



# Small Business, Enterprise and Employment Act 2015

## 2015 CHAPTER 26

### PART 8

#### COMPANY FILING REQUIREMENTS

##### *Director disputes*

#### **100 Company filing requirements: consent to act as director or secretary**

- (1) The Companies Act 2006 is amended as follows.
- (2) In section 12 (statement of proposed officers), for the first sentence of subsection (3) substitute—

“The statement must also include a statement by the subscribers to the memorandum of association that each of the persons named as a director, as secretary or as one of the joint secretaries has consented to act in the relevant capacity.”
- (3) In section 95 (statement of proposed secretary), for the first sentence of subsection (3) substitute—

“The statement must also include a statement by the company that the person named as secretary, or each of the persons named as joint secretaries, has consented to act in the relevant capacity.”
- (4) In section 167 (duty to notify registrar of changes), in subsection (2), for paragraph (b) substitute—

“(b) be accompanied by a statement by the company that the person has consented to act in that capacity.”
- (5) In section 276 (duty to notify registrar of changes), in subsection (2), for “consent by that person” substitute “statement by the company that the person has consented”.

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*Changes to legislation: There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, Cross Heading: Director disputes. (See end of Document for details)*

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- (6) The amendments made by this section do not apply if the statement of proposed officers, statement of the company's proposed secretary or notice under section 167 or 276 of the Companies Act 2006 was received by the registrar before this section comes into force.

**Commencement Information**

**II** S. 100 in force at 10.10.2015 by S.I. 2015/1689, reg. 4(b)

**101 Registrar's duty to inform new directors of entry in register**

- (1) In Part 35 of the Companies Act 2006 (the registrar of companies), after section 1079A insert—

*“Notice of receipt of documents about new directors*

**1079B Duty to notify directors**

- (1) This section applies whenever the registrar registers either of the following documents—
- (a) the statement of proposed officers required on formation of a company, or
  - (b) notice under section 167 or 167D of a person having become a director of a company.
- (2) As soon as reasonably practicable after registering the document, the registrar must notify—
- (a) in the case of a statement of proposed officers, the person or each person named in the statement as a director of the company, or
  - (b) in the case of a notice under section 167 or 167D, the person named in the document as having become a director of the company.
- (3) The notice must—
- (a) state that the person is named in the document as a director of the company, and
  - (b) include such information relating to the office and duties of a director (or such details of where information of that sort can be found) as the Secretary of State may from time to time direct the registrar to include.
- (4) The notice may be sent in hard copy or electronic form to any address for the person that the registrar has received from either the subscribers or the company.”
- (2) The amendment made by this section does not apply if the statement of proposed officers or notice under section 167 or 167D of the Companies Act 2006 was received by the registrar before this section comes into force.

**Changes to legislation:** There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, Cross Heading: Director disputes. (See end of Document for details)

**Commencement Information**

**I2** S. 101 in force at 10.10.2015 by S.I. 2015/1689, reg. 4(b)

**102 Removal from register of material about directors**

(1) In section 1095 of the Companies Act 2006 (rectification of register on application to registrar), after subsection (4) insert—

“(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.”

(2) The amendment made by this section does not apply to material contained in a statement of proposed officers or notice given under section 167 or 167D of the Companies Act 2006 if the statement or notice was received by the registrar before this section comes into force.

**Commencement Information**

**I3** S. 102 in force at 6.4.2016 by S.I. 2016/321, reg. 3(a)

**Changes to legislation:**

There are currently no known outstanding effects for the Small Business, Enterprise and Employment Act 2015, Cross Heading: Director disputes.