



# Companies Act 2006

## 2006 CHAPTER 46

### PART 35

#### THE REGISTRAR OF COMPANIES

##### *Correction or removal of material on the register*

#### **1093 Registrar's notice to resolve inconsistency on the register**

- (1) Where it appears to the registrar that the information contained in a document delivered to the registrar is inconsistent with other information on the register, 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 on the register, and
  - (b) requiring the company to take steps to resolve the inconsistency.
- (2) The notice must—
  - (a) state the date on which it is issued, and
  - (b) require the delivery to the registrar, within 14 days after that date, of such replacement or additional documents as may be required to resolve the inconsistency.
- (3) If the necessary documents are not delivered within the period specified, 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 subsection (3) 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>F1</sup>one-tenth of level 5 on the standard scale][<sup>F1</sup>one-tenth of the greater of £5,000 or level 4 on the standard scale].

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### Textual Amendments

- F1** Words in s. 1093(4) 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(23)** (with reg. 5(1))

### Modifications etc. (not altering text)

- C1** S. 1093 modified by [The European Public Limited-Liability Company Regulations 2004 \(S.I. 2004/2326\)](#), reg. 13(1B), **Sch. 1A para. 3** (as inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), reg. {37})
- C2** Ss. 1093-1098 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **67** (with reg. 60, Sch. 1 paras. 30, 31, 34, 35) (as amended (6.4.2013) by [S.I. 2013/618](#), reg. 5 (with reg. 8(4)) and 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(6)** (with reg. 5(1)) and as amended (6.4.2016) by [The Companies \(Address of Registered Office\) Regulations 2016 \(S.I. 2016/423\)](#), regs. 1(1), **21**)

## 1094 Administrative removal of material from the register

- (1) The registrar may remove from the register anything that there was power, but no duty, to include.
- (2) This power is exercisable, in particular, so as to remove—
  - (a) unnecessary material within the meaning of section 1074, and
  - (b) material derived from a document that has been replaced under—
    - section 1076 (replacement of document not meeting requirements for proper delivery), or
    - section 1093 (notice to remedy inconsistency on the register).
- (3) This section does not authorise the removal from the register of—
  - (a) anything whose registration has had legal consequences in relation to the company as regards—
    - (i) its formation,
    - (ii) a change of name,
    - (iii) its re-registration,
    - (iv) its becoming or ceasing to be a community interest company,
    - (v) a reduction of capital,
    - (vi) a change of registered office,
    - (vii) the registration of a charge,<sup>F2</sup> ...
    - (viii) its dissolution<sup>F3</sup>, or]
    - [<sup>F4</sup>(ix) a change in its membership particulars of which were delivered to the registrar under section 128E (duty to notify registrar of changes while election to keep information on central register is in force);]
  - (b) an address that is a person's registered address for the purposes of section 1140 (service of documents on directors, secretaries and others).
- (4) On or before removing any material under this section (otherwise than at the request of the company) the registrar must give notice—

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- (a) to the person by whom the material was delivered (if the identity, and name and address of that person are known), or
  - (b) to the company to which the material relates (if notice cannot be given under paragraph (a) and the identity of that company is known).
- (5) The notice must—
- (a) state what material the registrar proposes to remove, or has removed, and on what grounds, and
  - (b) state the date on which it is issued.

#### Textual Amendments

- F2** Word in s. 1094(3)(a)(vii) omitted (30.6.2016) by virtue of Small Business, Enterprise and Employment Act 2015 (c. 26), s. 164(1), **Sch. 5 para. 32(3)(a)**; S.I. 2016/321, reg. 6(c)
- F3** Word in s. 1094(3)(a)(viii) inserted (30.6.2016) by Small Business, Enterprise and Employment Act 2015 (c. 26), s. 164(1), **Sch. 5 para. 32(3)(b)**; S.I. 2016/321, reg. 6(c)
- F4** S. 1094(3)(a)(ix) inserted (30.6.2016) by Small Business, Enterprise and Employment Act 2015 (c. 26), s. 164(1), **Sch. 5 para. 32(3)(c)**; S.I. 2016/321, reg. 6(c)

