Article;
    - (b) confer power on an appropriate Minister to issue a licence to authorise a designated person to do anything that would otherwise be prohibited by subsection (1) of that section or paragraph (1) of that Article.
  - (3B) Regulations may, as respects any licences provided for under subsection (3A), make any provision mentioned (in relation to licences) in subsection (3).”

### 36 **Disqualification of persons designated under sanctions legislation: GB**

- (1) The Company Directors Disqualification Act 1986 is amended as follows.
- (2) After section 11 insert—

#### **“11A Designated persons under sanctions legislation**

- (1) It is an offence for a person who is subject to director disqualification sanctions to act as a director of a company or directly or indirectly to take part in or be concerned in the promotion, formation or management of a company (but see subsection (2)).
- (2) Subsection (1) does not apply—
- (a) to the extent that an exception from subsection (1) has been created by virtue of section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018, or
  - (b) to anything done under the authority of a licence issued by virtue of section 15(3A) of that Act.
- (3) It is a defence for a person charged with an offence under this section to prove that they did not know and could not reasonably have been expected to know that they were subject to director disqualification sanctions at the time at which they engaged in that conduct.
- (4) In this section “person who is subject to director disqualification sanctions” means a person who under regulations under section 1 of the Sanctions and Anti-Money Laundering Act 2018 is a person subject to director disqualification sanctions for the purposes of this section and Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002 (see section 3A of the Sanctions and Anti-Money Laundering Act 2018).”
- (3) In section 13 (criminal penalties), after “section 11” insert “or 11A”.
- (4) In section 14 (offences by body corporate), for subsection (1) substitute—
- “(1) Where—
- (a) a body corporate is—
    - (i) guilty of an offence of acting in contravention of a disqualification order or disqualification undertaking or in contravention of section 12A or 12B, or
    - (ii) guilty of an offence under section 11A, and
  - (b) it is proved that the offence occurred with the consent or connivance of, or was attributable to any neglect on the part of any director, manager, secretary or other similar officer of the body corporate, or any person who was purporting to act in any such capacity,
- the person, as well as the body corporate, is guilty of the offence and liable to be proceeded against and punished accordingly.”
- (5) In section 15 (personal liability for company’s debts where person acts while disqualified)—
- (a) in subsection (1)(a), after “section 11” insert “, 11A”;
  - (b) omit the “or” at the end of subsection (1)(a);
  - (c) after subsection (1)(b) insert “, or

---

*Status: This is the original version (as it was originally enacted).*

---

- (c) as a person who is involved in the management of the company, they act or are willing to act on instructions where—
  - (i) the instructions are given by a person whom they know at that time to be subject to director disqualification sanctions (within the meaning of section 11A),
  - (ii) the giving of the instructions does not fall within any exception from section 11A(1) created by virtue of section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018, and
  - (iii) the instructions are not authorised,  
(but see subsection (3A)).”;
- (d) in subsection (3)(b), after “(b)” insert “or (c)”;
- (e) after subsection (3) insert—

“(3A) But—

  - (a) a person who is subject to director disqualification sanctions (within the meaning of section 11A) is not personally responsible under subsection (1)(a) for any relevant debts of the company incurred at a time when the person did not know and could not reasonably have been expected to know that they were subject to director disqualification sanctions;
  - (b) a person is not personally responsible under subsection (1)(c) for any relevant debts of the company incurred at a time when the person reasonably believed that the instructions were authorised.”;
- (f) after subsection (5) insert—

“(6) Subsection (7) applies where a person (“P”) at any time—

  - (a) was involved in the management of a company, and
  - (b) acted on instructions where—
    - (i) the instructions were given by a person (“D”) whom P knew at that time to be subject to director disqualification sanctions (within the meaning of section 11A),
    - (ii) the giving of the instructions did not fall within any exception from section 11A(1) created by virtue of section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018, and
    - (iii) the instructions were not authorised,unless P reasonably believed at that time that the instructions were authorised.

(7) For the purposes of this section P is presumed, unless the contrary is shown, to have been willing at any time thereafter to act on any instructions given by D.

(8) For the purposes of this section instructions are “authorised” if they are given under the authority of a licence issued by virtue of

section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018.”

- (6) In section 18 (register of disqualification orders and undertakings), in subsection (2A), after paragraph (c) insert—
- “(d) persons who are subject to director disqualification sanctions within the meaning of section 11A;
  - (e) any licences issued by virtue of section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018.”
- (7) In section 21 (interaction with Insolvency Act), in subsection (4), after “section 11” insert “, 11A”.

### **37 Section 36: application to other bodies**

- (1) The Company Directors Disqualification Act 1986 is amended as follows.
- (2) In section 22A (application of Act to building societies), in subsection (3A)(a), for “and 7(2)(b)” substitute “, 7(2)(b) and 11A”.
- (3) In section 22B (application of Act to incorporated friendly societies), in subsection (3A)(a), for “and 8ZA to 8ZE” substitute “, 8ZA to 8ZE and 11A”.
- (4) In section 22C (application of Act to NHS foundation trusts), in subsection (2A)(a), for “and 7(2)(b)” substitute “, 7(2)(b) and 11A”.
- (5) In section 22E (application of Act to registered societies), in subsection (4)(f), for “and 8ZA to 8ZE” substitute “, 8ZA to 8ZE and 11A”.
- (6) In section 22F (application of Act to charitable incorporated organisations), in subsection (3), after paragraph (d) insert—
- “(da) section 11A is to be disregarded;”.
- (7) In section 22G (application of Act to further education bodies), in subsection (3), after paragraph (c) insert—
- “(d) section 11A is to be disregarded.”
- (8) In section 22H (application of Act to protected cell companies), in subsection (4)(za), in subsection (4)(za), for “and 7(2)(b)” substitute “, 7(2)(b) and 11A”.
- (9) The Secretary of State may by regulations repeal any of the previous subsections of this section before the subsection is brought into force.

### **38 Disqualification of persons designated under sanctions legislation: NI**

- (1) The Company Directors Disqualification (Northern Ireland) Order 2002 ([S.I. 2002/3150 \(N.I. 4\)](#)) is amended as follows.
- (2) After Article 15 insert—

#### **“15A Designated persons under sanctions legislation**

- (1) It is an offence for a person who is subject to director disqualification sanctions to act as a director of a company or directly or indirectly to take part

---

*Status: This is the original version (as it was originally enacted).*

---

in or be concerned in the promotion, formation or management of a company (but see paragraph (2)).

- (2) Paragraph (1) does not apply—
    - (a) to the extent that an exception from paragraph (1) has been created by virtue of section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018, or
    - (b) to anything done under the authority of a licence issued by virtue of section 15(3A) of that Act.
  - (3) It is a defence for a person charged with an offence under this Article to prove that they did not know and could not reasonably have been expected to know that they were subject to director disqualification sanctions at the time at which they engaged in that conduct.
  - (4) In this Article “person who is subject to director disqualification sanctions” means a person who under regulations under section 1 of the Sanctions and Anti-Money Laundering Act 2018 is a person subject to director disqualification sanctions for the purposes of this Article and section 11A of the Company Directors Disqualification Act 1986 (see section 3A of the Sanctions and Anti-Money Laundering Act 2018).”
- (3) In Article 18 (criminal penalties)—
- (a) omit “15.”;
  - (b) for “and” substitute “; and any person guilty of an offence under this Article or Article 15 or 15A”.
- (4) In Article 19 (personal liability for company’s debts where person acts while disqualified)—
- (a) in paragraph (1)(a), after “Article 15” insert “, 15A”;
  - (b) omit the “or” at the end of paragraph (1)(a);
  - (c) after paragraph (1)(b) insert “, or
    - (c) as a person who is involved in the management of the company, they act or are willing to act on instructions where—
      - (i) the instructions are given by a person whom they know at that time to be subject to director disqualification sanctions (within the meaning of Article 15A),
      - (ii) the giving of the instructions does not fall within any exception from Article 15A(1) created by virtue of section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018, and
      - (iii) the instructions are not authorised,  
(but see paragraph (3A)).”;
  - (d) in paragraph (3)(b), after “(1)(b)” insert “or (c)”;
  - (e) after paragraph (3) insert—

“(3A) But—

    - (a) a person who is subject to director disqualification sanctions (within the meaning of Article 15A) is not personally responsible under paragraph (1)(a) for any relevant debts of

---

*Status: This is the original version (as it was originally enacted).*

---

- the company incurred at a time when the person did not know and could not reasonably have been expected to know that they were subject to director disqualification sanctions;
- (b) a person is not personally responsible under paragraph (1) (c) for any relevant debts of the company incurred at a time when the person reasonably believed that the instructions were authorised.”;
- (f) in paragraph (5), in the closing words, after “given” insert “by”;
- (g) after paragraph (5) insert—
- “(6) Paragraph (7) applies where a person (“P”) at any time—
- (a) was involved in the management of a company, and
- (b) acted on instructions where—
- (i) the instructions were given by a person (“D”) whom P knew at that time to be subject to director disqualification sanctions (within the meaning of Article 15A),
- (ii) the giving of the instructions did not fall within any exception from Article 15A(1) created by virtue of section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018, and
- (iii) the instructions were not authorised,
- unless P reasonably believed at that time that the instructions were authorised.
- (7) For the purposes of this Article P is presumed, unless the contrary is shown, to have been willing at any time thereafter to act on any instructions given by D.
- (8) For the purposes of this Article instructions are “authorised” if they are given under the authority of a licence issued by virtue of section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018.”
- (5) In Article 22 (register of disqualification orders and undertakings), in paragraph (3), after sub-paragraph (c) insert—
- “(d) persons who are subject to director disqualification sanctions within the meaning of Article 15A;
- (e) any licences issued by virtue of section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018 that authorise such a person to do anything that would otherwise be prohibited by Article 15A(1).”

### **39 Section 38: application to other bodies**

- (1) The Company Directors Disqualification (Northern Ireland) Order 2002 ([S.I. 2002/3150 \(N.I. 4\)](#)) is amended as follows.
- (2) In Article 24D (application of Order to building societies), in paragraph (3A)(a), for “and 10(2)(b) and (5A)” substitute “, 10(2)(b) and (5A) and [15A](#)”.
- (3) In Article 25 (application of Order to incorporated friendly societies), in paragraph (3A)(a), for “and 11A to 11E” substitute “, 11A to 11E and [15A](#)”.

---

*Status: This is the original version (as it was originally enacted).*

---

- (4) In Article 25A (application of Order to registered societies), in paragraph (2)(g), for “and 11A to 11E” substitute “, 11A to 11E and 15A”.
- (5) In Article 25B (application of Order to credit unions), in paragraph (3)(c), for “and 11A to 11E” substitute “, 11A to 11E and 15A”.
- (6) In Article 25C (application of Order to protected cell companies), in paragraph (4)(za), for “and 10(2)(b) and (5A)” substitute “, 10(2)(b) and (5A) and 15A”.
- (7) The Secretary of State may by regulations repeal any of the previous subsections of this section before the subsection is brought into force.

### *Directors*

## **40 Disqualified directors**

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 159 insert—

### **“159A Disqualified person not to be appointed as director**

- (1) A person may not be appointed a director of a company if the person is disqualified under the directors disqualification legislation (see subsection (2)).
- (2) In the table—
  - (a) Part 1 defines “disqualified under the directors disqualification legislation” for the purposes of provisions of this Act so far as relating to—
    - (i) a company registered in England and Wales or Scotland, or
    - (ii) the delivery of a document to the registrar of companies for England and Wales or Scotland or a statement contained in such a document;
  - (b) Part 2 defines “disqualified under the directors disqualification legislation” for the purposes of provisions of this Act so far as relating to—
    - (i) a company registered in Northern Ireland, or
    - (ii) the delivery of a document to the registrar of companies for Northern Ireland or a statement contained in such a document.

*For those purposes a person (P) is disqualified under the directors disqualification legislation if:*

*Except in the application of the provision in relation to P acting in a capacity, or doing anything, for which P has the permission of a court or the authority of a licence, or in respect of which an exception applies, by virtue of:*

---

### **Part 1: England and Wales and Scotland**

*Status: This is the original version (as it was originally enacted).*

<i>For those purposes a person (P) is disqualified under the directors disqualification legislation if:</i>	<i>Except in the application of the provision in relation to P acting in a capacity, or doing anything, for which P has the permission of a court or the authority of a licence, or in respect of which an exception applies, by virtue of:</i>
P is subject to a disqualification order or undertaking under the Company Directors Disqualification Act 1986.	Section 1(1), 1A(1) or 9B(4) of the 1986 Act.
Any of the circumstances mentioned in section 11 of the Company Directors Disqualification Act 1986 (bankruptcy etc) apply to P.	Section 11 of the 1986 Act.
P is subject to director disqualification sanctions within the meaning of section 11A of the Company Directors Disqualification Act 1986.	Section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018 (exceptions and licences).
Section 12 of the Company Directors Disqualification Act 1986 (disabilities on revocation of administration order against an individual) applies to P.	Section 12 of the 1986 Act.
P is subject to a disqualification order or undertaking mentioned in section 12A or 12B of the Company Directors Disqualification Act 1986 (recognition of Northern Ireland disqualification orders and undertakings).	Section 12A or 12B of the 1986 Act.
P is disqualified as mentioned in section 1184(2)(a) or (b) or is subject to a disqualification undertaking under section 1184(3).	Section 1184(5).
<b>Part 2: Northern Ireland</b>	
P is subject to a disqualification order or undertaking under the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I.2002/3150 (N.I. 4)).	Article 3(1), 4(1) or 13B(4) of the 2002 Order.
Any of the circumstances mentioned in Article 15 of the Company Directors Disqualification (Northern Ireland) Order 2002 (bankruptcy etc) apply to P.	Article 15 of the 2002 Order.
P is subject to director disqualification sanctions within the meaning of Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002.	Section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018 (exceptions and licences).
Article 16 of the Company Directors Disqualification (Northern Ireland) Order 2002 (disabilities on revocation of	Article 16 of the 2002 Order.



*Status: This is the original version (as it was originally enacted).*

*For those purposes a person (P) is disqualified under the directors disqualification legislation if:*

*Except in the application of the provision in relation to P acting in a capacity, or doing anything, for which P has the permission of a court or the authority of a licence, or in respect of which an exception applies, by virtue of:*

administration order against an individual) applies to P.

P is subject to a disqualification order or undertaking mentioned in Article 17 of the Company Directors Disqualification (Northern Ireland) Order 2002 (recognition of GB disqualification orders and undertakings).

P is disqualified as mentioned in section 1184(2)(a) or (b) or is subject to a disqualification undertaking under section 1184(3).

Article 17 of the 2002 Order.

Section 1184(5).

- (3) An appointment made in contravention of this section is void.
- (4) Nothing in this section affects any liability of a person under any provision of the Companies Acts or any other enactment if the person—
- (a) purports to act as director, or
  - (b) acts as shadow director,
- although the person could not, by virtue of this section, be validly appointed as a director.”

(3) After section 169 insert—

**“169A Removal from office of disqualified directors**

- (1) A person who has been appointed as a director of a company ceases to hold office by virtue of that appointment if the person becomes disqualified under the directors disqualification legislation (see section 159A(2)).
- (2) Nothing in this section affects any liability of a person under any provision of the Companies Acts or any other enactment, if, having ceased to hold office by virtue of subsection (1), the person—
- (a) purports to act as director, or
  - (b) acts as shadow director.
- (3) In relation to a person appointed as a director of a company before the time when this section comes into force, the reference in subsection (1) to a person who becomes disqualified includes a reference to a person who, at that time, is already disqualified.”

(4) In Schedule 8 (index of defined expressions), at the appropriate place insert—

“disqualified under the directors disqualification legislation | section 159A(2)”.

#### **41 Section 40: amendments to clarify existing corresponding provisions**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 156C (existing director who is not a natural person)—
  - (a) in subsection (2), for “be a director” substitute “hold office by virtue of that appointment”;
  - (b) after subsection (2) insert—
 

“(2A) Nothing in this section affects any liability of a person under any provision of the Companies Acts or any other enactment, if, having ceased to hold office by virtue of subsection (2), the person—

    - (a) purports to act as director, or
    - (b) acts as shadow director.”
- (3) In section 158 (power to provide for exceptions from minimum age requirement)—
  - (a) in subsection (3), after “office” insert “by virtue of that appointment”;
  - (b) after subsection (3) insert—
 

“(3A) Nothing in subsection (3) affects any liability of a person under any provision of the Companies Acts or any other enactment, if, having ceased to hold office by virtue of that subsection, the person—

    - (a) purports to act as director, or
    - (b) acts as shadow director.”
- (4) Omit section 159 (which is spent).

