



Companies Act 2006

2006 CHAPTER 46

PART 35

THE REGISTRAR OF COMPANIES

Supplementary provisions

1111 Registrar's requirements as to certification or verification

- (1) Where a document required or authorised to be delivered to the registrar under any enactment is required—
 - (a) to be certified as an accurate translation or transliteration, or
 - (b) to be certified as a correct copy or verified,the registrar may impose requirements as to the person, or description of person, by whom the certificate or verification is to be given.
- (2) The power conferred by section 1068 (registrar's requirements as to form, authentication and manner of delivery) is exercisable in relation to the certificate or verification as if it were a separate document.
- (3) Requirements imposed under this section must not be inconsistent with requirements imposed by any enactment with respect to the certification or verification of the document concerned.

Modifications etc. (not altering text)

- C1** S. 1111 applied (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009](#) (S.I. 2009/1804), regs. 2, 60, 83, Sch. 1 para. 27
- C2** S. 1111 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009](#) (S.I. 2009/2436), regs. 3-5, **Sch. 1 para. 17(2)(g)** (with transitional provisions and savings in regs. 7, 9, Sch. 2)

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Commencement Information

- II** S. 1111 wholly in force at 1.1.2007, see s. 1300 and [S.I. 2006/3428](#), [art. 2\(1\)\(h\)](#) (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#))

1112 [^{F1}General false statement offence][^{F1}False statements: basic offence]

- [^{F1}(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.]

Textual Amendments

- F1** Ss. 1112, 1112A substituted for s. 1112 (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. 102\(3\)](#), [219\(1\)\(2\)\(b\)](#)

Modifications etc. (not altering text)

- C3** S. 1112 applied (15.12.2007) by The Companies (Cross-Border Mergers) Regulations ([S.I. 2007/2974](#)), {reg. 4(1)(c)} (with transitional provisions in Sch. 1 para. 2)
- C4** S. 1112 applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), [regs. 2, 69](#) (with reg. 60, Sch. 1 paras. 32, 34, 35)
- C5** Ss. 1112 1113 applied (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(3)(g)(ii), [Sch. 4 para. 16](#)
- C6** S. 1112 applied (with modifications) (26.6.2017) by [The Scottish Partnerships \(Register of People with Significant Control\) Regulations 2017 \(S.I. 2017/694\)](#), [regs. 1\(1\), 69](#)
- C7** Ss. 1112-1113 power to apply (with or without modifications) conferred (31.1.2019) by [Technical and Further Education Act 2017 \(c. 19\)](#), [ss. 8, 47\(2\)](#); [S.I. 2018/1161](#), reg. 3(a)
- C8** S. 1112 modified (31.1.2019) by [The Further Education Bodies \(Insolvency\) Regulations 2019 \(S.I. 2019/138\)](#), [regs. 1\(1\), 4\(1\), 39\(n\)](#) (with [regs. 1\(2\), 3\(c\)](#))

[^{F1}1112AFalse 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

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- (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).]

Textual Amendments

- F1** Ss. 1112, 1112A substituted for s. 1112 (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. **102(3)**, 219(1)(2)(b)

[^{F2}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.]

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Textual Amendments

- F2** [S. 1112B](#) inserted (26.10.2023 for specified purposes, 15.1.2024 in so far as not already in force) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 103(3)**, 219(1)(2)(b); [S.I. 2023/1206](#), reg. 3(d)

1113 Enforcement of company's filing obligations

- (1) This section applies where a company has made default in complying with any obligation under the Companies Acts—
 - (a) to deliver a document to the registrar, or
 - (b) to give notice to the registrar of any matter.
- (2) The registrar, or any member or creditor of the company, may give notice to the company requiring it to comply with the obligation.
- (3) If the company fails to make good the default within 14 days after service of the notice, the registrar, or any member or creditor of the company, may apply to the court for an order directing the company, and any specified officer of it, to make good the default within a specified time.
- (4) The court's order may provide that all costs (in Scotland, expenses) of or incidental to the application are to be borne by the company or by any officers of it responsible for the default.
- (5) This section does not affect the operation of any enactment making it an offence, or imposing a civil penalty, for the default.

Modifications etc. (not altering text)

- C5** [Ss. 1112-1113](#) applied (26.5.2015) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(3)(g)(ii), **Sch. 4 para. 16**
- C7** [Ss. 1112-1113](#) power to apply (with or without modifications) conferred (31.1.2019) by [Technical and Further Education Act 2017 \(c. 19\)](#), **ss. 8**, 47(2); [S.I. 2018/1161](#), reg. 3(a)
- C9** [S. 1113](#) applied (15.12.2007) by [The Companies \(Cross-Border Mergers\) Regulations \(S.I. 2007/2974\)](#), {reg. 4(1)(d)} (with transitional provisions in Sch. 1 para. 2)
- C10** [S. 1113](#) applied (with modifications) (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **69** (with reg. 60, Sch. 1 paras. 32, 34, 35)
- C11** [S. 1113](#) applied (with modifications) by [The European Public Limited-Liability Company Regulations 2004 \(S.I. 2004/2326\)](#), reg. 14, **Sch. 2 para. 4** (as substituted (1.10.2009) by [The European Public Limited-Liability Company \(Amendment\) Regulations 2009 \(S.I. 2009/2400\)](#), reg. 38) (as amended (31.12.2020) by [The European Public Limited-Liability Company \(Amendment etc.\) \(EU Exit\) Regulations 2018 \(S.I. 2018/1298\)](#), regs. 1, **11**, 46 (with regs. 140-145) (as amended by [S.I. 2020/523](#), regs. 1(2), 5(a)-(f)); 2020 c. 1, Sch. 5 para. 1(1))

