



# Companies Act 2006

## 2006 CHAPTER 46

### PART 10

#### A COMPANY'S DIRECTORS

#### CHAPTER 1

##### APPOINTMENT AND REMOVAL OF DIRECTORS

##### *Register of directors, etc*

#### [<sup>F1</sup>161A Alternative method of record-keeping]

Sections 162 to 167 must be read with sections 167A to 167E (which allow for an alternative method of record-keeping in the case of private companies).]

#### Textual Amendments

- F1** S. 161A inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), [Sch. 5 para. 6](#); S.I. 2016/321, reg. 6(c)

#### **162 Register of directors**

- (1) Every company must keep a register of its directors.
- (2) The register must contain the required particulars (see sections 163, 164 and 166) of each person who is a director of the company.
- (3) The register must be kept available for inspection—
  - (a) at the company's registered office, or
  - (b) at a place specified in regulations under section 1136.

*Status: Point in time view as at 27/03/2019.*

*Changes to legislation: Companies Act 2006, Cross Heading: Register of directors, etc is up to date with all changes known to be in force on or before 01 September 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- (4) The company must give notice to the registrar—
- (a) of the place at which the register is kept available for inspection, and
  - (b) of any change in that place,
- unless it has at all times been kept at the company's registered office.
- (5) The register must be open to the inspection—
- (a) of any member of the company without charge, and
  - (b) of any other person on payment of such fee as may be prescribed.
- (6) If default is made in complying with subsection (1), (2) or (3) or if default is made for 14 days in complying with subsection (4), or if an inspection required under subsection (5) is refused, 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.

- (7) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [<sup>F2</sup>one-tenth of level 5 on the standard scale][<sup>F2</sup>one-tenth of the greater of £5,000 or level 4 on the standard scale].
- (8) In the case of a refusal of inspection of the register, the court may by order compel an immediate inspection of it.

#### Textual Amendments

- F2** Words in s. 162(7) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), **Sch. 3 para. 9(5)** (with reg. 5(1))

#### Modifications etc. (not altering text)

- C1** S. 162 modified (22.2.2008) by [The Northern Rock plc Transfer Order 2008 \(S.I. 2008/432\)](#), art. 17(1), **Sch. para. 2(b)**
- C2** S. 162 modified (8.00 a.m. on 29.9.2008) by [the The Bradford & Bingley plc Transfer of Securities and Property etc. Order 2008 \(S.I. 2008/2546\)](#), art. 13(1)(3), **Sch. 1 para. 2(b)**
- C3** S. 162 modified (9.30 a.m. on 7.10.2008) by [The Heritable Bank plc Transfer of Certain Rights and Liabilities Order 2008 \(S.I. 2008/2644\)](#), art. 26, **Sch. 2 para. 2(b)**
- C4** S. 162 modified (retrospective to 30.3.2009 at 8.00 a.m.) by [The Amendments to Law \(Resolution of Dunfermline Building Society\) Order 2009 \(S.I. 2009/814\)](#), arts. 1(2), 7, **Sch. para. 2(b)**
- C5** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 6** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C6** Ss. 162-165 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **18** (with Sch. 1 paras. 5, 6, 13, 14, 34, 35) (as amended (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), **Sch. 3 para. 14(2)** (with reg. 5(1)))
- C7** S. 162 modified (1.3.2016) by [The NRAM plc \(formerly Northern Rock plc\) Consequential and Supplementary Provisions Order 2016 \(S.I. 2016/114\)](#), arts. 1(1), 7(1), (3), **Sch. para. 1(b)**
- C8** S. 162 modified (6.4.2016) by [The Companies \(Address of Registered Office\) Regulations 2016 \(S.I. 2016/423\)](#), regs. 1(1), **11(a)(ii)**

*Status: Point in time view as at 27/03/2019.*

*Changes to legislation: Companies Act 2006, Cross Heading: Register of directors, etc is up to date with all changes known to be in force on or before 01 September 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

### Commencement Information

- II** S. 162 wholly in force at 1.10.2009; s. 162 not in force at Royal Assent, see s. 1300; s. 162 in force for specified purposes at 20.1.2007 by S.I. 2006/3428, **art. 3(3)** (subject to **art. 5, Sch. 1** and with **arts. 6, 8, Sch. 5**); s. 162 otherwise in force at 1.10.2009 by S.I. 2008/2860, **art. 3(i)** (with **arts. 5, 7, 8, Sch. 2**) (as amended by S.I. 2009/1802, **art. 18**)

## 163 Particulars of directors to be registered: individuals

- (1) A company's register of directors must contain the following particulars in the case of an individual—
- name and any former name;
  - a service address;
  - the country or state (or part of the United Kingdom) in which he is usually resident;
  - nationality;
  - business occupation (if any);
  - date of birth.

- <sup>F3</sup>(2) For the purposes of this section “name” means a person's Christian name (or other forename) and surname, except that in the case of—

- a peer, or
- an individual usually known by a title,

the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.

- (3) For the purposes of this section a “former name” means a name by which the individual was formerly known for business purposes.

