



Small Business, Enterprise and Employment Act 2015

2015 CHAPTER 26

PART 8

COMPANY FILING REQUIREMENTS

Annual return reform

92 Duty to deliver confirmation statement instead of annual return

For Part 24 of the Companies Act 2006 (annual return) substitute—

“PART 24

ANNUAL CONFIRMATION OF ACCURACY OF INFORMATION ON REGISTER

853A Duty to deliver confirmation statements

- (1) Every company must, before the end of the period of 14 days after the end of each review period, deliver to the registrar—
 - (a) such information as is necessary to ensure that the company is able to make the statement referred to in paragraph (b), and
 - (b) a statement (a “confirmation statement”) confirming that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned under any duty mentioned in subsection (2) either—
 - (i) has been delivered, or
 - (ii) is being delivered at the same time as the confirmation statement.
- (2) The duties are—

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- (a) any duty to notify a relevant event (see section 853B);
 - (b) any duty under sections 853C to 853I.
- (3) In this Part “confirmation period”—
- (a) in relation to a company's first confirmation statement, means the period beginning with the day of the company's incorporation and ending with the date specified in the statement (“the confirmation date”);
 - (b) in relation to any other confirmation statement of a company, means the period beginning with the day after the confirmation date of the last such statement and ending with the confirmation date of the confirmation statement concerned.
- (4) The confirmation date of a confirmation statement must be no later than the last day of the review period concerned.
- (5) For the purposes of this Part, each of the following is a review period—
- (a) the period of 12 months beginning with the day of the company's incorporation;
 - (b) each period of 12 months beginning with the day after the end of the previous review period.
- (6) But where a company delivers a confirmation statement with a confirmation date which is earlier than the last day of the review period concerned, the next review period is the period of 12 months beginning with the day after the confirmation date.
- (7) For the purpose of making a confirmation statement, a company is entitled to assume that any information has been properly delivered to the registrar if it has been delivered within the period of 5 days ending with the date on which the statement is delivered.
- (8) But subsection (7) does not apply in a case where the company has received notice from the registrar that such information has not been properly delivered.

853B Duties to notify a relevant event

The following duties are duties to notify a relevant event—

- (a) the duty to give notice of a change in the address of the company's registered office (see section 87);
- (b) in the case of a company in respect of which an election is in force under section 128B (election to keep membership information on central register), the duty to deliver anything as mentioned in section 128E;
- (c) the duty to give notice of a change as mentioned in section 167 (change in directors or in particulars required to be included in register of directors or register of directors' residential addresses);
- (d) in the case of a company in respect of which an election is in force under section 167A (election to keep information in register of directors or register of directors' residential addresses on central register), the duty to deliver anything as mentioned in section 167D;
- (e) in the case of a private company with a secretary or a public company, the duty to give notice of a change as mentioned in section 276 (change

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- in secretary or joint secretaries or in particulars required to be included in register of secretaries);
- (f) in the case of a private company with a secretary in respect of which an election is in force under section 279A (election to keep information in register of secretaries on central register), the duty to deliver anything as mentioned in section 279D;
 - (g) in the case of a company in respect of which an election is in force under section 790X (election to keep information in PSC register on central register), the duty to deliver anything as mentioned in section 790ZA;
 - (h) in the case of a company which, in accordance with regulations under section 1136, keeps any company records at a place other than its registered office, any duty under the regulations to give notice of a change in the address of that place.

853C Duty to notify a change in company's principal business activities

- (1) This section applies where—
 - (a) a company makes a confirmation statement, and
 - (b) there has been a change in the company's principal business activities during the confirmation period concerned.
- (2) The company must give notice to the registrar of the change at the same time as it delivers the confirmation statement.
- (3) The information as to the company's new principal business activities may be given by reference to one or more categories of any prescribed system of classifying business activities.

853D Duty to deliver statement of capital

- (1) This section applies where a company having a share capital makes a confirmation statement.
- (2) The company must deliver a statement of capital to the registrar at the same time as it delivers the confirmation statement.
- (3) Subsection (2) does not apply if there has been no change in any of the matters required to be dealt with by the statement of capital since the last such statement was delivered to the registrar.
- (4) The statement of capital must state with respect to the company's share capital at the confirmation date—
 - (a) the total number of shares of the company,
 - (b) the aggregate nominal value of those shares,
 - (c) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium), and
 - (d) for each class of shares—
 - (i) prescribed particulars of the rights attached to the shares,
 - (ii) the total number of shares of that class, and
 - (iii) the aggregate nominal value of shares of that class.