#### **42 Repeal of power to require additional statements**

In the Companies Act 2006—

- (a) omit section 1189 (power to require additional statements in connection with disqualified person becoming director or secretary);
- (b) in sections 1190(1) and 1191(1) (further provision and offences), omit “or 1189”.

#### **43 Prohibition on director acting unless ID verified**

After section 167L of the Companies Act 2006 (inserted by Schedule 2 to this Act) insert—

*“Directors: duties relating to ID verification and notification*

##### **167M Prohibition on director acting unless ID verified**

- (1) An individual must not act as a director of a company unless the individual’s identity is verified (see section 1110A).
- (2) A company must ensure that an individual does not act as a director unless the individual’s identity is verified (see section 1110A).
- (3) A person who contravenes subsection (1) commits an offence.
- (4) If a company contravenes subsection (2) an offence is committed by—

---

*Status: This is the original version (as it was originally enacted).*

---

- (a) the company, and
- (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

- (5) A person guilty of an offence under this section is liable on summary conviction—
  - (a) in England and Wales, to a fine;
  - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.
- (6) The only consequences of contravening subsections (1) and (2) are the offences provided for by this section (so that, for example, a contravention does not in any way affect the validity of an individual’s acts as a director).”

#### **44 Prohibition on acting unless directorship notified**

After section 167M of the Companies Act 2006 (inserted by section 43 of this Act) insert—

##### **“167N Prohibition on acting unless directorship notified**

- (1) This section applies where—
  - (a) a person has become a director of a company otherwise than on its incorporation, and
  - (b) notice under section 167G of the person having done so has not been given within the period mentioned in subsection (6) of that section.
- (2) The person may not act as a director of the company until notice is given under section 167G.
- (3) A person who contravenes subsection (2) commits an offence.
- (4) Where the offence is committed by a firm, every officer of the firm who is in default also commits the offence.
- (5) It is a defence for a person charged with an offence under this section to prove that they reasonably believed that notice had been given under section 167G.
- (6) A person guilty of an offence under this section is liable on summary conviction—
  - (a) in England and Wales, to a fine;
  - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.
- (7) The only consequence of a contravention of subsection (2) is the offence provided for by this section (so that, for example, a contravention does not in any way affect the validity of a person’s acts as a director).”

#### **45 Registrar’s power to change a director’s service address**

For section 246 of the Companies Act 2006 substitute—

### **“246 Putting the address on the public record**

- (1) If the registrar decides in accordance with section 245 that a director’s usual residential address is to be put on the public record, the registrar must proceed as if each relevant company had given notice under section 167H—
  - (a) stating a change in the director’s service address, and
  - (b) stating the director’s usual residential address as their new service address.
- (2) The registrar must give notice of having done so—
  - (a) to the director, and
  - (b) to every relevant company.
- (3) The notice must state the date of the registrar’s decision to put the director’s usual residential address on the public record.
- (4) Where a director’s usual residential address has been put on the public record by the registrar under this section, for the period of five years beginning with the date of the registrar’s decision no service address may be registered for the director other than their usual residential address (but see subsection (5)).
- (5) Subsection (4)—
  - (a) does not limit the service address that may be registered for the director under regulations under section 1097B (rectification of register), and
  - (b) ceases to apply in relation to the director if a new service address is registered for the director under those regulations.
- (6) In this section “relevant company” means each company given notice under section 245(2)(b).”

### *Register of members*

#### **46 Register of members: information to be included and powers to obtain it**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 112 (the members of a company), at the end insert—
 

“(4) Where an individual’s name is entered in a company’s register of members but is not in the form required by section 113A, that does not affect the person becoming a member of the company by virtue of subsection (2).”
- (3) For the italic heading “General” at the beginning of Chapter 2 of Part 8 substitute “Duty to keep register”.
- (4) In section 113 (register of members)—
  - (a) for subsection (2) substitute—
 

“(2) There must be entered in the register, in respect of each person who is a member—

    - (a) the required information (see sections 113A and 113B), and
    - (b) the date on which the person was registered as a member.

*Status: This is the original version (as it was originally enacted).*

- (2A) Where a person ceases to be a member there must be entered in the register the date at which the person’s membership ceased.”;
- (b) in subsection (3), omit “, with the names and addresses of the members,”;
- (c) in subsection (5), after “show a single” insert “service”;
- (d) in subsection (6), omit “, with the names and addresses of the members,”;
- (e) after subsection (6) insert—

“(6A) Where any of the information required to be entered in a company’s register of members changes and, at the time of the change, it is a non-traded company—

- (a) the fact that the information has changed does not relieve the company from the obligation to include the old information in the register if it has not already done so,
- (b) the old information must be retained in the register until its removal is authorised by section 121 or by court order under section 125, and
- (c) a note must be included in the register recording the date on which the information changed and the date on which the change was entered in the register.

(6B) Where any of the information required to be entered in a company’s register of members changes and, at the time of the change, it is a traded company, the company is not required to include or retain the old information in the register.

(6C) The Secretary of State may by regulations—

- (a) amend subsection (6A) so as to provide for it to apply in relation to traded companies, and
- (b) repeal subsection (6B) in consequence.

(6D) Regulations under subsection (6C) are subject to affirmative resolution procedure.”;

- (f) in subsection (7), after “If” insert “, without reasonable excuse,”;
- (g) after subsection (8) insert—

“(9) In this section—

“non-traded company” means a company that is not a traded company;  
“relevant market” has the meaning given by section 853E(6);  
“traded company” means a company any of whose shares are admitted to trading on a relevant market or on any other market which is outside the United Kingdom.”

(5) After section 113 insert—

#### “113A Required information about members: individuals

(1) The required information about a member who is an individual is—

- (a) name;
- (b) a service address.

(2) In this section “name” means forename and surname.

---

*Status: This is the original version (as it was originally enacted).*

---

- (3) Where a member is a peer or an individual usually known by a title—
  - (a) any requirement imposed by section 113D or 113E, or by a notice under section 113F, to provide their name may be satisfied by providing their title instead;
  - (b) the title may be entered in the register of members instead of their forename and surname (and references in any enactment to the name of a person entered in a company's register of members are to be construed accordingly).

### **113B Required information about members: corporate members and firms**

The required information about a member 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.

### **113C Power to amend the required information**

- (1) The Secretary of State may by regulations—
  - (a) make provision changing the required information about a member for the purposes of this Chapter;
  - (b) repeal section 113A(3).
- (2) The provision that may be made in regulations under subsection (1)(a) includes provision amending this Chapter.
- (3) The consequential provision that may be made in regulations under subsection (1)(a) by virtue of section 1292(1) also includes provision amending section 50 of the Economic Crime and Corporate Transparency Act 2023.
- (4) Regulations under subsection (1) are subject to affirmative resolution procedure.

### **113D Duty on new members to notify required information**

- (1) A person who becomes a member of a company must provide the company with the required information about the member (see sections 113A and 113B).
- (2) Subsection (1) does not apply if or to the extent that—
  - (a) the person has already provided the information to the company, or
  - (b) the person becomes a member of the company on its incorporation and the information is contained in the application for the registration of the company.
- (3) A person must comply with this section within the period of two months beginning with the date on which the person became a member.

---

*Status: This is the original version (as it was originally enacted).*

---

### **113E Duty on member to notify changes to required information**

- (1) A person who is a member of a company must give notice to the company of any change in the required information about the member (see sections 113A and 113B).
- (2) The notice must specify the date on which the change occurred.
- (3) A person must comply with this section within the period of two months beginning with the date on which the change occurred.

### **113F Power for company to require information from members**

- (1) A company may, for the purposes of ensuring that its register of members includes the information that it is required to include, require a member or former member of the company to provide any of the required information about the member or former member (see sections 113A and 113B).
- (2) The notice must require the recipient to comply with it within the period of one month beginning with the date on which the notice is given.

### **113G Failure to comply with section 113D, 113E or 113F**

- (1) A person who, without reasonable excuse, fails to comply with section 113D or 113E commits an offence.
- (2) A person who, without reasonable excuse, fails to comply with a notice under section 113F commits an offence.
- (3) Where an offence under subsection (1) or (2) is committed by a firm, the offence is also committed by every officer of the firm who is in default.
- (4) A person guilty of an offence under this section is liable—
  - (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, to imprisonment for a term not exceeding the general limit in a magistrates' court or a fine (or both);
    - (ii) in Scotland, to imprisonment for a term not exceeding 12 months or a fine not exceeding the statutory maximum (or both) and, for continued contravention, a daily default fine not exceeding one-fifth of the statutory maximum;
    - (iii) in Northern Ireland, to imprisonment for a term not exceeding 6 months or a fine not exceeding the statutory maximum (or both) and, for continued contravention, a daily default fine not exceeding one-fifth of the statutory maximum.

### **113H Basic false statement offences in connection with sections 113D to 113F**

- (1) A person commits an offence if, in purported compliance with section 113D or 113E and without reasonable excuse, the person makes a statement that is misleading, false or deceptive in a material particular.
- (2) A person commits an offence if, in purported compliance with a notice under section 113F and without reasonable excuse, the person makes a statement that is misleading, false or deceptive in a material particular.
- (3) Where an offence under subsection (1) or (2) is committed by a firm, the offence is also committed by every officer of the firm who is in default.
- (4) A person guilty of an offence under this section is liable—
  - (a) on summary conviction in England and Wales, to a fine;
  - (b) on summary conviction in Scotland, to a fine not exceeding level 5 on the standard scale;
  - (c) on summary conviction in Northern Ireland, to a fine not exceeding level 5 on the standard scale.

### **113I Aggravated false statement offences in connection with sections 113D to 113F**

- (1) A person commits an offence if, in purported compliance with section 113D or 113E, the person makes a statement that the person knows to be misleading, false or deceptive in a material particular.
- (2) A person commits an offence if, in purported compliance with a notice under section 113F, the person makes a statement that the person knows to be misleading, false or deceptive in a material particular.
- (3) Where an offence under subsection (1) or (2) is committed by a firm, the offence is also committed by every officer of the firm who is in default.
- (4) A person guilty of an offence under this section is liable—
  - (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, to imprisonment for a term not exceeding the general limit in a magistrates' court or a fine (or both);
    - (ii) in Scotland, to imprisonment for a term not exceeding 12 months or a fine not exceeding the statutory maximum (or both) and, for continued contravention, a daily default fine not exceeding one-fifth of the statutory maximum;
    - (iii) in Northern Ireland, to imprisonment for a term not exceeding 6 months or a fine not exceeding the statutory maximum (or both) and, for continued contravention, a daily default fine not exceeding one-fifth of the statutory maximum.

*Duty to keep index of members”.*



---

*Status: This is the original version (as it was originally enacted).*

---

- (6) Section 115 (index of members)—
- (a) is moved to after the italic heading “Duty to keep index of members” inserted by subsection (5) of this section, and
  - (b) is renumbered section 113J.
- (7) In that section as renumbered—
- (a) in subsection (1), for “names of the members of the company” substitute “names or titles of the members of the company (to be known as “the index of members’ names”)”;
  - (b) for subsection (3) substitute—
    - “(3) The index must include the same details of a person’s name or title as are entered in the register of members.”
- (8) Before section 114 insert—
- “Inspection etc of register and index of members”.*
- (9) Before section 121 insert—
- “Removal of entries from register of members”.*
- (10) In section 123 (single member companies)—
- (a) in subsection (1), omit “, with the name and address of the sole member,”;
  - (b) in subsection (2), omit “, with the name and address of the sole member”;
  - (c) in subsection (3), omit “, with the name and address of the person who was formerly the sole member”.
- (11) In section 771 (procedure on transfer being lodged), after subsection (1) insert—
- “(1A) The company may not register the transfer under subsection (1)(a) unless satisfied that it has the information that it is required to enter in its register of members in relation to the transferee.”

#### **47 Additional ground for rectifying the register of members**

In section 125 of the Companies Act 2006 (power of court to rectify the register), for subsection (1) substitute—

- “(1) If a company’s register of members—
- (a) does not include information that it is required to include, or
  - (b) includes information that it is not required to include,
- the person aggrieved, or any member of the company, or the company, may apply to the court for rectification of the register.”

#### **48 Register of members: protecting information**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 114 (register to be kept available for inspection), in subsection (1), after paragraph (b) insert—

---

*Status: This is the original version (as it was originally enacted).*

---

“This is subject to any restriction imposed by regulations under section 120A (protected material).”

(3) In section 115 (index of members), after subsection (4) insert—

“(4A) Subsection (4) is subject to any restriction imposed by regulations under section 120A (protected material).”

(4) In section 116 (rights to inspect and require copies), after subsection (2) insert—

“(2A) Subsections (1) and (2) are subject to any restriction imposed by regulations under section 120A (protected material).”

(5) In section 120 (information as to state of register and index), after subsection (2) insert—

“(2A) Subsections (1) and (2) do not apply to an alteration that relates to information that the company is required to refrain from disclosing by virtue of regulations under section 120A (protected material).”

(6) After section 120 of the Companies Act 2006 insert—

**“120A Power to make regulations protecting material**

(1) The Secretary of State may by regulations—

- (a) require a company to refrain from using, or refrain from disclosing, individual membership information except in circumstances specified in the regulations;
- (b) confer power on the registrar, on application, to make an order requiring a company to refrain from using, or refrain from disclosing, individual membership information except in circumstances specified in the regulations.

(2) “Individual membership information” means information that—

- (a) relates to an individual who is a member or former member of the company, and
- (b) is required to be entered in the company’s register of members or index of members’ names.

(3) Regulations under subsection (1)(b) may make provision as to—

- (a) who may make an application;
- (b) the grounds on which an application may be made;
- (c) the information to be included in and documents to accompany an application;
- (d) how an application is to be determined;
- (e) the notice to be given of an application and its outcome;
- (f) the duration of and procedures for revoking the restrictions on use and disclosure.

(4) Provision under subsection (3) may in particular—

- (a) confer a discretion on the registrar;

---

*Status: This is the original version (as it was originally enacted).*

---

- (b) provide for a question to be referred to a person other than the registrar for the purposes of determining the application or revoking the restrictions.
- (5) Regulations under this section are subject to affirmative resolution procedure.
- (6) Nothing in this section or in regulations made under it affects the use or disclosure of information about a person in any other capacity (for example, the use or disclosure of information about a person in that person’s capacity as an officer of the company).

### **120B Offence of failing to comply with regulations under section 120A**

- (1) If a company contravenes a restriction on the use or disclosure of information imposed by virtue of regulations under section 120A, an offence is committed by—
  - (a) the company, and
  - (b) every officer of the company who is in default.
- (2) A person guilty of an offence under this section is liable on summary conviction—
  - (a) in England and Wales, to a fine;
  - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.”
- (7) In section 1087 (material not available for public inspection), in subsection (1), after paragraph (a) insert—
  - “(aa) any application or other document delivered to the registrar under regulations under section 120A (protection of individual membership information);”.

## **49 Register of members: removal of option to use central register**

- (1) The Companies Act 2006 is amended as follows.
- (2) Omit the following (which allow companies to keep information on the central register instead of entering it in their local register of members)—
  - (a) section 112A;
  - (b) Chapter 2A of Part 8.
- (3) After section 128 insert—

### **“128ZA Transitional provision where information kept on central register**

- (1) Where an election is made under section 128B (option to keep information on central register) at any time before the repeal of that section by the Economic Crime and Corporate Transparency Act 2023—
  - (a) the company must enter in its register of members all of the information that it would have had to enter in that register if the election had never been made (but see subsection (2)), and

- (b) the duty imposed by paragraph (a) is to be treated as having been imposed by the provision which would have required the information to be entered on the register if the election had never been made.
- (2) Where, by virtue of section 128E(3)(a), (b) or (c), information delivered to the registrar while the election was in force did not include a date that, but for the election, the company would have had to enter in its register of members (a “relevant date”), the relevant date is to be treated as being the date recorded by the registrar under section 1081(1A).”
- (4) Schedule 1 contains consequential amendments.