1114 Application of provisions about documents and delivery

- (1) In this Part—
 - (a) “document” means information recorded in any form, and

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- (b) references to delivering a document include forwarding, lodging, registering, sending, producing or submitting it or (in the case of a notice) giving it [^{F3}(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)].
- (2) Except as otherwise provided, this Part applies in relation to the supply to the registrar of information otherwise than in documentary form as it applies in relation to the delivery of a document.

Textual Amendments

- F3** Words in s. 1114(1)(b) 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. 94(5)**, 219(1)(2)(b)

Modifications etc. (not altering text)

- C12** Ss. 1114-1119 applied (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **60**, 83, Sch. 1 para. 27
- C13** Ss. 1114-1119 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), {regs. 3-5, Sch. 1 para. 17(2)(g)} (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C14** S. 1114(1) applied (31.1.2019) by [Technical and Further Education Act 2017 \(c. 19\)](#), **ss. 8(6)**, 47(2); [S.I. 2018/1161](#), reg. 3(a)

Commencement Information

- I2** S. 1114 wholly in force at 1.10.2009; s. 1114 not in force at Royal Assent, see s. 1300; s. 1114 in force for specified purposes at 1.1.2007 by [S.I. 2006/3428](#), **art. 2(2)(c)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6](#), [8](#), [Sch. 5](#)); s. 1114 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](#)) (as amended by [S.I. 2009/1802](#), [art. 18](#))

1115 Supplementary provisions relating to electronic communications

- [^{F4}(1) Registrar's rules may require a company [^{F5}(or other body)] to give any necessary consents to the use of electronic means for communications by the registrar to the company [^{F5}(or other body)] as a condition of making use of any facility to deliver material to the registrar by electronic means.]
- (2) A document that is required to be signed by the registrar or authenticated by the registrar's seal shall, if sent by electronic means, be authenticated in such manner as may be specified by registrar's rules.

Textual Amendments

- F4** [S. 1115\(1\)](#) 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. 29(8)**, 219(1)(2)(b)
- F5** Words in s. 1115(1) inserted (1.10.2009) by [The Companies Act 2006 \(Part 35\) \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1802\)](#), **art. 14**

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Modifications etc. (not altering text)

- C15** Ss. 1114-1119 applied (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **60**, 83, Sch. 1 para. 27
- C16** Ss. 1114-1119 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), {regs. 3-5, Sch. 1 para. 17(2)(g)} (with transitional provisions and savings in regs. 7, 9, Sch. 2)

1116 Alternative to publication in the Gazette

- (1) Notices that would otherwise need to be published by the registrar in the Gazette may instead be published by such means as may from time to time be approved by the registrar in accordance with regulations made by the Secretary of State.
- (2) The Secretary of State may make provision by regulations as to what alternative means may be approved.
- (3) The regulations may, in particular—
 - (a) require the use of electronic means;
 - (b) require the same means to be used—
 - (i) for all notices or for all notices of specified descriptions, and
 - (ii) whether [^{F6}the company (or other body) to which the notice relates] is registered in England and Wales, Scotland or Northern Ireland;
 - (c) impose conditions as to the manner in which access to the notices is to be made available.
- (4) Regulations under this section are subject to negative resolution procedure.
- (5) Before starting to publish notices by means approved under this section the registrar must publish at least one notice to that effect in the Gazette.
- (6) Nothing in this section prevents the registrar from giving public notice both in the Gazette and by means approved under this section.

In that case, the requirement of public notice is met when notice is first given by either means.

Textual Amendments

- F6** Words in s. 1116(3)(b)(ii) substituted (1.10.2009) by [The Companies Act 2006 \(Part 35\) \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1802\)](#), **art. 15**

Modifications etc. (not altering text)

- C17** Ss. 1114-1119 applied (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **60**, 83, Sch. 1 para. 27

Commencement Information

- I3** S. 1116 wholly in force at 1.10.2009; s. 1116 not in force at Royal Assent, see s. 1300; s. 1116 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. 1116 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**)

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1117 Registrar's rules

- (1) Where any provision of this Part enables the registrar to make provision, or impose requirements, as to any matter, the registrar may make such provision or impose such requirements by means of rules under this section.

This is without prejudice to the making of such provision or the imposing of such requirements by other means.

- (2) Registrar's rules—

- (a) may make different provision for different cases, and
- (b) may allow the registrar to disapply or modify any of the rules.