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

- C3** S. 1094 modified by The European Public Limited-Liability Company Regulations 2004 (S.I. 2004/2326), reg. 13(1B), **Sch. 1A para. 4** (as inserted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), reg. {37})
- C4** Ss. 1093-1098 applied (with modifications) (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, **67** (with reg. 60, Sch. 1 paras. 30, 31, 34, 35) (as amended (6.4.2013) by S.I. 2013/618, reg. 5 (with reg. 8(4)) and 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(6)** (with reg. 5(1)) and as amended (6.4.2016) by The Companies (Address of Registered Office) Regulations 2016 (S.I. 2016/423), regs. 1(1), **21**)

### 1095 Rectification of register on application to registrar

- (1) The Secretary of State may make provision by regulations requiring the registrar, on application, to remove from the register material of a description specified in the regulations that—
- (a) derives from anything invalid or ineffective or that was done without the authority of the company, or
  - (b) is factually inaccurate, or is derived from something that is factually inaccurate or forged.
- (2) 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 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.
- (3) An application must—
- (a) specify what is to be removed from the register and indicate where on the register it is, and

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- (b) be accompanied by a statement that the material specified in the application complies with this section and the regulations.
- (4) If no objections are made to the application, the registrar may accept the statement as sufficient evidence that the material specified in the application should be removed from the register.

[<sup>F5</sup>(4A) Subsections (4B) and (4C) apply, in place of subsection (4), in a case where—

- (a) the material specified in the application is material naming a person—
  - (i) in a statement of a company's proposed officers as a person who is to be a director of the company, or
  - (ii) in a notice given by a company under section 167 or 167D as a person who has become a director of the company, and
- (b) the application is made by or on behalf of the person named and is accompanied by a statement that the person did not consent to act as director of the company.

(4B) If the company provides the registrar with the necessary evidence within the time required by the regulations, the registrar must not remove the material from the register.

(4C) If the company does not provide the registrar with the necessary evidence within that time—

- (a) the material is conclusively presumed for the purposes of this section to be derived from something that is factually inaccurate, and
- (b) the registrar must accept the applicant's statement as sufficient evidence that the material should be removed from the register.

(4D) “The necessary evidence” is—

- (a) evidence sufficient to satisfy the registrar that the person did consent to act as director of the company, plus
- (b) a statement by the company that the evidence provided by it is true and is not misleading or deceptive in any material particular.]

(5) Where anything is removed from the register under this section the registration of which had legal consequences as mentioned in section 1094(3), any person appearing to the court to have a sufficient interest may apply to the court for such consequential orders as appear just with respect to the legal effect (if any) to be accorded to the material by virtue of its having appeared on the register.

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

#### Textual Amendments

**F5** S. 1095(4A)-(4D) inserted (6.4.2016) by [Small Business, Enterprise and Employment Act 2015](#) (c. 26), **ss. 102(1)**, 164(1) (with s. 102(2)); S.I. 2016/321, reg. 3(a)

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

**C5** S. 1095 modified by [The European Public Limited-Liability Company Regulations 2004](#) (S.I. 2004/2326), reg. 13(1B), **Sch. 1A para. 5** (as inserted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009](#) (S.I. 2009/2400), reg. {37})

**C6** Ss. 1093-1098 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2, 67 (with reg. 60,

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Sch. 1 paras. 30, 31, 34, 35) (as amended (6.4.2013) by S.I. 2013/618, reg. 5 (with reg. 8(4)) and 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(6) (with reg. 5(1)) and as amended (6.4.2016) by The Companies (Address of Registered Office) Regulations 2016 (S.I. 2016/423), regs. 1(1), 21)

#### Commencement Information

- II** S. 1095 wholly in force at 1.10.2009; s. 1095 not in force at Royal Assent, see s. 1300; s. 1095 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. 1095 otherwise in force at 1.10.2009 by S.I. 2008/2860, **art. 3(r)** (with **arts. 5, 7, 8**, **Sch. 2**) (as amended by S.I. 2009/1802, **art. 18**)