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853E Duty to notify trading status of shares

- (1) This section applies where a company having a share capital makes a confirmation statement.
- (2) The company must deliver to the registrar a statement dealing with the matters mentioned in subsection (4) at the same time as it delivers the confirmation statement.
- (3) Subsection (2) does not apply if and to the extent that the last statement delivered to the registrar under this section applies equally to the confirmation period concerned.
- (4) The matters are—
 - (a) whether any of the company's shares were, at any time during the confirmation period concerned, shares admitted to trading on a relevant market or on any other market which is outside the United Kingdom, and
 - (b) if so, whether both of the conditions mentioned in subsection (5) were satisfied throughout the confirmation period concerned.
- (5) The conditions are that—
 - (a) there were shares of the company which were shares admitted to trading on a relevant market;
 - (b) the company was a DTR5 issuer.
- (6) In this Part—

“DTR5 issuer” means an issuer to which Chapter 5 of the Disclosure Rules and Transparency Rules sourcebook made by the Financial Conduct Authority (as amended or replaced from time to time) applies;

“relevant market” means any of the markets mentioned in article 4(1) of the Financial Services and Markets Act 2000 (Prescribed Markets and Qualifying Investments) Order 2001.

853F Duty to deliver shareholder information: non-traded companies

- (1) This section applies where—
 - (a) a non-traded company makes a confirmation statement, and
 - (b) there is no election in force under section 128B in respect of the company.
- (2) A “non-traded company” is a company none of whose shares were, at any time during the confirmation period concerned, shares admitted to trading on a relevant market or on any other market which is outside the United Kingdom.
- (3) The company must deliver the information falling within subsection (5) to the registrar at the same time as it delivers the confirmation statement.
- (4) Subsection (3) does not apply if and to the extent that the information most recently delivered to the registrar under this section applies equally to the confirmation period concerned.
- (5) The information is—

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- (a) the name (as it appears in the company's register of members) of every person who was at any time during the confirmation period a member of the company,
 - (b) the number of shares of each class held at the end of the confirmation date concerned by each person who was a member of the company at that time,
 - (c) the number of shares of each class transferred during the confirmation period concerned by or to each person who was a member of the company at any time during that period, and
 - (d) the dates of registration of those transfers.
- (6) The registrar may impose requirements about the form in which information of the kind mentioned in subsection (5)(a) is delivered for the purpose of enabling the entries on the register relating to any given person to be easily found.

853G Duty to deliver shareholder information: certain traded companies

- (1) This section applies where a traded company makes a confirmation statement.
- (2) A “traded company” is a company any of whose shares were, at any time during the confirmation period concerned, shares admitted to trading on a relevant market or on any other market which is outside the United Kingdom.
- (3) But a company is not a traded company if throughout the confirmation period concerned—
 - (a) there were shares of the company which were shares admitted to trading on a relevant market, and
 - (b) the company was a DTR5 issuer.
- (4) The company must deliver the information falling within subsection (6) to the registrar at the same time as it delivers the confirmation statement.
- (5) Subsection (4) does not apply if and to the extent the information most recently delivered to the registrar under this section applies equally to the confirmation period concerned.
- (6) The information is—
 - (a) the name and address (as they appear in the company's register of members) of each person who, at the end of the confirmation date concerned, held at least 5% of the issued shares of any class of the company, and
 - (b) the number of shares of each class held by each such person at that time.

853H Duty to deliver information about exemption from Part 21A

- (1) This section applies where a company—
 - (a) which is not a DTR5 issuer, and
 - (b) to which Part 21A does not apply (information about people with significant control, see section 790B),makes a confirmation statement.

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- (2) The company must deliver to the registrar a statement of the fact that it is a company to which Part 21A does not apply at the same time as it delivers the confirmation statement.
- (3) Subsection (2) does not apply if the last statement delivered to the registrar under this section applies equally to the confirmation period concerned.

853I Duty to deliver information about people with significant control

- (1) This section applies where—
 - (a) a company to which Part 21A (information about people with significant control) applies makes a confirmation statement, and
 - (b) there is no election in force under section 790X in respect of the company.
- (2) The company must deliver the information stated in its PSC register to the registrar at the same time as it delivers the confirmation statement.
- (3) Subsection (2) does not apply if and to the extent that the information most recently delivered to the registrar under this section applies equally to the confirmation period concerned.
- (4) “PSC register” has the same meaning as in Part 21A (see section 790C).

853J Power to amend duties to deliver certain information

- (1) The Secretary of State may by regulations make provision about the duties on a company in relation to the delivery of information falling within section 853E(4), 853F(5), 853G(6), 853H(2) or 853I(2) (referred to in this section as “relevant information”).
- (2) The regulations may, in particular, make provision requiring relevant information to be delivered—
 - (a) on such occasions as may be prescribed;
 - (b) at such intervals as may be prescribed.
- (3) The regulations may amend or repeal the provisions of sections 853A, 853B and 853E to 853I.
- (4) The regulations may provide—
 - (a) that where a company fails to comply with any duty to deliver relevant information an offence is committed by—
 - (i) the company,
 - (ii) every director of the company,
 - (iii) in the case of a private company with a secretary or a public company, every secretary of the company, and
 - (iv) every other officer of the company who is in default;
 - (b) that a person guilty of such an offence is liable on summary conviction—
 - (i) in England and Wales, to a fine and, for continued contravention, a daily default fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale;

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- (ii) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale;
 - (c) that, in the case of continued contravention, an offence is also committed by every officer of the company who did not commit an offence under provision made under paragraph (a) in relation to the initial contravention but who is in default in relation to the continued contravention;
 - (d) that a person guilty of such an offence is liable on summary conviction—
 - (i) in England and Wales, to a fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale for each day on which the contravention continues and the person is in default;
 - (ii) in Scotland or Northern Ireland, to a fine not exceeding one-tenth of level 5 on the standard scale for each day on which the contravention continues and the person is in default.
- (5) The regulations may provide that, for the purposes of any provision made under subsection (4), a shadow director is to be treated as a director.
- (6) Regulations under this section are subject to affirmative resolution procedure.

