



Companies Act 2006

2006 CHAPTER 46

PART 8

A COMPANY'S MEMBERS

CHAPTER 2

REGISTER OF MEMBERS

[^{F1}General][^{F1}Duty to keep register]

113 Register of members

(1) Every company must keep a register of its members.

[^{F1}(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 [^{F2}, 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

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Section 113. (See end of Document for details)

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 [^{F3}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 [^{F4}, with the names and addresses of the members,] a statement of the class to which each member belongs.

[^{F5}(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.]

- (7) If [^{F6}, 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.

[^{F7}(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.]

Changes to legislation: There are currently no known outstanding effects for the Companies Act 2006, Section 113. (See end of Document for details)

Textual Amendments

- F1** 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)
- F2** 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)
- F3** 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)
- F4** 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)
- F5** 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)
- F6** 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)
- F7** 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)

Changes to legislation:

There are currently no known outstanding effects for the Companies Act 2006, Section 113.