## **50 Membership information: one-off statement**

- (1) This section applies in relation to a traded company, or a non-traded company, registered under the Companies Act 2006 before the appointed day.
- (2) On the first occasion on which the company delivers a confirmation statement with a confirmation date that is after the appointed day it must, at the same time, deliver to the registrar the relevant membership information.
- (3) For this purpose “the relevant membership information” means—
  - (a) in relation to a traded company—
    - (i) the name and address (as they appear in the company’s register of members) of each person who, at the end of the confirmation date, held at least 5% of the issued shares of any class of the company, and
    - (ii) the number of shares of each class held by each such person at that time;
  - (b) in relation to a non-traded company—
    - (i) the name (as it appears in the company’s register of members) of every person who was a member of the company at the end of the confirmation date, and
    - (ii) the number of shares of each class held at the end of the confirmation date by each person who was a member of the company at that time.
- (4) Section 853A(1)(b)(ii) of the Companies Act 2006 (as substituted by section 59 of this Act) has effect as if it included a reference to the duty imposed by subsection (2) (and section 853L of that Act applies accordingly).
- (5) In this section—
  - “confirmation statement” has the meaning given by section 853A(1)(b) of the Companies Act 2006;
  - “non-traded company” has the meaning given by section 853F(2) of that Act;
  - “the appointed day” means such day as the Secretary of State may by regulations appoint for the purposes of this section;
  - “traded company” has the meaning given by section 853G(2) and (3) of that Act.
- (6) Other expressions used in this section have the same meaning as in Part 24 of the Companies Act 2006.

*Registration of directors, secretaries and persons with significant control*

**51 Abolition of local registers etc**

- (1) Schedule 2 contains amendments to abolish requirements imposed on a company to keep its own—
  - (a) register of directors;
  - (b) register of directors’ residential addresses;
  - (c) register of secretaries;
  - (d) register of people with significant control (sometimes referred to as a PSC register).
- (2) It also contains related amendments requiring information to be provided to the registrar of companies.

**52 Protection of date of birth information**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 1087 (material not available for public inspection), for paragraph (da) substitute—
  - “(da) relevant date of birth information that section 1087A provides is not to be made available for public inspection;”.
- (3) For sections 1087A and 1087B substitute—

**“1087A Protection of date of birth information**

- (1) The registrar must not make available for public inspection—
  - (a) so much of any document delivered to the registrar as is required to contain relevant date of birth information;
  - (b) any record of the information contained in part of a document that is unavailable because of paragraph (a).
- (2) This section has limited application in relation to documents delivered before it comes fully into force: see section 1087B.
- (3) “Relevant date of birth information” means—
  - (a) information as to the day of the month (but not the month or year) on which a director (or proposed director) was born;
  - (b) information as to the day of the month (but not the month or year) on which a registrable person in relation to the company was born.
- (4) Information about a director (or proposed director) or registrable person does not cease to be relevant date of birth information when they cease to be a director (or proposed director) or registrable person.
- (5) Subsection (1)(b) does not affect the availability for public inspection of the same information contained in material derived from a part of a document that was not required to contain the information.
- (6) In this section “registrable person”, in relation to a company, has the meaning given by section 790C(4).

### **1087B Protection of date of birth information in old documents**

- (1) This section limits the extent to which section 1087A applies in relation to documents delivered to the registrar before that section comes fully into force (“old documents”).
- (2) Section 1087A does not apply in relation to any old documents registered before 10 October 2015.
- (3) Section 1087A does not apply in relation to any old document that is—
  - (a) a statement of a company’s proposed officers delivered under section 9 in circumstances where the subscribers gave notice of election under section 167A (election to keep information on central register) in respect of the company’s register of directors when the statement was delivered;
  - (b) a document delivered by the company under section 167D (duty to notify registrar of changes while election in force);
  - (c) a statement of initial significant control delivered under section 9 in circumstances where the subscribers gave notice of election under section 790X in respect of the company when the statement was delivered;
  - (d) a document containing a statement or updated statement delivered by the company under section 790X(6)(b) or (7) (statement accompanying notice of election made after incorporation);
  - (e) a document delivered by the company under section 790ZA (duty to notify registrar of changes while election in force).
- (4) Section 1087A does not apply in relation to any old document if—
  - (a) the document is—
    - (i) a statement of proposed officers delivered under section 9, or
    - (ii) notice given under section 167 of a person having become a director of the company,
  - (b) after the delivery of the document an election was made under section 167A in respect of the company’s register of directors, and
  - (c) the relevant date of birth information relates to a person who was a director of the company when that election took effect.
- (5) References in subsections (3)(a) to (e) and (4)(a) to (c) to a provision of this Act are to the provision as it had effect at the time at which the document was delivered (the provisions in question were repealed by the Economic Crime and Corporate Transparency Act 2023).

### **1087C Disclosure of date of birth information**

- (1) The registrar must not disclose relevant date of birth information except—
  - (a) in accordance with subsection (2) or (3), or
  - (b) as permitted by section 1110F (general powers of disclosure by the registrar).
- (2) The registrar may disclose relevant date of birth information if the information is made available for public inspection.

---

*Status: This is the original version (as it was originally enacted).*

---

- (3) The registrar may disclose relevant date of birth information to a credit reference agency (as defined by section 243(7)).
- (4) Subsections (3) to (8) of section 243 (permitted disclosure of address information by the registrar) apply for the purposes of subsection (3) as for the purposes of that section (reading references there to protected information as references to relevant date of birth information).
- (5) In this section “relevant date of birth information” has the meaning given by section 1087A(3).”

### *Accounts and reports*

## **53 Filing obligations of micro-entities**

Before section 444 of the Companies Act 2006 (but after the italic heading before that section) insert—

### **“443A Filing obligations of micro-entities**

- (1) The directors of a company that qualifies as a micro-entity in relation to a financial year, or that would do so but for being or having been a member of an ineligible group—
  - (a) must deliver to the registrar a copy of the company’s annual accounts, and
  - (b) may also deliver to the registrar a copy of the directors’ report.
- (2) The directors must also deliver to the registrar a copy of the auditor’s report on those accounts (and any directors’ report).

This does not apply if the company is exempt from audit and the directors have taken advantage of that exemption.

- (3) The copies of the balance sheet and any directors’ report delivered to the registrar under this section must state the name of the person who signed it on behalf of the board.
- (4) The copy of the auditor’s report delivered to the registrar under this section must—
  - (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or
  - (b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a resolution has been passed and notified to the Secretary of State in accordance with that section.
- (5) If more than one person is appointed as auditor, the reference in subsection (4) (a) to the name of the auditor is to be read as a reference to the names of all the auditors.”

## **54 Filing obligations of small companies other than micro-entities**

For section 444 of the Companies Act 2006 substitute—

---

*Status: This is the original version (as it was originally enacted).*

---

#### **“444 Filing obligations of small companies other than micro-entities**

- (1) The directors of a company that is subject to the small companies regime in relation to a financial year, or that would be so subject but for being or having been a member of an ineligible group, must deliver to the registrar a copy of—
  - (a) the company’s annual accounts, and
  - (b) the directors’ report.
- (2) The directors must also deliver to the registrar a copy of the auditor’s report on those accounts (and on the directors’ report).  
  
 This does not apply if the company is exempt from audit and the directors have taken advantage of that exemption.
- (3) The copies of the balance sheet and directors’ report delivered to the registrar under this section must state the name of the person who signed it on behalf of the board.
- (4) The copy of the auditor’s report delivered to the registrar under this section must—
  - (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or
  - (b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a resolution has been passed and notified to the Secretary of State in accordance with that section.
- (5) If more than one person is appointed as auditor, the reference in subsection (4) (a) to the name of the auditor is to be read as a reference to the names of all the auditors.
- (6) This section does not apply to companies within section 443A (filing obligations of companies that qualify as micro-entities).”

#### **55 Sections 53 and 54: consequential amendments**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 415A (directors’ report: small companies exemption), for subsection (2) substitute—
 

“(2) The exemption is relevant to section 416(3) (contents of report: statement of amount recommended by way of dividend).”
- (3) In section 441 (duty to file accounts and reports with the registrar), in subsection (1)—
  - (a) at the appropriate place insert—
 

“section 443A (filing obligations of micro-entities),”;
  - (b) for “companies subject to small companies regime” substitute “small companies other than micro-entities”;
  - (c) omit the entry for section 444A.
- (4) Omit section 444A (filing obligations of companies entitled to small companies exemption in relation to directors’ report).



---

*Status: This is the original version (as it was originally enacted).*

---

- (5) In section 445 (filing obligations of medium-sized companies), for subsection (7) substitute—
- “(7) This section does not apply to companies within—
- (a) section 443A (filing obligations of micro-entities), or
  - (b) section 444 (filing obligations of small companies other than micro-entities).”
- (6) In section 446 (filing obligations of unquoted companies), for subsection (5), substitute—
- “(5) This section does not apply to companies within—
- (a) section 443A (filing obligations of micro-entities),
  - (b) section 444 (filing obligations of small companies other than micro-entities), or
  - (c) section 445 (filing obligations of medium-sized companies).”
- (7) In section 473 (parliamentary procedure for certain regulations under this Part), in subsection (1), omit the entry in the list for section 444.

## **56 Use or disclosure of profit and loss accounts for certain companies**

(1) The Companies Act 2006 is amended as follows.

(2) After section 468 insert—

### **“468A Use or disclosure of profit and loss accounts for certain companies**

- (1) The Secretary of State may by regulations make provision requiring the registrar, on application or otherwise—
- (a) not to make available for public inspection profit and loss accounts, or parts of them, delivered to the registrar under—
    - section 443A (micro-entities), or
    - section 444 (other small companies);
  - (b) to refrain from disclosing such accounts, or parts of them, except in specified circumstances.
- (2) Regulations under subsection (1) which provide for the making of an application may make provision as to—
- (a) who may make an application;
  - (b) the grounds on which an application may be made;
  - (c) the information to be included in and documents to accompany an application;
  - (d) the notice to be given of an application and of its outcome;
  - (e) how an application is to be determined;
  - (f) the duration of, and procedures for revoking, any restrictions on the making of information available for public inspection or its disclosure.
- (3) Provision under subsection (2)(e) or (f) may in particular provide for a question to be referred to a person other than the registrar for the purposes of determining the application or revoking the restrictions.

---

*Status: This is the original version (as it was originally enacted).*

---

- (4) The circumstances that may be specified under subsection (1)(b) by way of an exception to a restriction on disclosure include circumstances where the court has made an order, in accordance with the regulations, authorising disclosure.
  - (5) Regulations under subsection (1)(b) may not require the registrar to refrain from disclosing information under section 1110F (general powers of disclosure by the registrar).
  - (6) Regulations under this section may in particular confer a discretion on the registrar.
  - (7) Regulations under this section are subject to affirmative resolution procedure.”
- (3) In section 1087 (material not available for public inspection), in subsection (1), after paragraph (bb) insert—
- “(bba) the following—
    - (i) any application or other document delivered to the registrar under regulations under section 468A (regulations protecting profit and loss accounts for certain companies);
    - (ii) any information which regulations under section 468A require not to be made available for public inspection;”.

## 57 Statements about exemption from audit requirements

In section 475 of the Companies Act 2006 (requirement for audited accounts), for subsection (2) substitute—

- “(2) A company is not entitled to any such exemption unless its balance sheet contains a statement by the directors—
- (a) identifying the exemption in question, and
  - (b) confirming that the company qualifies for the exemption.”

## 58 Removal of option to abridge Companies Act accounts

- (1) Schedule 1 to the Small Companies and Groups (Accounts and Directors’ Report) Regulations 2008 (S.I. 2008/409) (Companies Act individual accounts) is amended as follows.
- (2) In paragraph 1(3), omit “Subject to paragraph 1A”.
- (3) Omit paragraph 1A (abridged accounts).
- (4) In paragraph 1B(2), omit “, otherwise than pursuant to paragraph 1A(2),”.
- (5) In paragraph 1C, omit—
  - (a) “abridgment or”;
  - (b) “1A or”.

### *Confirmation statements*

#### **59 Confirmation statements**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 853A (duty to deliver confirmation statements)—
  - (a) in subsection (1), for paragraph (b) substitute—
    - “(b) a statement (a “confirmation statement”) confirming—
      - (i) that the company has delivered to the registrar, or is delivering to the registrar at the same time as the confirmation statement, all of the information that it is required to deliver in relation to the confirmation period concerned under any duty to notify a relevant event (see section 853B),
      - (ii) that the company is delivering to the registrar at the same time as the confirmation statement any information that it is required to deliver by virtue of a duty imposed by any of sections 853BA to 853H, and
      - (iii) in the case of a company’s first statement under this paragraph, that the company has delivered to the registrar, or is delivering to the registrar at the same time as the confirmation statement, any information that it is required to deliver under section 167I, 279I or 790LG (pre-incorporation changes).”;
    - (b) omit subsection (2);
    - (c) for subsections (7) and (8), substitute—
      - “(7) For the purpose of making a confirmation statement a company is entitled to assume that information that has been delivered to the registrar has been properly delivered unless the registrar has notified the company otherwise.”
- (3) In section 853K (confirmation statements: power to make further provision by regulations), in subsection (3), for “section 853A(2)” substitute “section 853A(1)(b)”.

#### **60 Duty to confirm lawful purposes**

After section 853B of the Companies Act 2006 insert—

##### **“853BA Duty to confirm lawful purpose**

Where a company makes a confirmation statement it must at the same time deliver to the registrar a statement that the intended future activities of the company are lawful.”

#### **61 Duty to notify a change in company’s principal business activities**

In section 853C of the Companies Act 2006 (duty to notify a change in company’s principal business activities), after subsection (1) insert—

“(1A) This section also applies where—

---

*Status: This is the original version (as it was originally enacted).*

---

- (a) a company makes its first confirmation statement, and
- (b) by the time of its incorporation, the company’s principal business activities had changed from those specified in the statement under section 9(5)(c).”

## 62 **Duty to deliver information about exemption from Part 21A**

In section 853H of the Companies Act 2006 (duty to deliver information about exemption from Part 21A), after subsection (2) insert—

“(2A) The statement under subsection (2) must specify—

- (a) whether the company falls within the description specified in section 790B(1)(a) or a description specified in regulations under section 790B(1)(b), and
- (b) if it falls within a description specified in regulations under section 790B(1)(b), what that description is.”

## 63 **Confirmation statements: offences**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 853J (power to amend duties to deliver certain information), in subsection (4)(a)—
  - (a) at the end of sub-paragraph (i) insert “and”;
  - (b) for sub-paragraphs (ii) to (iv) substitute—
 

“(ii) every officer of the company who is in default;”.
- (3) In section 853L (failure to deliver confirmation statement)—
  - (a) in subsection (1)—
    - (i) at the end of paragraph (a) insert “and”;
    - (ii) for paragraphs (b) to (d) substitute—
 

“(b) every officer of the company who is in default.”;
  - (b) omit subsection (4).

### *Identity verification*

## 64 **Identity verification of persons with significant control**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 790J (power to make exemptions), in subsection (2)(e), after “790LH” (inserted by Schedule 2 to this Act) insert “and 790LM to 790LS”.
- (3) After section 790LL (inserted by Schedule 2 to this Act) insert—

*“Identity verification obligations for persons with significant control*

### **790LM Initial identity verification: registrable persons**

- (1) This section applies in the following cases.
  - Case 1 is where—

---

*Status: This is the original version (as it was originally enacted).*

---

- (a) a company is incorporated in pursuance of an application for registration containing a statement under section 12A(1) (a) naming a person as someone who will, on the company's incorporation, become a registrable person ("the registrable person"),
- (b) the application does not include a statement under section 12B(2) in respect of the registrable person or it appears to the registrar that the statement is false, and
- (c) the company has not given a notice under section 790LG(1) in respect of the person.

Case 2 is where—

- (a) the registrar is notified under section 790LF that a person has become a registrable person in relation to a company ("the registrable person"), and
  - (b) the notice does not include a statement under section 790LB(1) or it appears to the registrar that the statement is false.
- (2) The registrar must direct the registrable person to deliver to the registrar, within the period of 14 days beginning with the date of the direction, a statement confirming that the person's identity is verified (see section 1110A).
  - (3) The registrar may by further direction extend that period by up to 14 days at a time.
  - (4) A direction under this section must be in writing.
  - (5) A direction given to a person under this section lapses if notice is later given under section 790LG(1) in respect of that person.
  - (6) In this section "registrable person" does not include a person mentioned in section 790C(12)(a) to (d).

