



# Companies Act 2006

## 2006 CHAPTER 46

### PART 8

#### A COMPANY'S MEMBERS

### CHAPTER 2

#### REGISTER OF MEMBERS

*[<sup>F1</sup>General][<sup>F1</sup>Duty to keep register]*

#### Textual Amendments

- F1** Pt. 8 Ch. 2 cross-heading substituted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 46\(3\)](#), 219(1)(2)(b)

#### **[<sup>F2</sup>[<sup>F3</sup>112A]Alternative method of record-keeping**

This Chapter must be read with Chapter 2A (which allows for an alternative method of record-keeping in the case of private companies).]]

#### Textual Amendments

- F2** S. 112A omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 49\(2\)\(a\)](#), 219(1)(2)(b)
- F3** S. 112A inserted (30.6.2016) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), [Sch. 5 para. 2](#); S.I. 2016/321, reg. 6(c)

---

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: GeneralDuty to keep register. (See end of Document for details)*

---

### 113 Register of members

- (1) Every company must keep a register of its members.
- [<sup>F4</sup>(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.
- (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.]
- (3) In the case of a company having a share capital, there must be entered in the register [<sup>F5</sup>, with the names and addresses of the members,] a statement of—
- (a) the shares held by each member, distinguishing each share—
    - (i) by its number (so long as the share has a number), and
    - (ii) where the company has more than one class of issued shares, by its class, and
  - (b) the amount paid or agreed to be considered as paid on the shares of each member.
- (4) If the company has converted any of its shares into stock, and given notice of the conversion to the registrar, the register of members must show the amount and class of stock held by each member instead of the amount of shares and the particulars relating to shares specified above.
- (5) In the case of joint holders of shares or stock in a company, the company's register of members must state the names of each joint holder.
- In other respects joint holders are regarded for the purposes of this Chapter as a single member (so that the register must show a single [<sup>F6</sup>service] address).
- (6) In the case of a company that does not have a share capital but has more than one class of members, there must be entered in the register [<sup>F7</sup>, with the names and addresses of the members,] a statement of the class to which each member belongs.
- [<sup>F8</sup>(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.

---

**Changes to legislation:** There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: GeneralDuty to keep register. (See end of Document for details)

---

- (6D) Regulations under subsection (6C) are subject to affirmative resolution procedure.]
- (7) If <sup>F9</sup>, without reasonable excuse,] a company makes default in complying with this section an offence is committed by—
- (a) the company, and
  - (b) every officer of the company who is in default.
- (8) 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.
- <sup>F10</sup>(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.]

#### Textual Amendments

- F4** S. 113(2)(2A) substituted for s. 113(2) (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 46(4)(a)**, 219(1)(2)(b)
- F5** Words in s. 113(3) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 46(4)(b)**, 219(1)(2)(b)
- F6** Word in s. 113(5) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 46(4)(c)**, 219(1)(2)(b)
- F7** Words in s. 113(6) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 46(4)(d)**, 219(1)(2)(b)
- F8** S. 113(6A)-(6D) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 46(4)(e)**, 219(1)(2)(b)
- F9** Words in s. 113(7) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 46(4)(f)**, 219(1)(2)(b)
- F10** S. 113(9) inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 46(4)(g)**, 219(1)(2)(b)

#### <sup>F11</sup>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.
- (3) Where a member is a peer or an individual usually known by a title—

---

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: GeneralDuty to keep register. (See end of Document for details)*

---

- (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).]

**Textual Amendments**

**F11** Ss. 113A-113I inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. 46(5), 219(1)(2)(b)

**[<sup>F11</sup>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.]

**Textual Amendments**

**F11** Ss. 113A-113I inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. 46(5), 219(1)(2)(b)

**[<sup>F11</sup>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.]

**Textual Amendments**

**F11** Ss. 113A-113I inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. 46(5), 219(1)(2)(b)

---

*Changes to legislation:* There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: GeneralDuty to keep register. (See end of Document for details)

---

### [<sup>F11</sup>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.]

---

#### Textual Amendments

**F11** Ss. 113A-113I inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), ss. 46\(5\), 219\(1\)\(2\)\(b\)](#)

### [<sup>F11</sup>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.]

---

#### Textual Amendments

**F11** Ss. 113A-113I inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), ss. 46\(5\), 219\(1\)\(2\)\(b\)](#)

### [<sup>F11</sup>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.]

---

#### Textual Amendments

**F11** Ss. 113A-113I inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), ss. 46\(5\), 219\(1\)\(2\)\(b\)](#)

---

*Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: GeneralDuty to keep register. (See end of Document for details)*

---

### **[<sup>F11</sup>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.]

#### **Textual Amendments**

**F11** Ss. 113A-113I inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. 46(5), 219(1)(2)(b)

### **[<sup>F11</sup>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.]

---

**Changes to legislation:** There are currently no known outstanding effects for the Companies Act 2006, Cross Heading: GeneralDuty to keep register. (See end of Document for details)

---

#### Textual Amendments

**F11** Ss. 113A-113I inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. [46\(5\)](#), 219(1)(2)(b)

#### [<sup>F11</sup>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.]

#### Textual Amendments

**F11** Ss. 113A-113I inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. [46\(5\)](#), 219(1)(2)(b)

**Changes to legislation:**

There are currently no known outstanding effects for the Companies Act 2006, Cross Heading:  
GeneralDuty to keep register.