- (3) The registrar must—

- (a) publicise the rules in a manner appropriate to bring them to the notice of persons affected by them, and
- (b) make copies of the rules available to the public (in hard copy or electronic form).

Modifications etc. (not altering text)

- C18** Ss. 1114-1119 applied (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **60**, 83, Sch. 1 para. 27
- C19** S. 1117 applied by The European Public Limited-Liability Company Regulations 2004 (S.I. 2004/2326), reg. 14, **Sch. 2 para. 5** (as substituted (1.10.2009) by The European Public Limited-Liability Company (Amendment) Regulations 2009 (S.I. 2009/2400), reg. {38})
- C20** Ss. 1114-1119 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), {regs. 3-5, Sch. 1 para. 17(2)(g)} (with transitional provisions and savings in regs. 7, 9, Sch. 2)
- C21** S. 1117 modified (31.1.2019) by [The Further Education Bodies \(Insolvency\) Regulations 2019 \(S.I. 2019/138\)](#), regs. 1(1), **40** (with regs. 1(2), 3(c))

Commencement Information

- I4** S. 1117 wholly in force at 1.10.2009; s. 1117 not in force at Royal Assent, see s. 1300; s. 1117 in force for specified purposes at 1.1.2007 by [S.I. 2006/3428](#), **art. 2(2)(d)** (subject to [art. 5](#), [Sch. 1](#) and with [arts. 6, 8](#), [Sch. 5](#)); s. 1117 in force for further specified purposes at 6.4.2008 in accordance with [S.I. 2007/3495](#), **art. 3(2)**; s. 1117 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](#))

1118 Payments into the Consolidated Fund

Nothing in the Companies Acts or any other enactment as to the payment of receipts into the Consolidated Fund shall be read as affecting the operation in relation to the registrar of section 3(1) of the Government Trading Funds Act 1973 (c. 63).

Modifications etc. (not altering text)

- C22** Ss. 1114-1119 applied (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **60**, 83, Sch. 1 para. 27
- C23** Ss. 1114-1119 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), {regs. 3-5, Sch. 1 para. 17(2)(g)} (with transitional provisions and savings in regs. 7, 9, Sch. 2)

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1119 Contracting out of registrar's functions

- (1) Where by virtue of an order made under section 69 of the Deregulation and Contracting Out Act 1994 (c. 40) a person is authorised by the registrar to accept delivery of any class of documents that are under any enactment to be delivered to the registrar, the registrar may direct that documents of that class shall be delivered to a specified address of the authorised person.

Any such direction must be printed and made available to the public (with or without payment).

- (2) A document of that class that is delivered to an address other than the specified address is treated as not having been delivered.
- (3) Registrar's rules are not subordinate legislation for the purposes of section 71 of the Deregulation and Contracting Out Act 1994 (functions excluded from contracting out).

Modifications etc. (not altering text)

- C24** Ss. 1114-1119 applied (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), regs. 2, **60**, 83, Sch. 1 para. 27
- C25** Ss. 1114-1119 applied (with modifications) (1.10.2009) by [The Unregistered Companies Regulations 2009 \(S.I. 2009/2436\)](#), {regs. 3-5, Sch. 1 para. 17(2)(g)} (with transitional provisions and savings in regs. 7, 9, Sch. 2)

1120 Application of this Part to overseas companies

F7

Textual Amendments

- F7** S. 1120 omitted (1.10.2009) by virtue of [The Companies Act 2006 \(Part 35\) \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1802\)](#), **art. 16**

Commencement Information

- I5** S. 1120 wholly in force at 1.10.2009; s. 1120 not in force at Royal Assent, see s. 1300; s. 1120 in force for specified purposes at 1.1.2007 by [S.I. 2006/3428](#), **art. 2(2)(e)** (subject to [art. 5, Sch. 1](#) and with [arts. 6, 8, Sch. 5](#)); s. 1120 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**)

Changes to legislation:

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Changes and effects yet to be applied to the whole Act associated Parts and Chapters:

- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)
- s. 479A(2)(c)(zi) inserted by [S.I. 2019/177 reg. 4\(b\)\(i\)](#) (This amendment not applied to legislation.gov.uk. Reg. 4 substituted by regs. 4, 4A immediately before IP completion day by S.I. 2019/1392, regs. 1(2), 4)
- s. 1110E-1110G applied by S.I. 2009/1804, reg. 60 (as amended) by [S.I. 2024/234 reg. 26](#)
- s. 11989A applied (with modifications) by S.I. 2009/1804, reg. 79A (as inserted) by [S.I. 2024/234 reg. 46](#)
- Sch. 10 para. 6(2D) inserted by [S.I. 2019/177 reg. 28\(e\)](#) (This amendment not applied to legislation.gov.uk. Reg. 28(e) omitted immediately before IP completion day by virtue of S.I. 2020/523, regs. 1(2), 14(e)(iv))
- Sch. 10 para. 7(2A) inserted by [S.I. 2019/177 reg. 29\(b\)](#) (This amendment not applied to legislation.gov.uk. Reg. 29 substituted immediately before IP completion day by S.I. 2020/523, regs. 1(2), 14(f))