#### **790LN Initial identity verification for registrable persons: transitional cases**

- (1) A person must deliver to the registrar the statement required by this section if the person—
  - (a) is a registrable person in relation to a company at any time during the appointed day, and
  - (b) either—
    - (i) became a registrable person on the incorporation of the company in pursuance of an application for registration delivered before section 12B(2) came fully into force, or
    - (ii) became a registrable person, otherwise than on the incorporation of the company, before the day on which section 790LB(1) came fully into force.
- (2) The statement required by this section is a statement confirming that person's identity is verified (see section 1110A).
- (3) A statement required by this section must be delivered within the period of 14 days beginning with the appointed day.

---

*Status: This is the original version (as it was originally enacted).*

---

- (4) But the registrar may by direction in writing extend that period by up to 14 days at a time.
- (5) In this section—
  - “the appointed day” means such day as the Secretary of State may by regulations appoint for the purposes of this section;
  - “registrable person” does not include a person mentioned in section 790C(12)(a) to (d).
- (6) The appointed day must not be before sections 12B(2) and 790LB(1) have been brought fully into force.

### **790LO Initial identity verification: registrable relevant legal entities**

- (1) This section applies in the following cases.
  - Case 1 is where—
    - (a) a company is incorporated in pursuance of an application for registration containing a statement under section 12A(1)(a) naming a person as a person who will, on the company’s incorporation become a registrable relevant legal entity (“the entity”),
    - (b) the application does not include a statement under section 12B(3) in respect of the entity, or is not accompanied by a statement under section 12B(4) by the person whose name is specified in the statement under section 12B(3), or it appears to the registrar that either statement is false, and
    - (c) the company has not given a notice under section 790LG(1) in respect of the entity.
  - Case 2 is where—
    - (a) the registrar is notified under section 790LA that a person has become a registrable relevant legal entity in relation to a company (“the entity”), and
    - (b) the notice does not include a statement under section 790LB(2), or it is not accompanied by a statement under section 790LB(3), or it appears to the registrar that either statement is false.
- (2) The registrar must direct the entity to deliver to the registrar, within the period of 28 days beginning with the date of the direction—
  - (a) a statement by the entity that—
    - (i) specifies the name of one of its relevant officers who is an individual and whose identity is verified, and
    - (ii) confirms that the individual’s identity is verified, and
  - (b) a statement by the individual confirming that the individual is a relevant officer of the entity.
- (3) The registrar may by further direction extend that period by up to 28 days at a time.
- (4) A direction under this section must be in writing.
- (5) A direction given to an entity under this section lapses if notice is later given under section 790LG(1) in respect of that entity.

---

*Status: This is the original version (as it was originally enacted).*

---

- (6) In subsection (2) “relevant officer”—
- (a) in relation to a company, means a director;
  - (b) in relation to a legal entity the affairs of which are managed by its members, means one of those members;
  - (c) in relation to any other legal entity, means an officer of the entity whose functions correspond to that of a director of a company.

#### **790LP Initial identity verification in respect of registrable relevant legal entities: transitional cases**

- (1) A person must deliver to the registrar the statements required by this section if the person—
- (a) is a registrable relevant legal entity in relation to a company at any time during the appointed day, and
  - (b) either—
    - (i) became a registrable relevant legal entity on the incorporation of the company in pursuance of an application for registration delivered before section 12B(3) and (4) came fully into force, or
    - (ii) became a registrable relevant legal entity, otherwise than on the incorporation of the company, before section 790LB(2) and (3) came fully into force.
- (2) The statements are—
- (a) a statement by the entity that—
    - (i) specifies the name of one of its relevant officers who is an individual and whose identity is verified, and
    - (ii) confirms that the individual’s identity is verified, and
  - (b) a statement by the individual confirming that the individual is a relevant officer of the entity.
- (3) The statements required by this section must be delivered within the period of 28 days beginning with the appointed day.
- (4) But the registrar may by direction in writing extend that period by up to 28 days at a time.
- (5) In this section—
- “the appointed day” means such day as the Secretary of State may by regulations appoint for the purposes of this section;
  - “relevant officer” has the meaning given by section 790LO(6).
- (6) The appointed day must not be before sections 12B(3) and (4) and 790LB(2) and (3) have been brought fully into force.

#### **790LQ Registrable persons: duty to maintain verified identity status**

- (1) A registrable person in relation to a company must ensure that, throughout the relevant period, they maintain the status of a person whose identity is verified (see section 1110A).
- (2) In this section “the relevant period” means the period—

---

*Status: This is the original version (as it was originally enacted).*

---

- (a) beginning with—
    - (i) the incorporation of the company, in a case where the person became a registrable person on its incorporation and the application for registration of the company included a statement under section 12B(2) in respect of the person,
    - (ii) the delivery to the registrar of a statement in respect of the person under section 790LB(1), in a case where the person became a registrable person after the incorporation of the company and such a statement was delivered to the registrar,
    - (iii) the expiry of the period for complying with the direction under section 790LM, in a case where a direction under that section is given to the person, and
    - (iv) the expiry of the period for complying with section 790LN, in a case where that section applies to the person, and
  - (b) ending on the giving of a notice to the registrar under section 790LF that the person has ceased to be a registrable person in relation to the company.
- (3) In this section “registrable person” does not include a person mentioned in section 790C(12)(a) to (d).

**790LR Registrable relevant legal entities: duty to maintain registered officer whose identity is verified**

- (1) A registrable relevant legal entity in relation to a company must ensure that, throughout the relevant period, its registered officer—
- (a) is a relevant officer of the entity, and
  - (b) is an individual whose identity is verified (see section 1110A).
- (2) In this section “registered officer”, in relation to a registrable relevant legal entity, means—
- (a) the person whose name is specified in—
    - (i) a statement delivered to the registrar in respect of the entity under section 12B(3) or 790LB(2),
    - (ii) a statement delivered to the registrar by the entity in pursuance of a direction under section 790LO(2), or
    - (iii) a statement delivered to the registrar under section 790LP(2), unless the entity has changed its registered officer under section 790LS, or
  - (b) if the entity has changed its registered officer under section 790LS, the person specified in the latest notice under that section.
- (3) In this section “the relevant period” means the period—
- (a) beginning with—
    - (i) the incorporation of the company, in a case where the entity became a relevant registrable legal entity on the incorporation of the company and the application for registration of the company included a statement under section 12B(3) in respect of the entity,
    - (ii) the delivery to the registrar of a statement in respect of the registrable relevant legal entity under section 790LB(2), in



---

*Status: This is the original version (as it was originally enacted).*

---

- a case where the entity became a relevant registrable legal entity after the incorporation of the company and such a statement was delivered to the registrar,
- (iii) the expiry of the period for complying with the direction [790LO](#), in a case where the entity is given a direction under that section, and
  - (iv) the expiry of the period for complying with section [790LP](#), where that section applies to the entity, and
- (b) ending with the giving of a notice to the registrar under section [790LF](#) that the entity has ceased to be a relevant registrable legal entity in relation to the company,
- but see subsection (4).
- (4) If the registered officer of a registrable relevant legal entity ceases to be a relevant officer of that entity, “the relevant period” does not include the period of 28 days beginning with the day on which the person so ceases.
- (5) In this section “relevant officer” has the meaning given by section [790LO\(6\)](#).

#### **790LS Registrable relevant legal entities: change of registered relevant officer**

- (1) A registrable relevant legal entity may change its registered officer for the purposes of section [790LR](#) by giving notice to the registrar.
- (2) The notice must include a statement by the entity that the new registered officer—
  - (a) is a relevant officer of the entity, and
  - (b) is an individual whose identity is verified (see section 1110A).
- (3) The notice must be accompanied by a statement by the individual who is the new registered officer confirming that the individual is a relevant officer of the registrable relevant legal entity.
- (4) In this section “relevant officer” has the meaning given by section [790LO\(6\)](#).

#### **790LT Offence of failing to comply with sections [790LM](#) to [790LR](#)**

- (1) It is an offence for a person to fail, without reasonable excuse, to comply with—
  - (a) any of the following sections—
    - section [790LN](#);
    - section [790LP](#);
    - section [790LQ](#);
    - section [790LR](#);
  - (b) a direction under section [790LM](#) or [790LO](#).
- (2) Where an offence under this section is committed by a registrable relevant legal entity, every officer of the entity who is in default also commits the offence.
- (3) A person guilty of an offence under this section is liable on summary conviction—

- (a) in England and Wales, to a fine;
- (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.”

## 65 Procedure etc for verifying identity

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 1059A (scheme of Part 35), in subsection (3), at the appropriate place insert—  
“sections 1110A and 1110B (identity verification),”.
- (3) In section 1087 (material not available for public inspection), in subsection (1), after paragraph (gb) (inserted by section 66 of this Act) insert—  
“(gc) any document delivered to the registrar under regulations under section 1110B;”.
- (4) After section 1110 insert—

### *“Identity verification*

#### **1110A Meaning of “identity is verified”**

- (1) For the purposes of this Act an individual’s “identity is verified” if—
  - (a) the individual’s identity has been verified by the registrar in accordance with regulations under section 1110B, or
  - (b) a verification statement in respect of the individual has been delivered to the registrar,
and the individual has not, since then, ceased to be an individual whose identity is verified by virtue of regulations under subsection (6).
- (2) A verification statement is a statement by an authorised corporate service provider confirming that it has verified an individual’s identity in accordance with regulations under section 1110B.
- (3) A verification statement must also specify the authorised corporate service provider’s supervisory authority or authorities for the purposes of the Money Laundering Regulations.
- (4) The Secretary of State may by regulations make further provision about the contents of verification statements (including provision amending this section).
- (5) Where a person is required or authorised by any other provision to deliver a statement to the registrar that an individual’s identity is verified, that statement may be delivered at the same time as the verification statement by virtue of which the individual becomes someone whose identity is verified under subsection (1)(b).
- (6) The Secretary of State may by regulations provide for circumstances in which someone ceases to be an individual whose identity is verified.
- (7) The provision that can be made under subsection (6) includes—

---

*Status: This is the original version (as it was originally enacted).*

---

- (a) provision to confer a discretion on the registrar;
  - (b) provision that someone ceases to be an individual whose identity is verified unless, within a specified period of time—
    - (i) their identity is reverified by the registrar in accordance with regulations under section 1110B, or
    - (ii) an authorised corporate service provider delivers to the registrar a statement: (A) confirming that it has reverified the individual’s identity in accordance with regulations under section 1110B, (B) specifying the authorised corporate service provider’s supervisory authority or authorities for the purposes of the Money Laundering Regulations, and (C) containing anything else required by the regulations.
- (8) Regulations under this section are subject to affirmative resolution procedure.
- (9) In this section—
- “Money Laundering Regulations” means the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (S.I. 2017/692);
  - “supervisory authority” means an authority that is a supervisory authority under the Money Laundering Regulations (see regulation 7 of those Regulations).

### **1110B Verification requirements**

- (1) The Secretary of State may by regulations make provision for and in connection with verification or reverification of an individual’s identity for the purposes of this Act by the registrar or by an authorised corporate service provider.
- (2) The regulations may, in particular, make provision about—
  - (a) the procedure for verifying or reverifying an individual’s identity, including the evidence required;
  - (b) the records that a person who is or has been an authorised corporate service provider is required to keep in connection with the verification or reverification of an individual’s identity.
- (3) The regulations may create offences in relation to failures to comply with requirements imposed by virtue of subsection (2)(b).
- (4) The regulations must provide for any such offence to be punishable—
  - (a) on conviction on indictment, by imprisonment for a term not exceeding two years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, by imprisonment for a term not exceeding the general limit in a magistrates’ court or a fine (or both);
    - (ii) in Scotland, by imprisonment for a term not exceeding 12 months or a fine not exceeding the statutory maximum (or both) and, for continued contravention, a daily default fine not exceeding one-fifth of the statutory maximum;

---

*Status: This is the original version (as it was originally enacted).*

---

(iii) in Northern Ireland, by imprisonment for a term not exceeding 6 months or a fine not exceeding the statutory maximum (or both) and, for continued contravention, a daily default fine not exceeding one-fifth of the statutory maximum.

(5) The provision that can be made in regulations under this section includes provision conferring a discretion on the registrar, including provision conferring power to impose requirements by registrar’s rules.

(6) Regulations under this section are subject to affirmative resolution procedure.”

(5) In Schedule 8 (index of defined expressions), at the appropriate place insert—

“identity is verified

section 1110A”.

## 66 Authorisation of corporate service providers

(1) The Companies Act 2006 is amended as follows.

(2) In section 1059A (scheme of Part 35), in subsection (3), at the appropriate place insert—

“sections 1098A to 1098H (authorised corporate service providers),”.

(3) In section 1087 (material not available for public inspection), in subsection (1), after paragraph (ga) insert—

“(gb) any application or other document delivered to the registrar under section 1098B, 1098D or 1098E or regulations under section 1098G (authorised corporate service providers);”.

(4) After section 1098 insert—

*“Authorised corporate service providers*

### 1098A Meaning of “authorised corporate service provider”

In this Act “authorised corporate service provider” means a person—

- (a) whose application to the registrar to become an authorised corporate service provider for the purposes of this Act has been granted (see section 1098B),
- (b) who has not since ceased to be an authorised corporate service provider by virtue of section 1098F, and
- (c) whose status as an authorised corporate service provider is not for the time being suspended by virtue of section 1098F.

### 1098B Application to become authorised corporate service provider

(1) A person may apply to the registrar to become an authorised corporate service provider for the purposes of this Act if—

- (a) the person is a relevant person as defined by regulation 8(1) of the Money Laundering Regulations,

---

*Status: This is the original version (as it was originally enacted).*

---

- (b) in the case of an individual, their identity is verified (see section 1110A), and
  - (c) the person meets any other requirements imposed by regulations made by the Secretary of State for the purposes of this paragraph.
- (2) An application under this section must contain—
- (a) the name of the applicant’s supervisory authority or authorities for the purposes of the Money Laundering Regulations,
  - (b) the required information about the applicant (see section 1098C), and
  - (c) in the case of an application by an individual, a statement that the individual’s identity is verified (see section 1110A).

(See also section 1098D, which imposes restrictions on who may deliver an application under this section on behalf of a firm.)

- (3) Where an application is made under this section, the registrar must check with the supervisory authority, or at least one of the supervisory authorities, specified in the application, to find out whether the applicant is known to and supervised by that authority.
- (4) Having carried out that check, the registrar must grant the application if—
- (a) the supervisory authority, or at least one of the supervisory authorities, specified in the application has confirmed that the applicant is known to and supervised by that authority,
  - (b) where the applicant is an individual, the registrar is satisfied that their identity is verified (see section 1110A),
  - (c) any other conditions that may be specified by regulations made by the Secretary of State for the purposes of this paragraph are met, and
  - (d) the registrar is not required by subsection (5) to refuse the application.
- (5) The registrar must refuse the application if it appears to the registrar that the applicant is not a fit and proper person to carry out the functions of an authorised corporate service provider.
- (6) The provision that can be made in regulations under subsection (4)(c) includes provision conferring a discretion on the registrar.
- (7) Regulations under subsection (1)(c) or (4)(c) are subject to affirmative resolution procedure.
- (8) For the purposes of this section—
- “Money Laundering Regulations” means the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (S.I. 2017/692);
  - “supervised”: a person is supervised by a supervisory authority if regulation 7(1) of the Money Laundering Regulations provides that it is a supervisory authority for that person;
  - “supervisory authority” means an authority that is a supervisory authority under the Money Laundering Regulations (see regulation 7 of those Regulations).

---

*Status: This is the original version (as it was originally enacted).*

---

### **1098C The required information about an applicant**

- (1) The “required information” about the applicant, in the case of a firm that is applying to become an authorised corporate service provider, means—
  - (a) firm name,
  - (b) principal office,
  - (c) a service address,
  - (d) an email address,
  - (e) the legal form of the firm and the law by which it is governed, and
  - (f) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.
- (2) The “required information” about the applicant, in the case of an individual who is applying to become an authorised corporate service provider, means—
  - (a) name, nationality and date of birth,
  - (b) a service address,
  - (c) an email address, and
  - (d) the part of the United Kingdom in which the person is usually resident or, if the person is usually resident in a country or state outside the United Kingdom, that country or state.
- (3) In subsection (2)(a) “name” means forename and surname.
- (4) Where the applicant is a peer or an individual usually known by a title, the requirement for the application to contain their name may be satisfied by providing that title instead of the individual’s forename and surname.
- (5) The Secretary of State may by regulations—
  - (a) amend this section so as to change the required information about the applicant in the case of a firm or individual applying to become an authorised corporate service provider;
  - (b) repeal subsection (4).
- (6) Regulations under this section are subject to affirmative resolution procedure.