### 1096 Rectification of the register under court order

- (1) The registrar shall remove from the register any material—
  - (a) that derives from anything that the court has declared to be invalid or ineffective, or to have been done without the authority of the company, or
  - (b) that a court declares to be factually inaccurate, or to be derived from something that is factually inaccurate, or forged,and that the court directs should be removed from the register.
- (2) The court order must specify what is to be removed from the register and indicate where on the register it is.
- (3) The court must not make an order for the removal from the register of anything the registration of which had legal consequences as mentioned in section 1094(3) unless satisfied—
  - (a) that the presence of the material on the register has caused, or may cause, damage to the company, and
  - (b) that the company's interest in removing the material outweighs any interest of other persons in the material continuing to appear on the register.
- (4) Where in such a case the court does make an order for removal, it may make such consequential orders as appear just with respect to the legal effect (if any) to be accorded to the material by virtue of its having appeared on the register.
- (5) A copy of the court's order must be sent to the registrar for registration.
- (6) This section does not apply where the court has other, specific, powers to deal with the matter, for example under—
  - (a) the provisions of Part 15 relating to the revision of defective accounts and reports, or
  - (b) section [F<sup>6</sup>859M (rectification of register)].

#### Textual Amendments

- F6** Words in s. 1096(6)(b) substituted (6.4.2013) by The Companies Act 2006 (Amendment of Part 25) Regulations 2013 (S.I. 2013/600), reg. 1, **Sch. 2 para. 3(6)** (with reg. 6)

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

- C7** Ss. 1093-1098 applied (with modifications) (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, **67** (with reg. 60,

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- Sch. 1 paras. 30, 31, 34, 35) (as amended (6.4.2013) by S.I. 2013/618, reg. 5 (with **reg. 8(4)**) and 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(6)** (with reg. 5(1)) and as amended (6.4.2016) by The Companies (Address of Registered Office) Regulations 2016 (S.I. 2016/423), regs. 1(1), **21** and (4.3.2024) by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), **38**; S.I. 2024/269, **reg. 2(a)**)
- C8** S. 1096(1)-(5) modified by The European Public Limited-Liability Company Regulations 2004 (S.I. 2004/2326), reg. 13(1B), **Sch. 1A para. 6** (as inserted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), reg. {37})

### **1097 Powers of court on ordering removal of material from the register**

- (1) Where the court makes an order for the removal of anything from the register under section 1096 (rectification of the register), it may give directions under this section.
- (2) It may direct that any note on the register that is related to the material that is the subject of the court's order shall be removed from the register.
- (3) It may direct that its order shall not be available for public inspection as part of the register.
- (4) It may direct—
  - (a) that no note shall be made on the register as a result of its order, or
  - (b) that any such note shall be restricted to such matters as may be specified by the court.
- (5) The court shall not give any direction under this section unless it is satisfied—
  - (a) that—
    - (i) the presence on the register of the note or, as the case may be, of an unrestricted note, or
    - (ii) the availability for public inspection of the court's order, may cause damage to the company, and
  - (b) that the company's interest in non-disclosure outweighs any interest of other persons in disclosure.

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

- C9** S. 1097 modified by The European Public Limited-Liability Company Regulations 2004 (S.I. 2004/2326), reg. 13(1B), **Sch. 1A para. 6** (as inserted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), reg. {37})
- C10** Ss. 1093-1098 applied (with modifications) (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), regs. 2, **67** (with reg. 60, Sch. 1 paras. 30, 31, 34, 35) (as amended (6.4.2013) by S.I. 2013/618, reg. 5 (with reg. 8(4)) and 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(6)** (with reg. 5(1)) and as amended (6.4.2016) by The Companies (Address of Registered Office) Regulations 2016 (S.I. 2016/423), regs. 1(1), **21**)

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<sup>F7</sup> **Rectification of register relating to company registered office**