853K Confirmation statements: power to make further provision by regulations

- (1) The Secretary of State may by regulations make further provision as to the duties to deliver information to the registrar to which a confirmation statement is to relate.
- (2) The regulations may—
 - (a) amend or repeal the provisions of sections 853A to 853I, and
 - (b) provide for exceptions from the requirements of those sections as they have effect from time to time.
- (3) Regulations under this section which provide that a confirmation statement must relate to a duty to deliver information not for the time being mentioned in section 853A(2) are subject to affirmative resolution procedure.
- (4) Any other regulations under this section are subject to negative resolution procedure.

853L Failure to deliver confirmation statement

- (1) If a company fails to deliver a confirmation statement before the end of the period of 14 days after the end of a review period an offence is committed by—
 - (a) the company,
 - (b) every director of the company,
 - (c) in the case of a private company with a secretary or a public company, every secretary of the company, and
 - (d) every other officer of the company who is in default.

For this purpose a shadow director is treated as a director.

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- (2) A person guilty of an offence under subsection (1) is liable on summary conviction—
- (a) in England and Wales to a fine, and, for continued contravention, a daily default fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale;
 - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.
- (3) The contravention continues until such time as a confirmation statement specifying a confirmation date no later than the last day of the review period concerned is delivered by the company to the registrar.
- (4) It is a defence for a director or secretary charged with an offence under subsection (1)(b) or (c) to prove that the person took all reasonable steps to avoid the commission or continuation of the offence.
- (5) In the case of continued contravention, an offence is also committed by every officer of the company who did not commit an offence under subsection (1) in relation to the initial contravention but who is in default in relation to the continued contravention.
- (6) A person guilty of an offence under subsection (5) is liable on summary conviction—
- (a) in England and Wales, to a fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale for each day on which the contravention continues and the person is in default;
 - (b) in Scotland or Northern Ireland, to a fine not exceeding one-tenth of level 5 on the standard scale for each day on which the contravention continues and the person is in default.”

Commencement Information

- I1** S. 92 in force at 1.5.2016 for specified purposes by [S.I. 2016/321, reg. 5](#) (with [Sch. para. 5](#))
- I2** S. 92 in force at 30.6.2016 in so far as not already in force by [S.I. 2016/321, reg. 6\(a\)](#) (with [Sch. paras. 7-11](#))

93 Section 92: related amendments

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 9 (registration documents), in subsection (5)—
- (a) omit the “and” after paragraph (a), and
 - (b) after paragraph (b) insert “; and
 - (c) a statement of the type of company it is to be and its intended principal business activities.”
- (3) Also in section 9, after subsection (5) insert—
- “(5A) The information as to the company's type must be given by reference to the classification scheme prescribed for the purposes of this section.

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- (5B) The information as to the company's intended principal business activities may be given by reference to one or more categories of any prescribed system of classifying business activities.”
- (4) In section 108 (statement of capital required where company re-registering as a limited company already has share capital), in subsection (2), for paragraph (b) substitute—
“(b) (if different) the last statement of capital sent by the company.”
- (5) In section 1078 (documents subject to Directive disclosure requirements), in subsection (2)—
(a) for the heading “Accounts, reports and returns” substitute “ Accounts and reports etc ”, and
(b) under that heading, for “The company's annual return” substitute “ Any confirmation statement delivered by the company under section 853A. ”
- (6) In section 1169 (dormant companies), in subsection (3)(b)(iv), for “an annual return” substitute “ a confirmation statement ”.
- (7) In Schedule 8 (index of defined expressions)—
(a) omit the entries for “annual return”, “non-traded company” and “return period”, and
(b) in the appropriate places insert—

“confirmation date (in Part 24)	section 853A(3)”,
“confirmation period (in Part 24)	section 853A(3)”,
“confirmation statement	section 853A(1)”,
“DTR5 issuer (in Part 24)	section 853E(6)”,
“relevant market (in Part 24)	section 853E(6)”, and
“review period (in Part 24)	section 853A(5) and (6)”.

Commencement Information

- I3** S. 93(1)(2)(4)-(7) in force at 30.6.2016 by [S.I. 2016/321](#), [reg. 6\(b\)](#)
I4 S. 93(3) in force at 1.1.2016 for specified purposes by [S.I. 2015/2029](#), [reg. 3\(b\)](#)
I5 S. 93(3) in force at 30.6.2016 in so far as not already in force by [S.I. 2016/321](#), [reg. 6\(b\)](#)

Changes to legislation:

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