### **1098D Delivery of applications under section 1098B on behalf of a firm**

An application under section 1098B by a firm mentioned in the first column of the table—

- (a) must be delivered to the registrar on its behalf by a relevant officer mentioned in the second column who is an individual (see also section 1067A(2)), and
- (b) must be accompanied by a statement by the individual confirming their status as a relevant officer of the firm.

<i>Firm</i>	<i>Relevant officer</i>
company	director
body corporate other than a company	(a) where the body’s affairs are managed by its members, a member of the body;

*Status: This is the original version (as it was originally enacted).*

<i>Firm</i>	<i>Relevant officer</i>
partnership	(b) in any other case, any officer of the body whose functions correspond to that of a director of a company. (a) in relation to a limited partnership, a general partner as defined by section 3 of the Limited Partnerships Act 1907; (b) in relation to any other partnership, a member of the partnership
unincorporated body other than a partnership	(a) where the body’s affairs are managed by its members, a member of the body; (b) in any other case, a member of the governing body.

### **1098E Updating duties of authorised corporate service providers**

- (1) A person who is an authorised corporate service provider must notify the registrar of any change in its supervisory authority or authorities for the purposes of the Money Laundering Regulations within the period of 14 days beginning with the date on which the change occurs.
- (2) Where the change is the result of an agreement under regulation 7(2) of the Money Laundering Regulations, for the purposes of this section the change is not to be treated as having occurred until the authority that has agreed to act notifies the person or publishes the agreement under regulation 7(3).
- (3) A person who, without reasonable excuse, fails to comply with this section commits an offence.
- (4) Where the offence is committed by a firm, every officer of the firm who is in default also commits the offence.
- (5) A person guilty of an offence under this section is liable on summary conviction—
  - (a) in England and Wales, to a fine;
  - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.
- (6) In this section “Money Laundering Regulations” and “supervisory authority” have the meanings given by section 1098B(8).

### **1098F Ceasing to be an authorised corporate service provider**

- (1) A person ceases to be an authorised corporate service provider if the person ceases to be a relevant person as defined by regulation 8(1) of the Money Laundering Regulations.
- (2) The Secretary of State may by regulations—
  - (a) provide for other circumstances in which a person ceases to be an authorised corporate service provider, whether automatically or as a result of a decision taken by the registrar;

---

*Status: This is the original version (as it was originally enacted).*

---

- (b) provide for circumstances in which the registrar may suspend a person’s status as an authorised corporate service provider pending a decision by the registrar under regulations made by virtue of paragraph (a).
- (3) The provision that can be made under subsection (2) includes provision as to—
  - (a) procedure;
  - (b) the period of a suspension;
  - (c) the revocation of a suspension.
- (4) The provision that can be made in regulations under subsection (2) includes provision conferring a discretion on the registrar.
- (5) Regulations under subsection (2) are subject to affirmative resolution procedure.
- (6) In this section “Money Laundering Regulations” has the meaning given by section 1098B(8).

#### **1098G Power to impose duties to provide information**

- (1) The Secretary of State may by regulations require a person who is or has been an authorised corporate service provider to provide information to the registrar in accordance with the regulations (including information for the purpose of monitoring compliance with the requirements of this Act).
- (2) The provision that may be made by regulations under subsection (1) includes provision requiring information to be provided on request, on the occurrence of an event or at regular intervals.
- (3) The circumstances that may be specified under section 1098F(2) include failure to comply with a requirement under subsection (1).
- (4) Regulations under this section may create offences in relation to failures to comply with requirements imposed by the regulations.
- (5) The regulations must provide for any such offence to be punishable on summary conviction—
  - (a) in England and Wales with a fine;
  - (b) in Scotland or Northern Ireland, with a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.
- (6) The provision that can be made in regulations under this section includes provision conferring a discretion on the registrar.
- (7) Regulations under this section are subject to affirmative resolution procedure.

#### **1098H Power to enable authorisation of foreign corporate service providers**

- (1) The Secretary of State may by regulations make provision for the purposes of enabling a person who is subject to a relevant regulatory regime under the law of a territory outside the United Kingdom to become an authorised corporate



*Status: This is the original version (as it was originally enacted).*

service provider, even if the person is not a relevant person as defined by regulation 8(1) of the Money Laundering Regulations.

- (2) In subsection (1) “relevant regulatory regime” means a regulatory regime that, in the opinion of the Secretary of State, has similar objectives to the regulatory regime under the Money Laundering Regulations for relevant persons and is likely to be no less effective in achieving those objectives.
- (3) Regulations under this section—
  - (a) may amend any of sections 1098B to 1098G or insert new sections into this Act;
  - (b) may make consequential amendments or repeals in other provisions of this Act.
- (4) Regulations under this section are subject to affirmative resolution procedure.
- (5) In this section “Money Laundering Regulations” has the meaning given by section 1098B(8).”

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

“authorised corporate service provider | section 1098A”.

## **67 Exemption from identity verification: national security grounds**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 1059A (scheme of Part 35), in subsection (4), at the appropriate place insert—

“section 1110C (identity verification: exemption on national security grounds),”.
- (3) After section 1110B (inserted by section 65 of this Act) insert—

### **“1110C Identity verification: exemption on national security grounds etc**

- (1) The Secretary of State may, by written notice given to a person, provide for one or more of the effects listed in subsection (2) to apply in relation to the person, if satisfied that to do so is necessary—
  - (a) in the interests of national security, or
  - (b) for the purposes of preventing or detecting serious crime.
- (2) The effects for which the notice may provide are that—
  - (a) where a statement of proposed officers names the person as a director, section 12(2A) does not require a statement under that subsection to be made in relation to the person;
  - (b) section 167G(3)(c) does not apply in relation to a notice of the person having become a director;
  - (c) section 167M(1) does not apply in relation to the person and section 167M(2) does not impose any obligation on a company in relation to the person;
  - (d) section 167N(1) does not apply in relation to the person;

---

*Status: This is the original version (as it was originally enacted).*

---

- (e) section 1067A does not apply in relation to the delivery of documents to the registrar by the person on their own behalf or on behalf of another;
  - (f) section 1098B(2)(c) does not apply in relation to the person.
- (3) For the purposes of subsection (1)(b)—
- (a) “crime” means conduct which—
    - (i) constitutes a criminal offence, or
    - (ii) is, or corresponds to, any conduct which, if it all took place in any one part of the United Kingdom, would constitute a criminal offence, and
  - (b) crime is “serious” if—
    - (i) the offence which is or would be constituted by the conduct is an offence for which the maximum sentence (in any part of the United Kingdom) is imprisonment for 3 years or more, or
    - (ii) the conduct involves the use of violence, results in substantial financial gain or is conduct by a large number of persons in pursuit of a common purpose.”

## 68 Allocation of unique identifiers

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 1082 (allocation of unique identifiers)—
- (a) in subsection (1)—
    - (i) after “may” insert “by regulations”;
    - (ii) after “in connection with the register” insert “or dealings with the registrar”;
    - (iii) after paragraph (b) (but before the “or” at the end of that paragraph) insert—
      - “(ba) is an authorised corporate service provider;
      - (bb) is an individual whose identity is verified.”;
  - (b) subsection (2)(c), for “a statement of the person’s name” substitute “any statement by or referring to the person”;
  - (c) in subsection (2), for paragraph (d) substitute—
    - “(d) confer power on the registrar—
      - (i) to give a person a new unique identifier;
      - (ii) to discontinue the use of a unique identifier for a person who is allocated a new identifier or who has more than one.”
- (3) In section 1087 (material not available for public inspection), after paragraph (d) insert—
- “(dza) any statement made in accordance with regulations made by virtue of section 1082(2)(c).”

## 69 Identity verification: material unavailable for public inspection

In section 1087 of the Companies Act 2006 (material unavailable for public inspection), in subsection (1)—

---

*Status: This is the original version (as it was originally enacted).*

---

- (a) in the words before paragraph (a), after “not” insert “, so far as it forms part of the register.”;
- (b) after paragraph (gc) (inserted by section 65 of this Act) insert—
  - “(gd) any statement or other document delivered to the registrar by virtue of any of the following provisions (which relate to identity verification)—
    - section 12(2A);
    - section 12B(2) to (4);
    - section 167G(3)(c);
    - section 790LB(1) to (3);
    - section 790LM(2);
    - section 790LO(2);
    - section 790LS(1) to (3);
    - section 1067A.”.

*Striking off and restoration to the register*

**70 Registrar’s power to strike off company registered on false basis**

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 1002 insert—

*“Registrar’s power to strike off company registered on false basis*

**1002A Power to strike off company registered on false basis**

- (1) The registrar may strike a company’s name off the register if the registrar has reasonable cause to believe that—
  - (a) any information contained in the application for the registration of the company, or in any application for restoration of the company to the register, is misleading, false or deceptive in a material particular, or
  - (b) any statement made to the registrar in connection with such an application is misleading, false or deceptive in a material particular.
- (2) In subsection (1) the reference to an application includes any documents delivered to the registrar in connection with the application.
- (3) The registrar may not exercise the power in subsection (1) unless—
  - (a) the registrar has published a notice in the Gazette that, at the end of the period of 28 days beginning with the date of the notice, the name of the company mentioned in the notice will, unless cause is shown to the contrary, be struck off the register and the company will be dissolved, and
  - (b) the period mentioned in paragraph (a) has expired.
- (4) If the registrar exercises the power in subsection (1), the registrar must publish a notice in the Gazette of the company’s name having been struck off the register.
- (5) On the publication of the notice in the Gazette the company is dissolved.

---

*Status: This is the original version (as it was originally enacted).*

---

- (6) However—
- (a) the liability (if any) of every director, managing officer or member of the company continues and may be enforced as if the company had not been dissolved, and
  - (b) nothing in this section affects the power of the court to wind up a company the name of which has been struck off the register.”
- (3) In section 1024 (application for administrative restoration to the register), in subsection (1), for the words from “section” to the end substitute “—
- (a) section 1000 or 1001 (power of registrar to strike off defunct company), or
  - (b) section 1002A (power of registrar to strike off company registered on false basis).”
- (4) In section 1025 (requirements for administrative restoration), for subsection (2) substitute—
- “(2) The first condition is that—
- (a) in the case of a company struck off the register under section 1000 or 1001, the company was carrying on business or in operation at the time of its striking off;
  - (b) in the case of a company struck off the register under section 1002A, at the time of its striking off, the registrar did not have reasonable cause to believe the matter set out in section 1002A(1)(a) or (b).”
- (5) In section 1028A (administrative restoration of company with share warrants), in subsection (1), for “or 1001” substitute “, 1001 or 1002A”.
- (6) In section 1029 (application to court for restoration to the register), in subsection (1) (c)—
- (a) omit the “or” at the end of sub-paragraph (i);
  - (b) after that sub-paragraph insert—
    - “(ia) under section 1002A (power of registrar to strike off company registered on false basis), or”.
- (7) In section 1030 (timing for application to court for restoration to the register), in subsection (5)(a), after “company)” insert “or section 1002A (power of registrar to strike off company registered on false basis)”.
- (8) In section 1031 (decision on application for restoration by the court), in subsection (1) —
- (a) after paragraph (a) insert—
    - “(aa) if the company was struck off the register under section 1002A (power of registrar to strike off company registered on false basis) and the court considers that, at the time of the striking off, the registrar did not have reasonable cause to believe the matter set out in section 1002A(1)(a) or (b);”;
  - (b) in paragraph (c), for “other case” substitute “case (including a case falling within paragraph (a), (aa) or (b))”.

## 71 Requirements for administrative restoration

In section 1025 of the Companies Act 2006 (requirements for administrative restoration), for subsection (5) substitute—

“(5) The third condition is that the applicant has delivered to the registrar such documents relating to the company as are necessary to ensure that if the company is restored to the register the records kept by the registrar relating to the company will be up to date.

(5A) The fourth condition is—

- (a) that any outstanding penalties under section 453 or corresponding earlier provisions (civil penalty for failure to deliver accounts) in relation to the company have been paid, and
- (b) that each relevant person has paid any outstanding fines or financial penalties imposed on them in respect of an offence under the Companies Acts relating to the company.

(5B) In subsection (5A)(b) “relevant person” means—

- (a) the applicant,
- (b) any person who—
  - (i) was a director of the company immediately before it was dissolved or struck off, and
  - (ii) if the company is restored to the register, will be a director immediately after its restoration, or
- (c) any person who is a relevant officer of a firm where the firm is—
  - (i) a person mentioned in paragraph (a) or (b), or
  - (ii) a person falling within this paragraph.

(5C) In subsection (5B)(c) “relevant officer”—

- (a) in relation to a company, means a director;
- (b) in relation to a firm the affairs of which are managed by its members, means one of those members;
- (c) in relation to any other firm, means an officer of the firm whose functions correspond to that of a director of a company.”

### *Who may deliver documents*

## 72 Delivery of documents: identity verification etc

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 9 (registration documents), omit subsection (3).
- (3) In section 1059A (scheme of Part 35), in subsection (2), for “1068” substitute “1067A”.
- (4) After section 1067 insert—

*Status: This is the original version (as it was originally enacted).*

*“Who may deliver documents to the registrar*

**1067A Delivery of documents: identity verification requirements etc**

- (1) An individual may not deliver a document to the registrar on their own behalf unless—
- (a) their identity is verified (see section 1110A), and
  - (b) the document is accompanied by a statement to that effect.
- (2) An individual (A) may not deliver a document to the registrar on behalf of another person (B) who is of a description specified in column 1 of the following table unless—
- (a) the individual is of a description specified in the corresponding entry in column 2, and
  - (b) the document is accompanied by the statement specified in the corresponding entry in column 3.

	<i>1</i>	<i>2</i>	<i>3</i>
	<i>Description of person on whose behalf document delivered (B)</i>	<i>Description of individual who may deliver document on B's behalf (A)</i>	<i>Accompanying statement</i>
1	Firm	Individual who is an officer or employee of the firm and whose identity is verified (see section 1110A).	Statement by A— (a) that A is an officer or employee of the firm, (b) that A is delivering the document on the firm's behalf, and (c) that A's identity is verified.
2	Firm	Individual who is an officer or employee of a corporate officer of the firm and whose identity is verified.	Statement by A— (a) that A is an officer or employee of a corporate officer of the firm, (b) that A is delivering the document on the firm's behalf, and (c) that A's identity is verified.
3	Firm	Individual who is an authorised corporate service provider (see section 1098A).	Statement by A— (a) that A is an authorised corporate service provider, and (b) that A is delivering the document on the firm's behalf.
4	Firm	Individual who is an officer or employee of an authorised corporate service provider.	Statement by A— (a) that A is an officer or employee of an authorised

*Status: This is the original version (as it was originally enacted).*

	<i>1</i>	<i>2</i>	<i>3</i>
	<i>Description of person on whose behalf document delivered (B)</i>	<i>Description of individual who may deliver document on B's behalf (A)</i>	<i>Accompanying statement</i>
			corporate service provider, and (b) that A is delivering the document on the firm's behalf.
5	Individual	Individual whose identity is verified.	Statement by A— (a) that A is delivering the document on B's behalf, and (b) that A's identity is verified.
6	Individual	Individual who is an authorised corporate service provider.	Statement by A— (a) that A is an authorised corporate service provider, and (b) that A is delivering the document on B's behalf.
7	Individual	Individual who is an officer or employee of an authorised corporate service provider.	Statement by A— (a) that A is an officer or employee of an authorised corporate service provider, and (b) that A is delivering the document on B's behalf.

(3) In relation to a corporate officer that has only corporate officers, the reference in row 2 of the table to an individual who is one of its officers is to—

- (a) an individual who is an officer of one of those corporate officers, or
- (b) if the officers of those corporate officers are all corporate officers, an individual who is an officer of any of the corporate officers' corporate officers,

and so on until there is at least one individual who is an officer.