- 1097A**
- (1) The Secretary of State may make provision by regulations requiring the registrar, on application, to change the address of a company's registered office if the registrar is satisfied that the company is not authorised to use the address.
  - (2) The applicant and the company must provide such information as the registrar may require for the purposes of determining such an application.
  - (3) 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 notice to be given of an application and of its outcome,
    - (d) the period in which objections to an application may be made,
    - (e) how an application is to be determined, including in particular the evidence, or descriptions of evidence, which the registrar may without further enquiry rely on to be satisfied that the company is authorised to use the address,
    - (f) the referral of the application, or any question relating to the application, by the registrar for determination by the court,
    - (g) the registrar requiring a company to provide an address to be the company's registered office,
    - (h) the nomination by the registrar of an address (a “default address”) to be the company's registered office,
    - (i) the effect of the registration of any change.
  - (4) Subject to further provision which may be made by virtue of subsection (3)(i), the change takes effect upon it being registered by the registrar, but until the end of the period of 14 days beginning with the date on which it is registered a person may validly serve any document on the company at the address previously registered.
  - (5) Provision made by virtue of subsection (3)(i) may in particular include provision, in relation to the registration of a default address—
    - (a) for the suspension, for up to 28 days beginning with the date on which it is registered, of duties of the company under this Act relating to the inspection of company records or to the provision, disclosure or display of information,
    - (b) that the default address may not be used for the purpose of keeping the company's registers, indexes or other documents,
    - (c) for there to be no requirement that documents delivered to the default address for the company must be opened,
    - (d) for the collection of such documents by the company, or the forwarding of such documents to the company,
    - (e) for the circumstances in which, and the period of time after which, such documents may be destroyed,
    - (f) about evidence, or descriptions of evidence, that the registrar may require a company to provide if giving notice to the registrar to change the address of its registered office from a default address.
  - (6) The applicant or the company may appeal the outcome of an application under this section to the court.
  - (7) On an appeal, the court must direct the registrar to register such address as the registered office of the company as the court considers appropriate in all the circumstances of the case.

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- (8) 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) provision for the suspension, pending the outcome of an appeal, of duties of the company under this Act relating to the inspection of company records or to the provision, disclosure or display of information,
  - (c) further provision about directions by virtue of subsection (7).
- (9) 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.
- (10) Regulations under this section are subject to affirmative resolution procedure.]

#### Textual Amendments

**F7** S. 1097A inserted (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), **ss. 99(1), 164(3)(h)(ii)**

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

**C11** Ss. 1093-1098 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **67** (with reg. 60, Sch. 1 paras. 30, 31, 34, 35) (as amended (6.4.2013) by S.I. 2013/618, reg. 5 (with reg. 8(4)) and 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(6)** (with reg. 5(1)) and as amended (6.4.2016) by [The Companies \(Address of Registered Office\) Regulations 2016 \(S.I. 2016/423\)](#), regs. 1(1), **21**)

### 1098 Public notice of removal of certain material from the register

- (1) The registrar must cause to be published—
- (a) in the Gazette, or
  - (b) in accordance with section 1116 (alternative means of giving public notice), notice of the removal from the register of any document subject to the Directive disclosure requirements (see section 1078) or of any material derived from such a document.
- (2) The notice must state the name and registered number of the company, the description of document and the date of receipt.

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

**C12** S. 1098 applied (15.12.2007) by [The Companies \(Cross-Border Mergers\) Regulations \(S.I. 2007/2974\)](#), {reg. 19(4)(i)}, Sch. 1 para. 5

**C13** S. 1098 applied (15.12.2007) by [The Companies \(Cross-Border Mergers\) Regulations \(S.I. 2007/2974\)](#), {reg. 12(6)(g)}, Sch. 1 para. 5

**C14** Ss. 1093-1098 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **67** (with reg. 60, Sch. 1 paras. 30, 31, 34, 35) (as amended (6.4.2013) by S.I. 2013/618, reg. 5 (with reg. 8(4)) and as amended (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012](#)



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(Fines on Summary Conviction) Regulations 2015 (S.I. 2015/664), reg. 1(1), **Sch. 3 para. 14(6)** (with reg. 5(1)) and as amended (6.4.2016) by The Companies (Address of Registered Office) Regulations 2016 (S.I. 2016/423), regs. 1(1), **21**)

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