Where a person is or was formerly known by more than one such name, each of them must be stated.

- (4) It is not necessary for the register to contain particulars of a former name in the following cases—

- in the case of a peer or an individual normally known by a British title, where the name is one by which the person was known previous to the adoption of or succession to the title;
- in the case of any person, where the former name—
  - was changed or disused before the person attained the age of 16 years, or
  - has been changed or disused for 20 years or more.

- (5) A person's service address may be stated to be “The company's registered office”.

### Textual Amendments

- F3** S. 163(2)-(4) applied by S.I. 1989/638, **reg. 5(3A)** (as substituted (1.10.2009) by **The European Economic Interest Grouping (Amendment) Regulations 2009** (S.I. 2009/2399), **reg. 8(3)** (with **reg. 2**) and as amended (1.10.2014) by **The European Economic Interest Grouping and European Public Limited-Liability Company (Amendment) Regulations 2014** (S.I. 2014/2382), **regs. 1, 5(4)**)

*Status: Point in time view as at 27/03/2019.*

*Changes to legislation: Companies Act 2006, Cross Heading: Register of directors, etc is up to date with all changes known to be in force on or before 01 September 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

#### **Modifications etc. (not altering text)**

- C9** Ss. 162-165 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **18** (with Sch. 1 paras. 5, 6, 13, 14, 34, 35)
- C10** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 6** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C11** S. 163(2)-(4) applied by S.I. 2004/2326 reg. 10B (as inserted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **18**)
- C12** S. 163(2)-(5) applied by S.I. 2004/2326 reg. 85(4) (as substituted (1.10.2014) by [The European Economic Interest Grouping and European Public Limited-Liability Company \(Amendment\) Regulations 2014 \(S.I. 2014/2382\)](#), regs. 1, **29**)
- C13** S. 163(2)-(4) applied by S.I. 1989/638, reg. 5(3A) (as substituted (1.10.2009) by [The European Economic Interest Grouping \(Amendment\) Regulations 2009 \(S.I. 2009/2399\)](#), **reg. 8(3)** (with reg. 2))

### **164 Particulars of directors to be registered: corporate directors and firms**

A company's register of directors must contain the following particulars in the case of a body corporate, or a firm that is a legal person under the law by which it is governed—

- (a) corporate or firm name;
- (b) registered or principal office;
- (c) in the case of an EEA company to which the First Company Law Directive (68/151/EEC) applies, particulars of—
  - (i) the register in which the company file mentioned in Article 3 of that Directive is kept (including details of the relevant state), and
  - (ii) the registration number in that register;
- (d) in any other case, particulars of—
  - (i) the legal form of the company or firm and the law by which it is governed, and
  - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.

#### **Modifications etc. (not altering text)**

- C14** Ss. 162-165 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **18** (with Sch. 1 paras. 5, 6, 13, 14, 34, 35)
- C15** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 6** (with transitional provisions and savings in regs. 7, 9, Sch. 2)

### **165 Register of directors' residential addresses**

- (1) Every company must keep a register of directors' residential addresses.
- (2) The register must state the usual residential address of each of the company's directors.

*Status: Point in time view as at 27/03/2019.*

*Changes to legislation: Companies Act 2006, Cross Heading: Register of directors, etc is up to date with all changes known to be in force on or before 01 September 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

- (3) If a director's usual residential address is the same as his service address (as stated in the company's register of directors), the register of directors' residential addresses need only contain an entry to that effect.

This does not apply if his service address is stated to be “The company's registered office”.

- (4) If default is made in complying with this section, an offence is committed by—
- the company, and
  - 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 to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [F<sup>4</sup>one-tenth of level 5 on the standard scale][F<sup>4</sup>one-tenth of the greater of £5,000 or level 4 on the standard scale].
- (6) This section applies only to directors who are individuals, not where the director is a body corporate or a firm that is a legal person under the law by which it is governed.

#### Textual Amendments

- F4** Words in s. 165(5) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), [Sch. 3 para. 9\(6\)](#) (with reg. 5(1))

#### Modifications etc. (not altering text)

- C16** S. 165 modified (22.2.2008) by [The Northern Rock plc Transfer Order 2008 \(S.I. 2008/432\)](#), art. 17(1), [Sch. para. 2\(c\)](#)
- C17** S. 165 modified (8.00 a.m. on 29.9.2008) by the [The Bradford & Bingley plc Transfer of Securities and Property etc. Order 2008 \(S.I. 2008/2546\)](#), art. 13(1)(3), [Sch. 1 para. 2\(c\)](#)
- C18** S. 165 modified (9.30 a.m. on 7.10.2008) by [The Heritable Bank plc Transfer of Certain Rights and Liabilities Order 2008 \(S.I. 2008/2644\)](#), art. 26, [Sch. 2 para. 2\(c\)](#)
- C19** S. 165 modified (retrospective to 30.3.2009 at 8.00 a.m.) by [The Amendments to Law \(Resolution of Dunfermline Building Society\) Order 2009 \(S.I. 2009/814\)](#), arts. 1(2), 7, [Sch. para. 2\(c\)](#)
- C20** Ss. 162-165 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **18** (with Sch. 1 paras. 5, 6, 13, 14, 34, 35)
- C21** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, [Sch. 1 para. 6](#) (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C22** S. 165 modified (1.3.2016) by [The NRAM plc \(formerly Northern Rock plc\) Consequential and Supplementary Provisions Order 2016 \(S.I. 2016/114\)](#), arts. 1(1), 7(1), (3), [Sch. para. 1\(c\)](#)