(4) The Secretary of State may by regulations—

- (a) create exceptions to subsections (1) or (2) (which may be framed by reference to the person by whom or on whose behalf a document is delivered or by reference to descriptions of document or in any other way);
- (b) amend this section for the purpose of changing the effect of the table in subsection (2).

(5) Regulations under subsection (4)(a)—

- (a) may require any document delivered to the registrar in reliance on an exception to be accompanied by a statement;
- (b) may amend this section.

---

*Status: This is the original version (as it was originally enacted).*

---

- (6) The Secretary of State may by regulations make provision requiring a statement delivered to the registrar under subsection (2) to be accompanied by additional statements or additional information in connection with the subject-matter of the statement.
- (7) Regulations under this section are subject to affirmative resolution procedure.
- (8) In this section “corporate officer” means an officer that is not an individual.”

### 73 **Disqualification from delivering documents**

After section 1067A of the Companies Act 2006 (inserted by section 72 of this Act) insert—

#### **“1067B Disqualification from delivering documents**

- (1) An individual who is a disqualified person may not deliver documents to the registrar on their own behalf or on behalf of another.
- (2) An individual may not deliver a document to the registrar on behalf of a disqualified person unless—
  - (a) the individual is an authorised corporate service provider (see section 1098A), or
  - (b) the individual is an officer or employee of an authorised corporate service provider.
- (3) A document delivered to the registrar must be accompanied by the following two statements made by the individual delivering it.
- (4) The first is a statement that the individual is not a disqualified person.
- (5) The second is—
  - (a) a statement that the individual is delivering the document on their own behalf,
  - (b) a statement that the individual is delivering the document on behalf of another person who is not a disqualified person, or
  - (c) a statement that the individual is delivering the document on behalf of a disqualified person.
- (6) For the purpose of this section “disqualified person” means a person who is disqualified under the directors disqualification legislation (see section 159A(2)).
- (7) The Secretary of State may by regulations amend this section for the purposes of changing who may deliver a document to the registrar on behalf of a disqualified person.
- (8) Regulations under subsection (7) are subject to the affirmative procedure.”

### 74 **Proper delivery: requirements about who may deliver documents**

In section 1072 of the Companies Act 2006 (requirements for proper delivery), in subsection (1), after paragraph (a) insert—



---

*Status: This is the original version (as it was originally enacted).*

---

“(aa) any applicable requirements as regards who may deliver a document to the registrar.”.

### *Facilitating electronic delivery*

#### **75 Delivery of documents by electronic means**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 1068 (registrar’s requirements as to form, authentication and manner of delivery)—
  - (a) after subsection (4) insert—

“(4A) Any requirements under subsection (4)(b) to (d) must be imposed by means of registrar’s rules.”;
  - (b) omit subsections (5) to (6A).
- (3) Omit section 1069 (power to require delivery by electronic means).
- (4) In section 1072 (requirements for proper delivery), in subsection (1)(b), omit “section 1069 (power to require delivery by electronic means)”.

#### **76 Delivery of order confirming reduction of share capital**

In section 649 of the Companies Act 2006 (registration of court order confirming reduction of share capital and statement of capital), in subsection (1), for the words from “production of an order” to “copy of the order” substitute “the delivery of a copy of a court order confirming the reduction of a company’s share capital”.

#### **77 Delivery of statutory declaration of solvency**

- (1) In section 89 of the Insolvency Act 1986 (statutory declaration of solvency)—
  - (a) in subsection (3), for “The declaration” substitute “A copy of the declaration”;
  - (b) in subsection (6), after “If” insert “a copy of”.
- (2) In Article 75 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)) (statutory declaration of solvency)—
  - (a) in paragraph (3), for “The declaration” substitute “A copy of the declaration”;
  - (b) in paragraph (6), after “If” insert “a copy of”.

#### **78 Registrar’s rules requiring documents to be delivered together**

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 1068 insert—

##### **“1068A Registrar’s rules requiring documents to be delivered together**

- (1) Registrar’s rules may provide for circumstances where—
  - (a) a person who is required to deliver two or more documents to the registrar must deliver them together;

---

*Status: This is the original version (as it was originally enacted).*

---

- (b) a person who wishes to deliver two or more documents authorised to be delivered to the registrar is required to deliver them together (so that, for example, if one document is delivered on its own, the others cannot be delivered on a later occasion);
  - (c) a person who wishes to deliver one or more documents authorised to be delivered to the registrar is required to deliver them together with one or more documents that the person is required to deliver to the registrar (so that, for example, if a document that is required to be delivered has been delivered on its own, the documents that are authorised to be delivered cannot be delivered on a later occasion).
- (2) Provision may not be made under subsection (1)(a) that would have the effect of requiring any document to be delivered earlier than it would otherwise be required to be delivered.”
- (3) In section 1072 (requirements for proper delivery), in subsection (1)(b), after the entry in the list for section 1068 insert—
- “section 1068A (rules requiring documents to be delivered together).”

*Promoting the integrity of the register*

**79 Power to reject documents for inconsistencies**

After section 1073 of the Companies Act 2006 insert—

**“1073A Power to reject documents for discrepancies**

- (1) The registrar may refuse to accept (and register) a document if—
  - (a) it appears to the registrar to be inconsistent with other information that is held by or available to the registrar, and
  - (b) in light of the inconsistency, the registrar has reasonable grounds to doubt whether it complies with any requirement as to its contents.
- (2) A document is refused by giving notice of the refusal to the person by whom the document was delivered to the registrar.
- (3) A document that is refused by the registrar is treated for the purposes of any provision authorising or requiring its delivery as not having been delivered.”

**80 Informal correction of document**

- (1) The Companies Act 2006 is amended as follows.
- (2) Omit section 1075 (informal correction of document).
- (3) In section 1081 (annotation of the register), in subsection (1), omit paragraph (b).
- (4) In section 1087 (material not available for public inspection), in subsection (1)(d), at the end insert “before the repeal of that section by the Economic Crime and Corporate Transparency Act 2023”.

## **81 Preservation of original documents**

In section 1083 of the Companies Act 2006 (preservation of original documents), in subsection (1), for “three years” substitute “two years”.

## **82 Records relating to dissolved companies etc**

- (1) The Companies Act 2006 is amended as follows.
- (2) Section 1084 (records relating to companies that have been dissolved etc) is to extend also to Scotland and is amended as follows—
  - (a) in subsection (1), after paragraph (c) insert—

“and a reference in this section to “the relevant date” is to the date on which the company was dissolved, the overseas company ceased to have that connection with the United Kingdom or the institution ceased to be within section 1050.”;
  - (b) after subsection (1) insert—

“(1A) The registrar need not make any information contained in records relating to the company or institution available for public inspection at any time after the end of the period of 20 years beginning with the relevant date.”;
  - (c) for subsections (2) and (3) substitute—

“(2) The registrar of companies for England and Wales may, at any time after the period of two years beginning with the relevant date, direct that any records relating to the company or institution that are held by the registrar are to be removed to the Public Record Office.

(2AA) The registrar of companies for Northern Ireland may, at any time after the period of two years beginning with the relevant date, direct that any records relating to the company or institution that are held by the registrar are to be removed to the Public Record Office of Northern Ireland.

(3) Records in respect of which a direction is given under subsection (2) or (2A) are to be disposed of under the enactments relating to the Public Record Office or, as the case may be, the Public Record Office of Northern Ireland.”;
  - (d) omit subsections (4A) and (5).
- (3) Omit section 1087ZA (required particulars available for public inspection for limited period).

## **83 Power to require additional information**

- (1) The Companies Act 2006 is amended in accordance with subsections (2) to (4).
- (2) After section 1092 insert—

---

*Status: This is the original version (as it was originally enacted).*

---

*“Additional information*

**1092A Power to require information**

- (1) The registrar may by notice in writing require a person to provide information to the registrar for the purposes of enabling the registrar to determine—
  - (a) whether a person has complied with any obligation imposed by an enactment to deliver a document to the registrar,
  - (b) whether any information contained in a document received by the registrar falls within section 1080(1)(a).
- (2) A requirement under this section may specify—
  - (a) the form and manner in which the information is to be provided;
  - (b) the period within which it is to be provided.
- (3) The registrar may by notice in writing extend a period specified in a requirement under this section.

**1092B Offence relating to provision of information**

- (1) A person who, without reasonable excuse, fails to comply with a requirement under section 1092A commits an offence.
- (2) Where an offence under this section is committed by a firm, an offence is also committed by every officer of the firm who is in default.
- (3) A person guilty of an offence under this section is liable—
  - (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, to imprisonment for a term not exceeding the general limit in a magistrates’ court or a fine (or both);
    - (ii) in Scotland, to imprisonment for a term not exceeding 12 months or a fine not exceeding the statutory maximum (or both) and, for continued contravention, a daily default fine not exceeding one-fifth of the statutory maximum;
    - (iii) in Northern Ireland, to imprisonment for a term not exceeding 6 months or a fine not exceeding the statutory maximum (or both), and, for continued contravention, a daily default fine not exceeding one-fifth of the statutory maximum.

**1092C Privilege against self-incrimination**

- (1) A statement made by a person in response to a requirement under section 1092A may not be used against the person in criminal proceedings in which the person is charged with an offence to which this subsection applies.
- (2) Subsection (1) applies to any offence other than—
  - (a) an offence under one of the following provisions (which concern false statements etc)—

---

*Status: This is the original version (as it was originally enacted).*

---

- (i) section 1112 or 1112A;
  - (ii) section 5 of the Perjury Act 1911;
  - (iii) section 44(2) of the Criminal Law (Consolidation) (Scotland) Act 1995;
  - (iv) Article 10 of the Perjury (Northern Ireland) Order 1979 ([S.I. 1979/1714 \(N.I. 19\)](#));
  - (v) section 32 or 32A of the Economic Crime (Transparency and Enforcement) Act 2022;
  - (vi) section 34 or 35 of the Limited Partnerships Act 1907;
- (b) any offence, not within paragraph (a), an element of which is the delivery to the registrar of a document, or the making of a statement to the registrar, that is misleading, false or deceptive.”
- (3) In section 1059A (scheme of Part 35), in subsection (2), at the appropriate place insert—
- “sections [1092A](#) to [1092C](#) (powers to require further information),”.
- (4) In section 1087 (material not available for public inspection), in subsection (1), after paragraph (e) insert—
- “(ea) any information provided to the registrar under section [1092A](#) (power to require further information);”.

#### **84 Registrar’s notice to resolve inconsistencies**

- (1) Section 1093 of the Companies Act 2006 (registrar’s notice to resolve inconsistency on the register) is amended as follows.
- (2) For subsections (1) and (2) substitute—
- “(1) Where it appears to the registrar that the information contained in a document delivered to the registrar in relation to a company is inconsistent with other information contained in records kept by the registrar under section 1080, the registrar may give notice to the company to which the document relates—
- (a) stating in what respects the information contained in it appears to be inconsistent with other information in records kept by the registrar under section 1080, and
  - (b) requiring the company, within the period of 14 days beginning with the date on which the notice is issued, to take all such steps as are reasonably open to it to resolve the inconsistency by delivering replacement or additional documents or in any other way.
- (2) The notice must state the date on which it is issued.”
- (3) In the heading, omit “on the register”.

#### **85 Administrative removal of material from the register**

- (1) The Companies Act 2006 is amended as follows.
- (2) For section 1094 substitute—

---

*Status: This is the original version (as it was originally enacted).*

---

### **“1094 Removal of material from the register**

- (1) The registrar may remove from the register anything that appears to the registrar to be—
  - (a) a document, or material derived from a document, accepted under section 1073 (power to accept documents not meeting requirements for proper delivery), or
  - (b) unnecessary material as defined by section 1074.
- (2) The power to remove material from the register under this section may be exercised—
  - (a) on the registrar’s own motion, or
  - (b) on an application made in accordance with regulations under section 1094A(2).
- (3) The registrar may exercise the power to remove from the register anything the registration of which had legal consequences only if satisfied that the interest of the company, or (if different) the applicant, in removing the material outweighs any interest of other persons in the material continuing to appear on the register.
- (4) The Secretary of State may by regulations provide that the registrar’s power to remove material from the register under this section following an application is limited to material of a description specified in the regulations.
- (5) Regulations under this section are subject to the negative resolution procedure.

### **1094A Further provision about removal of material from the register**

- (1) The Secretary of State must by regulations make provision for notice to be given in accordance with the regulations where material is removed from the register under section 1094 otherwise than on an application.
- (2) The Secretary of State must by regulations make provision in connection with the making and determination of applications for the removal of material from the register under section 1094.
- (3) The provision that may be made under subsection (2) includes provision as to—
  - (a) who may make an application,
  - (b) the information to be included in and documents to accompany an application,
  - (c) the notice to be given of an application and of its outcome,
  - (d) a period in which objections to an application may be made, and
  - (e) how an application is to be determined, including provision as to evidence that may be relied upon by the registrar for the purposes of satisfying the test in section 1094(1).
- (4) The provision that may be made by virtue of subsection (3)(e) includes provision as to circumstances in which—
  - (a) evidence is to be treated by the registrar as conclusive proof that the test in section 1094(1) is met, and

---

*Status: This is the original version (as it was originally enacted).*

---

(b) the power of removal must be exercised.

(5) Regulations under this section may in particular confer a discretion on the registrar.

(6) Regulations under this section are subject to the negative resolution procedure.

#### **1094B Power of court to make consequential orders following removal**

(1) Where the registrar removes anything from the register otherwise than in pursuance of a court order, the court may, on an application by a person with sufficient interest, make such consequential orders as the court thinks fit as to the legal effects of the inclusion of the material on the register or its removal.

(2) In this section the reference to the registrar removing material from the register includes the registrar determining that anything purported to be delivered to the registrar under any enactment was not in fact delivered under an enactment and therefore does not form part of the register.”

(3) In section 1073 (power to accept documents not meeting requirements for proper delivery), in subsection (6)(a), for “section 1094(4)” substitute “regulations under section 1094A(1)”.

(4) In section 1087 (material not available for public inspection), in subsection (1), for paragraph (f) substitute—

“(f) any application or other document delivered to the registrar under section 1094 (removal of material from the register);”.

(5) Omit section 1095 (rectification of register on application to registrar).

(6) Omit section 1095A (rectification of register to resolve a discrepancy).

#### **86 Rectification of the register under court order**

(1) Section 1096 of the Companies Act 2006 (rectification of the register under court order) is amended as follows.

(2) For subsection (3) substitute—

“(3) The court may make an order for the removal from the register of anything the registration of which had legal consequences only if satisfied that the interest of the company, or (if different) the applicant, in removing the material outweighs any interest of other persons in the material continuing to appear on the register.”

(3) After subsection (5) insert—

“(5A) This section does not apply to any material delivered to the registrar under Part 15.”

(4) In subsection (6), omit paragraph (a) and the “or” at the end of that paragraph.

#### **87 Power to require businesses to report discrepancies**

(1) The Companies Act 2006 is amended as follows.

---

*Status: This is the original version (as it was originally enacted).*

---

(2) In section 1059A (scheme of Part 35), in subsection (4), at the appropriate place insert—

“section 1110D (power to require businesses to report discrepancies),”.

(3) After section 1110C (inserted by section 67 of this Act) insert—

*“Discrepancy reporting*

**1110D Power to require businesses to report discrepancies**

- (1) The Secretary of State may by regulations impose requirements on a person who is carrying on business in the United Kingdom (a “relevant person”)—
  - (a) to obtain specified information about a customer (or prospective customer)—
    - (i) before entering into a business relationship with them, or
    - (ii) during a business relationship with them,
  - (b) to identify discrepancies between information so obtained and information made publicly available by the registrar, and
  - (c) to report any discrepancies to the registrar.
- (2) The regulations may require the relevant person, when reporting discrepancies, to provide such other information as may be required by the regulations (including information about the relevant person).
- (3) The regulations may provide for reports or other information delivered to the registrar under the regulations to be withheld from public inspection.
- (4) The regulations may create offences in relation to failures to comply with requirements imposed by the regulations.
- (5) The regulations may not provide for an offence created by the regulations to be punishable with imprisonment for a period exceeding—
  - (a) in the case of conviction on indictment, 2 years;
  - (b) in the case of summary conviction, 3 months.
- (6) In this section “customer”, in relation to a person carrying out estate agency work, includes a purchaser (as well as a seller).
- (7) Regulations under this section are subject to affirmative resolution procedure.”

*Inspection etc of the register*

**88 Inspection of the register: general**

In section 1085 of the Companies Act 2006 (inspection of the register), for subsection (3) substitute—

“(3) This section has effect subject to—  
 sections 64(6A), 67(1A), 73(7), 75(4A), 76(5B), 76A(9) and 76B(9)  
 (which confer powers to suppress a company’s name that it has been directed or ordered to change);



---

*Status: This is the original version (as it was originally enacted).*

---

section 1084(1A) (records relating to dissolved companies etc);  
section 1087 (material not available for public inspection).”

## **89 Copies of material on the register**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 1086 (right to copy of material on the register)—
  - (a) in subsection (1), at the end insert “that is available for public inspection”;
  - (b) omit subsection (3).
- (3) In section 1089 (form of application for inspection or copy), omit subsection (2).
- (4) For section 1090 substitute—

### **“1090 Form and manner in which copies to be provided**

The registrar may determine the form and manner in which copies are to be provided under section 1086.”

- (5) In section 1091 (certification of copies as accurate)—
  - (a) for subsections (1) and (2) substitute—

“(1) A copy provided under section 1086 must be certified by the registrar as a true copy if the applicant expressly requests such certification.”;
  - (b) in subsection (5), omit “Except in the case of an enhanced disclosure document (see section 1078).”.

## **90 Material not available for public inspection**

In section 1087 of the Companies Act 2006 (material not available for public inspection), in subsection (1), after paragraph (j) insert—

“(ja) any record of the information contained in a document (or part of a document) mentioned in any of the previous paragraphs of this subsection.”

## **91 Protecting information on the register**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 790ZF (protection of information as to usual residential address of PSCs), omit subsection (3).
- (3) In section 1087 (material not available for public inspection)—
  - (a) in subsection (1) for paragraph (e) substitute—

“(e) the following—

    - (i) any application or other document delivered to the registrar under regulations under section 1088 (regulations protecting material), other than information provided by virtue of section 1088(5);
    - (ii) any information which regulations under section 1088 require not to be made available for public inspection;”;

(b) for subsection (2) substitute—

“(2) Where subsection (1), or a provision referred to in subsection (1), imposes a restriction by reference to material deriving from a particular description of document (or part of a document), that does not affect the availability for public inspection of the same information contained in material derived from another description of document (or part of a document) in relation to which no such restriction applies.”

(4) For section 1088 substitute—

**“1088 Power to make regulations protecting material**

- (1) The Secretary of State may by regulations make provision requiring the registrar, on application—
  - (a) not to make available for public inspection any information on the register relating to an individual;
  - (b) to refrain from disclosing information on the register relating to an individual except in specified circumstances;
  - (c) not to make available for public inspection any address on the register that is not information to which paragraph (a) applies;
  - (d) to refrain from disclosing any such address except in specified circumstances.
- (2) The Secretary of State may by regulations make provision requiring the registrar—
  - (a) not to make available for public inspection any information on the register relating to an individual;
  - (b) to refrain from disclosing information on the register relating to an individual except in specified circumstances.
- (3) Regulations under subsection (1) may make provision as to—
  - (a) who may make an application;
  - (b) the grounds on which an application may be made;
  - (c) the information to be included in and documents to accompany an application;
  - (d) the notice to be given of an application and of its outcome;
  - (e) how an application is to be determined;
  - (f) the duration of, and procedures for revoking, any restrictions on the making of information available for public inspection or its disclosure.
- (4) Provision under subsection (3)(e) or (f) may in particular provide for a question to be referred to a person other than the registrar for the purposes of determining the application or revoking the restrictions.
- (5) Regulations under subsection (1)(a) or (c) may provide that information is not to be made unavailable for public inspection unless the person to whom it relates provides such alternative information as may be specified.
- (6) The circumstances that may be specified under subsection (1)(b) or (d) or (2)(b) by way of an exception to a restriction on disclosure include circumstances

---

*Status: This is the original version (as it was originally enacted).*

---

where the court has made an order, in accordance with the regulations, authorising disclosure.

- (7) Regulations under subsection (1)(b) or (2)(b) may not require the registrar to refrain from disclosing information under—
- (a) sections 243 or 244 (or those sections as applied by section 790ZF) (residential address information);
  - (b) section 1087C(1) (disclosure of date of birth information);
  - (c) any provision of regulations under section 1046 corresponding to provision mentioned in paragraph (a) or (b);
  - (d) section 1110F (general powers of disclosure by the registrar).
- (8) Regulations under subsection (1)(d) may not require the registrar to refrain from disclosing information under section 1110F (general powers of disclosure by the registrar).
- (9) Regulations under this section may in particular confer a discretion on the registrar.
- (10) Regulations under this section are subject to affirmative resolution procedure.”

#### *Registrar's functions and fees*

## **92 Analysis of information for the purposes of crime prevention or detection**

After section 1062 of the Companies Act 2006 insert—

### **“1062A Analysis of information for the purposes of crime prevention or detection**

- (1) The registrar must carry out such analysis of information within the registrar’s possession as the registrar considers appropriate for the purposes of preventing or detecting crime.
- (2) See also section 1110F (which, among other things, allows the registrar to disclose information to other public authorities).”

## **93 Fees: costs that may be taken into account**

(1) Section 1063 of the Companies Act 2006 (fees) is amended as follows.

(2) After subsection (3) insert—

“(3A) In deciding what provision to make under subsection (3)(a), the Secretary of State may take into account any costs incurred or likely to be incurred by any person for the purposes of the carrying out of—

- (a) any function of the Secretary of State under or in connection with—
  - the Limited Partnerships Act 1907;
  - Part 14 of the Companies Act 1985;
  - the Company Directors Disqualification Act 1986;
  - the Limited Liability Partnerships Act 2000;

---

*Status: This is the original version (as it was originally enacted).*

---

Part 1 of the Economic Crime (Transparency and Enforcement) Act 2022;

this Act;

- (b) any function of a Northern Ireland department under or in connection with the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/3150 (N.I. 4));
- (c) any function of the Secretary of State under or in connection with regulations under section 1 of the Sanctions and Anti-Money Laundering Act 2018 that make provision in connection with licences of the kind mentioned in section 15(3A) of that Act;
- (d) any function of the Secretary of State under or in connection with the Insolvency Act 1986, so far as relating to bodies corporate or other firms;
- (e) any function of a Northern Ireland department under or in connection with the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)), so far as relating to bodies corporate or other firms;
- (f) any function carried out by the Insolvency Service on behalf of the Secretary of State in connection with the detection, investigation or prosecution of offences, or the recovery of the proceeds of crime, so far as relating to bodies corporate or other firms;
- (g) any function carried out by the Insolvency Service in Northern Ireland on behalf of a Northern Ireland department in connection with the detection, investigation or prosecution of offences, or the recovery of the proceeds of crime, so far as relating to bodies corporate or other firms.”

(3) In subsection (4), for “this section” substitute “subsection (1)”.

(4) After subsection (6) insert—

“(6A) The Secretary of State may by regulations amend—

- (a) the reference in subsection (3A)(f) to functions carried out by the Insolvency Service on behalf of the Secretary of State, so long as the functions referred to are functions of the Secretary of State that are of a similar nature;
- (b) the reference in subsection (3A)(g) to functions carried out by the Insolvency Service in Northern Ireland on behalf of a Northern Ireland department, so long as the functions referred to are functions of a Northern Ireland department that are of a similar nature.

(6B) Regulations under subsection (6A) are subject to affirmative resolution procedure.”

### *Information sharing and use*

## **94 Disclosure of information**

(1) The Companies Act 2006 is amended as follows.

(2) In section 243 (permitted disclosure by registrar), for subsection (6) substitute—

---

*Status: This is the original version (as it was originally enacted).*

---

- “(6) Regulations under subsection (4) may in particular confer a discretion on the registrar.
- (6A) Provision under subsection (5)(d) may in particular provide for a question to be referred to a person other than the registrar for the purposes of determining the application.”
- (3) In section 1059A (scheme of Part 35), in subsection (2), at the appropriate place insert—
- “sections 1110E to 1110G (disclosure of information),”.
- (4) After section 1110D (inserted by section 87 of this Act) insert—

*“Disclosure of information*

**1110E Disclosure to the registrar**

Any person may disclose information to the registrar for the purposes of the exercise of any of the registrar’s functions.

**1110F Disclosure by the registrar**

- (1) The registrar may disclose information—
- (a) to any person for purposes connected with the exercise of any of the registrar’s functions;
  - (b) to a public authority for purposes connected with the exercise of any of that public authority’s functions;
  - (c) to a person of a description, and for a purpose, specified in regulations made by the Secretary of State for the purposes of this paragraph.
- (2) Regulations under subsection (1)(c) are subject to affirmative resolution procedure.
- (3) In this section “public authority” includes any person or body having functions of a public nature.

**1110G Disclosure: supplementary**

- (1) Except as provided by subsection (2), the disclosure of information under section 1110E or 1110F does not breach—
- (a) any obligation of confidence owed by the person making the disclosure, or
  - (b) any other restriction on the disclosure of information (however imposed).
- (2) Sections 1110E and 1110F do not authorise a disclosure of information if the disclosure would contravene the data protection legislation (but in determining whether a disclosure would do so, take into account the powers conferred by those sections).
- (3) HMRC information may not be disclosed by the registrar under section 1110F without authorisation from HMRC.

---

*Status: This is the original version (as it was originally enacted).*

---

- (4) If the registrar discloses HMRC information under section 1110F, the information must not be disclosed by the recipient, or by any person obtaining the information directly or indirectly from them, without authorisation from HMRC.
- (5) It is an offence for a person to disclose, in contravention of subsection (3) or (4), any revenue and customs information relating to a person whose identity—
  - (a) is specified in the disclosure, or
  - (b) can be deduced from it.
- (6) It is a defence for a person charged with an offence under subsection (5) to prove that the person reasonably believed—
  - (a) that the disclosure was lawful, or
  - (b) that the information had already lawfully been made available to the public.
- (7) Subsections (4) to (7) of section 19 of the Commissioners for Revenue and Customs Act 2005 apply to an offence under subsection (5) as they apply to an offence under that section.

(8) In this section—

“the data protection legislation” has the same meaning as in the Data Protection Act 2018 (see section 3 of that Act);

“HMRC” means the Commissioners for His Majesty’s Revenue and Customs;

“HMRC information” means information disclosed to the registrar under section 1110E by HMRC or a person acting on behalf of HMRC;

“revenue and customs information relating to a person” has the meaning given by section 19(2) of the Commissioners for Revenue and Customs Act 2005.”

- (5) In section 1114 (application of provisions about documents and delivery), in subsection (1)(b), at the end insert “(but do not include the provision of any information by virtue of section 1110E or any other enactment authorising the disclosure of information to the registrar)”.
- (6) Schedule 3 contains consequential amendments.

## 95 Use or disclosure of directors’ address information by companies

In section 241 of the Companies Act 2006 (protected information: restriction on use or disclosure by company), after subsection (2) insert—

- “(3) If a company uses or discloses information in contravention of subsection (1), an offence is committed by—
  - (a) the company, and
  - (b) every officer of the company who is in default.
- (4) A person guilty of an offence under this section is liable on summary conviction—
  - (a) in England and Wales, to a fine;

---

*Status: This is the original version (as it was originally enacted).*

---

- (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.”

## **96 Use or disclosure of PSC information by companies**

- (1) The Companies Act 2006 is amended as follows.
- (2) For section 790ZG substitute—

### **“790ZG Power to make regulations protecting material**

- (1) The Secretary of State may by regulations—
  - (a) require a company to refrain from using, or refrain from disclosing, relevant PSC particulars except in circumstances specified in the regulations;
  - (b) confer power on the registrar, on application, to make an order requiring a company to refrain from using, or refrain from disclosing, relevant PSC particulars except in circumstances specified in the regulations.
- (2) “Relevant PSC particulars” means such particulars of a person with significant control over the company as may be prescribed.
- (3) The reference in subsection (2) to a person with significant control over the company—
  - (a) includes a person who used to be such a person, but
  - (b) does not include any person in relation to which this Part has effect by virtue of section 790C(12) as if the person were an individual.
- (4) Regulations under subsection (1)(b) may make provision as to—
  - (a) who may make an application;
  - (b) the grounds on which an application may be made;
  - (c) the information to be included in and documents to accompany an application;
  - (d) how an application is to be determined;
  - (e) the notice to be given of an application and its outcome;
  - (f) the duration of and procedures for revoking the restrictions on use and disclosure.
- (5) Provision under subsection (4) may in particular—
  - (a) confer a discretion on the registrar;
  - (b) provide for a question to be referred to a person other than the registrar for the purposes of determining the application or revoking the restrictions.
- (6) Regulations under this section are subject to affirmative resolution procedure.
- (7) Nothing in this section or in regulations made under it affects the use or disclosure of particulars of a person in any other capacity (for example, the use or disclosure of particulars of a person in that person’s capacity as a member or director of the company).

**790ZH Offence of failing to comply with regulations under section 790ZG**

- (1) If a company contravenes a restriction on the use or disclosure of information imposed by virtue of regulations under subsection 790ZG, an offence is committed by—
  - (a) the company, and
  - (b) every officer of the company who is in default.
- (2) A person guilty of an offence under this section is liable on summary conviction—
  - (a) in England and Wales, to a fine;
  - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.”
- (3) In section 1087 (material not available for public inspection), in subsection (1), for paragraph (bc) substitute—
  - “(bc) any application or other document delivered to the registrar under regulations under section 790ZG (protection of PSC information);”.

**97 Use of directors’ address information by registrar**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 242 (protected information: restriction on use or disclosure by registrar)—
  - (a) in subsection (3), omit “use or” in each place it occurs;
  - (b) in the heading, omit “use or”.
- (3) In section 243 (permitted use or disclosure by registrar)—
  - (a) omit subsection (1);
  - (b) in the heading, omit “use or”.

*Overseas companies*

**98 Change of addresses of officers of overseas companies by registrar**

In section 1046 of the Companies Act 2006 (overseas companies: registration of particulars), after subsection (6) insert—

- “(6A) Where regulations under this section require an overseas company to deliver to the registrar for registration—
- (a) a service address for an officer of the company, or
  - (b) the address of the principal office of an officer of the company,
- the regulations may make provision corresponding or similar to any provision made by section 1097B or 1097C (rectification of register relating to service addresses or principal office addresses) or to provision that may be made by regulations made under that section.”



## **99 Overseas companies: availability of material for public inspection etc**

In section 1046 of the Companies Act 2006 (overseas companies: registration of particulars), after subsection (6A) (inserted by section 98 of this Act) insert—

“(6B) Regulations under this section may include provision for information delivered to the registrar under the regulations to be withheld from public inspection.

(6C) The provision that may be made by regulations under this section includes provision conferring a discretion on the registrar.”

## **100 Registered addresses of an overseas company**

(1) The Companies Act 2006 is amended as follows.

(2) After section 1048 insert—

### **“1048A Registered addresses of an overseas company**

(1) The Secretary of State may by regulations make provision requiring an overseas company that is required to register particulars under section 1046 to deliver to the registrar for registration—

(a) a statement specifying an address in the United Kingdom that is an appropriate address for the company;

(b) a statement specifying an appropriate email address for the company.

(2) The regulations may include provision—

(a) allowing an overseas company to change the address or email address for the time being registered for it under the regulations;

(b) requiring an overseas company to ensure that the address or email address for the time being registered for it under the regulations is an appropriate address or appropriate email address.

(3) The regulations may include—

(a) provision for information contained in a statement specifying an appropriate email address to be withheld from public inspection;

(b) provision corresponding or similar to any provision made by section 1097A (rectification of register relating to a company’s registered office) or to provision that may be made by regulations made under that section.

(4) In this section—

“appropriate address” has the meaning given by section 86(2);

“appropriate email address” has the meaning given by section 88A(2).

(5) Regulations under this section are subject to negative resolution procedure.”

(3) In section 1139 (service of documents on company), for subsections (2) and (3) substitute—

“(2) A document may be served on an overseas company whose particulars are registered under section 1046—

---

*Status: This is the original version (as it was originally enacted).*

---

- (a) by leaving it at, or sending it by post to, the company’s registered address, or
  - (b) by leaving it at, or sending it by post to, the registered address of any person resident in the United Kingdom who is authorised to accept service of documents on the company’s behalf.
- (3) In subsection (2) “registered address”—
- (a) in relation to the overseas company, means the address for the time being registered for the company under regulations under section 1048A(1)(a);
  - (b) in relation to a person other than the overseas company, means any address for the time being shown as a current address in relation to that person in the part of the register available for public inspection.”