## 166 Particulars of directors to be registered: power to make regulations

- (1) The Secretary of State may make provision by regulations amending—
- section 163 (particulars of directors to be registered: individuals),
  - section 164 (particulars of directors to be registered: corporate directors and firms), or
  - section 165 (register of directors' residential addresses),

*Status: Point in time view as at 27/03/2019.*

*Changes to legislation: Companies Act 2006, Cross Heading: Register of directors, etc is up to date with all changes known to be in force on or before 01 September 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)*

so as to add to or remove items from the particulars required to be contained in a company's register of directors or register of directors' residential addresses.

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

**Modifications etc. (not altering text)**

**C23** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 6** (with transitional provisions and savings in [regs. 7, 9, Sch. 2](#))

**Commencement Information**

**I2** S. 166 wholly in force at 1.10.2009; s. 166 not in force at Royal Assent, see s. 1300; s. 166 in force for specified purposes at 20.1.2007 by [S.I. 2006/3428](#), **art. 3(3)** (subject to [art. 5, Sch. 1](#) and with [arts. 6, 8, Sch. 5](#)); s. 166 otherwise in force at 1.10.2009 by [S.I. 2008/2860](#), **art. 3(i)** (with [arts. 5, 7, 8, Sch. 2](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

**167 Duty to notify registrar of changes**

- (1) A company must, within the period of 14 days from—
  - (a) a person becoming or ceasing to be a director, or
  - (b) the occurrence of any change in the particulars contained in its register of directors or its register of directors' residential addresses,
 give notice to the registrar of the change and of the date on which it occurred.
- (2) Notice of a person having become a director of the company must—
  - (a) contain a statement of the particulars of the new director that are required to be included in the company's register of directors and its register of directors' residential addresses, and
  - <sup>[F5]</sup>(b) be accompanied by a statement by the company that the person has consented to act in that capacity.]
- (3) Where—
  - (a) a company gives notice of a change of a director's service address as stated in the company's register of directors, and
  - (b) the notice is not accompanied by notice of any resulting change in the particulars contained in the company's register of directors' residential addresses,
 the notice must be accompanied by a statement that no such change is required.
- (4) If default is made in complying with this section, 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.

- (5) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding <sup>[F6]</sup>one-tenth of level 5 on the standard scale <sup>[F6]</sup>one-tenth of the greater of £5,000 or level 4 on the standard scale].

**Status:** Point in time view as at 27/03/2019.

**Changes to legislation:** Companies Act 2006, Cross Heading: Register of directors, etc is up to date with all changes known to be in force on or before 01 September 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations. (See end of Document for details)

### Textual Amendments

- F5** S. 167(2)(b) substituted (10.10.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\), ss. 100\(4\), 164\(1\)](#) (with s. 100(6)); S.I. 2015/1689, reg. 4(b)
- F6** Words in s. 167(5) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), **Sch. 3 para. 9(7)** (with reg. 5(1))

### Modifications etc. (not altering text)

- C24** S. 167 modified (22.2.2008) by [The Northern Rock plc Transfer Order 2008 \(S.I. 2008/432\)](#), art. 17(1), **Sch. para. 2(d)**
- C25** S. 167 modified (8.00 a.m. on 29.9.2008) by [the The Bradford & Bingley plc Transfer of Securities and Property etc. Order 2008 \(S.I. 2008/2546\)](#), art. 13(1)(3), **Sch. 1 para. 2(d)**
- C26** S. 167 modified (9.30 a.m. on 7.10.2008) by [The Heritable Bank plc Transfer of Certain Rights and Liabilities Order 2008 \(S.I. 2008/2644\)](#), art. 26, **Sch. 2 para. 2(d)**
- C27** S. 167 modified (retrospective to 30.3.2009 at 8.00 a.m.) by [The Amendments to Law \(Resolution of Dunfermline Building Society\) Order 2009 \(S.I. 2009/814\)](#), arts. 1(2), 7, **Sch. para. 2(d)**
- C28** Ss. 162-167 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), regs. 3-5, **Sch. 1 para. 6** (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C29** S. 167 modified (1.3.2016) by [The NRAM plc \(formerly Northern Rock plc\) Consequential and Supplementary Provisions Order 2016 \(S.I. 2016/114\)](#), arts. 1(1), 7(1), (3), **Sch. para. 1(d)**

**Status:**

Point in time view as at 27/03/2019.

**Changes to legislation:**

Companies Act 2006, Cross Heading: Register of directors, etc is up to date with all changes known to be in force on or before 01 September 2024. There are changes that may be brought into force at a future date. Changes that have been made appear in the content and are referenced with annotations.