## 101 Overseas companies: identity verification of directors

After section 1048A of the Companies Act 2006 (inserted by section 100 of this Act) insert—

### “1048B Identity verification of directors

- (1) This section applies in relation to an overseas company that is required to register particulars under section 1046.
- (2) The Secretary of State may by regulations make provision for the purpose of ensuring that each individual who is a director of such a company is an individual whose identity is verified (see section 1110A).
- (3) The regulations may include provision—
  - (a) requiring the delivery of statements or other information to the registrar;
  - (b) for statements or other information delivered to the registrar under the regulations to be withheld from public inspection;
  - (c) applying section 167M (prohibition on director acting unless ID verified), with or without modifications;
  - (d) applying section 1110C (exemption from identity verification: national security grounds), with or without modifications.
- (4) Regulations under this section are subject to negative resolution procedure.”

### *General offences and enforcement*

## 102 General false statement offences

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 1059A (scheme of Part 35), in subsection (3), for the entry relating to sections 1112 and 1113 substitute—
 

“sections 1112, 1112A and 1113 (enforcement).”
- (3) For section 1112 substitute—

---

*Status: This is the original version (as it was originally enacted).*

---

### **“1112 False statements: basic offence**

- (1) It is an offence for a person, without reasonable excuse, to—
  - (a) deliver or cause to be delivered to the registrar, for any purpose of the Companies Acts, a document that is misleading, false or deceptive in a material particular, or
  - (b) make to the registrar, for any purpose of the Companies Acts, a statement that is misleading, false or deceptive in a material particular.
- (2) Where the offence is committed by a firm, every officer of the firm who is in default also commits the offence.
- (3) A person guilty of an offence under this section is liable—
  - (a) on summary conviction in England and Wales, to a fine;
  - (b) on summary conviction in Scotland, to a fine not exceeding level 5 on the standard scale;
  - (c) on summary conviction in Northern Ireland, to a fine not exceeding level 5 on the standard scale.

### **1112A False statements: aggravated offence**

- (1) It is an offence for a person knowingly to—
  - (a) deliver or cause to be delivered to the registrar, for any purpose of the Companies Acts, a document that is misleading, false or deceptive in a material particular, or
  - (b) make to the registrar, for any purpose of the Companies Acts, a statement that is misleading, false or deceptive in a material particular.
- (2) Where the offence is committed by a firm, every officer of the firm who is in default also commits the offence.
- (3) A person guilty of an offence under this section is liable—
  - (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, to imprisonment for a term not exceeding the general limit in a magistrates’ court or a fine (or both);
    - (ii) in Scotland, to imprisonment for a term not exceeding 12 months or a fine not exceeding the statutory maximum (or both);
    - (iii) in Northern Ireland, to imprisonment for a term not exceeding 6 months or a fine not exceeding the statutory maximum (or both).”
- (4) In section 1126 (consents required for certain prosecutions)—
  - (a) in subsection (1), for the entry relating to section 1112 substitute—

“section 1112 or 1112A of this Act (false statement offences);”;
  - (b) in subsections (2)(a)(iv) and (3)(a)(iv), after “1112” insert “or 1112A”.

### **103 False statement offences: national security etc defence**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 1059A (scheme of Part 35), in subsection (2), at the appropriate place insert—
  - “section 1112B (false statement offences: national security etc defence).”
- (3) After section 1112A (inserted by section 102 of this Act) insert—

#### **“1112B False statements offences: national security etc defence**

- (1) A person to whom a certificate is issued by the Secretary of State for the purposes of this section is not liable for the commission of any offence relating to the delivery to the registrar, or the making of a statement, that is misleading, false or deceptive.
- (2) The Secretary of State may issue a certificate to a person for the purposes of this section only if satisfied that it is necessary for the person to engage in conduct amounting to such an offence—
  - (a) in the interests of national security, or
  - (b) for the purposes of preventing or detecting serious crime.
- (3) A certificate under this section may be revoked by the Secretary of State at any time.
- (4) For the purposes of subsection (2)(b)—
  - (a) “crime” means conduct which—
    - (i) constitutes a criminal offence, or
    - (ii) is, or corresponds to, any conduct which, if it all took place in any one part of the United Kingdom, would constitute a criminal offence, and
  - (b) crime is “serious” if—
    - (i) the offence which is or would be constituted by the conduct is an offence for which the maximum sentence (in any part of the United Kingdom) is imprisonment for 3 years or more, or
    - (ii) the conduct involves the use of violence, results in substantial financial gain or is conduct by a large number of persons in pursuit of a common purpose.”

### **104 Financial penalties**

- (1) The Companies Act 2006 is amended as follows.
- (2) In the heading to Part 36 (Offences under the Companies Acts), at the end insert “and financial penalties”.
- (3) After section 1132 insert—

*“Financial penalties*

**1132A Power to make provision for financial penalties**

- (1) The Secretary of State may by regulations make provision conferring power on the registrar to impose a financial penalty on a person if satisfied, beyond reasonable doubt, that the person has engaged in conduct amounting to a relevant offence under this Act.
- (2) “Relevant offence under this Act” means any offence under this Act other than an offence under a provision contained in—
  - (a) Part 12 (company secretaries);
  - (b) Part 13 (resolutions and meetings);
  - (c) Part 16 (audit).
- (3) The regulations may include provision—
  - (a) about the procedure to be followed in imposing penalties;
  - (b) about the amount of penalties;
  - (c) for the imposition of interest or additional penalties for late payment;
  - (d) conferring rights of appeal against penalties;
  - (e) about the enforcement of penalties.
- (4) Provision made under subsection (3)(b) must ensure that the maximum financial penalty that may be imposed does not exceed £10,000.
- (5) The regulations must provide that—
  - (a) no financial penalty may be imposed under the regulations on a person in respect of conduct amounting to an offence if—
    - (i) proceedings have been brought against the person for that offence in respect of that conduct and the proceedings are ongoing, or
    - (ii) the person has been convicted of that offence in respect of that conduct, and
  - (b) no proceedings may be brought against a person in respect of conduct amounting to an offence if the person has been given a financial penalty under the regulations in respect of that conduct.
- (6) Amounts recovered by the registrar under the regulations are to be paid into the Consolidated Fund.
- (7) Regulations under this section are subject to affirmative resolution procedure.
- (8) In this section “conduct” means an act or omission.”

*Rectification of addresses and service of documents*

**105 Registered office: rectification of register**

- (1) Section 1097A of the Companies Act 2006 (rectification of register relating to a company’s registered office) is amended as follows.

(2) For subsection (1) substitute—

“(1) The Secretary of State may by regulations make provision authorising or requiring the registrar to change the address of a company’s registered office if satisfied that it is not an appropriate address within the meaning given by section 86(2).

(1A) The regulations may authorise or require the address to be changed on the registrar’s own motion or on an application by another person.”

(3) Omit subsection (2).

(4) In subsection (3)—

(a) after paragraph (b) insert—

“(ba) the registrar requiring the company or an applicant to provide information for the purposes of determining anything under the regulations,”;

(b) in paragraph (c), for “and of its outcome” substitute “or that the registrar is considering the exercise of powers under the regulations”;

(c) after paragraph (c) insert—

“(ca) the notice to be given of any decision under the regulations,”;

(d) for paragraph (e) substitute—

“(e) how the registrar is to determine whether a company’s registered office is at an appropriate address within the meaning given by section 86(2), including in particular the evidence, or descriptions of evidence, which the registrar may without further enquiry rely on to be satisfied that an address is an appropriate address,”;

(e) for paragraph (f) substitute—

“(f) the referral by the registrar of any question for determination by the court,”;

(f) in paragraph (h), at the end insert “(which need not be an appropriate address within the meaning given by section 86(2))”;

(g) after paragraph (h) insert—

“(ha) the period for which a company is permitted to have the default address as its registered office,”;

(h) for paragraph (i) substitute—

“(i) when the change of address takes effect and the consequences of registration of the change (including provision similar or corresponding to section 87(2)).”

(5) Omit subsection (4).

(6) Before subsection (5) insert—

“(4A) Provision made by virtue of subsection (3)(ha) may in particular include—

(a) provision creating summary offences punishable with 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;

(b) provision—

---

*Status: This is the original version (as it was originally enacted).*

---

- (i) for the registrar to strike a company’s name off the register if the company does not change the address of its registered office from the default address, and
  - (ii) for the restoration of a company to the register, in such circumstances as may be prescribed, on an application made to the registrar or in pursuance of a court order.
- (4B) The provision that may be made by virtue of subsection (4A) includes provision applying or writing out, in either case with or without modifications, any provision made by section 1000 or Chapter 3 of Part 31.
- (4C) Regulations under this section may in particular confer a discretion on the registrar.”
- (7) For subsection (6) substitute—
  - “(6) The regulations must confer a right on a company to appeal to the court against any decision to change the address of its registered office under the regulations.
  - (6A) If the regulations enable a person to apply for a company’s registered office to be changed, they must also confer a right on the applicant to appeal to the court against a refusal of the application.”

## **106 Rectification of register: service addresses**

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 1097A insert—

### **“1097B Rectification of register: service addresses**

- (1) The Secretary of State may by regulations make provision authorising or requiring the registrar to change a registered service address of a relevant person if satisfied that the address does not meet the requirements of section 1141(1) and (2).
- (2) In this section—
  - “registered service address”, in relation to a relevant person, means the address for the time being shown in the register as the person’s current service address;
  - “relevant person” means—
    - (a) a director of a company that is not an overseas company,
    - (b) a secretary or one of the joint secretaries of a company that is not an overseas company, or
    - (c) a registrable person or registrable relevant legal entity in relation to a company (within the meanings given by section 790C).
- (3) The regulations may authorise or require the address to be changed on the registrar’s own motion or on an application by another person.
- (4) The regulations must provide for the change in the address to be effected by the registrar proceeding as if the company had given notice under section 167H, 279H or 790LD of the change.

---

*Status: This is the original version (as it was originally enacted).*

---

- (5) The regulations may make provision as to—
- (a) who may make an application,
  - (b) the information to be included in and documents to accompany an application,
  - (c) the registrar requiring the company or an applicant to provide information for the purposes of determining anything under the regulations,
  - (d) the notice to be given of an application or that the registrar is considering the exercise of powers under the regulations,
  - (e) the notice to be given of any decision under the regulations,
  - (f) the period in which objections to an application may be made,
  - (g) how the registrar is to determine whether a registered service address meets the requirements of section 1141(1) and (2), including in particular the evidence, or descriptions of evidence, which the registrar may without further enquiry rely on to be satisfied that the address meets those requirements,
  - (h) the referral by the registrar of any question for determination by the court,
  - (i) the registrar requiring the company to provide an address to be registered as the relevant person’s service address,
  - (j) the nomination by the registrar of an address (a “default address”) to be registered as the relevant person’s service address (which need not meet the requirements of section 1141(1) and (2)),
  - (k) the period for which the default address is permitted to be the relevant person’s registered service address, and
  - (l) when the change of address takes effect and the consequences of registration of the change (including provision similar or corresponding to section 1140(5)).
- (6) The provision made by virtue of subsection (5)(k) may in particular include provision creating summary offences punishable with 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.
- (7) The regulations must confer a right on the company to appeal to the court against any decision to change the relevant person’s registered service address under the regulations.
- (8) If the regulations enable a person to apply for a registered service address to be changed, they must also confer a right on the applicant to appeal to the court against a refusal of the application.
- (9) On an appeal, the court must direct the registrar to register such address as the relevant person’s registered service address as the court considers appropriate in all the circumstances of the case.
- (10) The regulations may make further provision about an appeal and in particular—
- (a) provision about the time within which an appeal must be brought and the grounds on which an appeal may be brought;
  - (b) further provision about directions by virtue of subsection (9).



---

*Status: This is the original version (as it was originally enacted).*

---

- (11) The regulations may include such provision applying (including applying with modifications), amending or repealing an enactment contained in this Act as the Secretary of State considers necessary or expedient in consequence of any provision made by the regulations.
  - (12) Regulations under this section may in particular confer a discretion on the registrar.
  - (13) Regulations under this section are subject to affirmative resolution procedure.”
- (3) In section 1087 (material not available for public inspection), in subsection (1)(ga)—
- (a) after “1097A” insert “, 1097B”;
  - (b) for “company registered office” substitute “registered office, service address”.

## **107 Rectification of register: principal office addresses**

- (1) The Companies Act 2006 is amended as follows.
- (2) After section 1097B (inserted by section 106) insert—

### **“1097C Rectification of register: principal office addresses**

- (1) The Secretary of State may by regulations make provision authorising or requiring the registrar to change the address registered as the principal office of a relevant person if satisfied that the address is not in fact their principal office.
- (2) In this section—
  - “address registered as the principal office”, in relation to a relevant person, means the address for the time being shown in the register as the address of the person’s current principal office;
  - “relevant person” means—
    - (a) a director of a company that is not an overseas company,
    - (b) a secretary or one of the joint secretaries of a company that is not an overseas company,
    - (c) a registrable relevant legal entity in relation to a company (within the meaning given by section 790C), or
    - (d) a registrable person in relation to a company (within the meaning given by section 790C) who falls within section 790C(12).
- (3) The regulations may authorise or require the address to be changed on the registrar’s own motion or on an application by another person.
- (4) The regulations must provide for the change in the address to be effected by the registrar proceeding as if the company had given notice under section 167H, 279H or 790LD of the change.
- (5) The regulations may make provision as to—
  - (a) who may make an application,
  - (b) the information to be included in and documents to accompany an application,

---

*Status: This is the original version (as it was originally enacted).*

---

- (c) the registrar requiring the company or an applicant to provide information for the purposes of determining anything under the regulations,
  - (d) the notice to be given of an application or that the registrar is considering the exercise of powers under the regulations,
  - (e) the notice to be given of any decision under the regulations,
  - (f) the period in which objections to an application may be made,
  - (g) how the registrar is to determine whether an address registered as the principal office of a relevant person is in fact the person's principal office, including in particular the evidence, or descriptions of evidence, which the registrar may without further enquiry rely on to be satisfied that the address meets those requirements,
  - (h) the referral by the registrar of any question for determination by the court,
  - (i) the registrar requiring the company to provide an address to be registered as the principal office of the relevant person,
  - (j) the nomination by the registrar of an address (a "default address") to be registered as the principal office of the relevant person (which need not be the relevant person's actual principal office),
  - (k) the period for which the default address is permitted to be the address registered as the principal office of the relevant person, and
  - (l) when the change of address takes effect and the consequences of registration of the change.
- (6) The provision made by virtue of subsection (5)(k) may in particular include provision creating summary offences punishable with 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.
- (7) The regulations must confer a right on the company to appeal to the court against any decision to change the address registered as the principal office of the relevant person under the regulations.
- (8) If the regulations enable a person to apply for the address registered as the principal office of a relevant person to be changed, the regulations must also confer a right on the applicant to appeal to the court against a refusal of the application.
- (9) On an appeal, the court must direct the registrar to register such address as the principal office of the relevant person as the court considers appropriate in all the circumstances of the case.
- (10) The regulations may make further provision about an appeal and in particular—
- (a) provision about the time within which an appeal must be brought and the grounds on which an appeal may be brought;
  - (b) further provision about directions by virtue of subsection (9).
- (11) The regulations may include such provision applying (including applying with modifications), amending or repealing an enactment contained in this Act as the Secretary of State considers necessary or expedient in consequence of any provision made by the regulations.

---

*Status: This is the original version (as it was originally enacted).*

---

- (12) Regulations under this section may in particular confer a discretion on the registrar.
- (13) Regulations under this section are subject to affirmative resolution procedure.”
- (3) In section 1087 (material not available for public inspection), in subsection (1)(ga)—
  - (a) after “1097B” (inserted by section 106 of this Act) insert “or 1097C”;
  - (b) after “service address” (inserted by section 106 of this Act) insert “or principal office address”.

## **108 Service of documents on people with significant control**

In section 1140 of the Companies Act 2006 (service of documents on directors, secretaries and others), in subsection (2), after paragraph (a) insert—

- “(aa) a person who is a registrable person or a registrable relevant legal entity in relation to a company (within the meanings given by section 790C);”.