

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

## SCHEDULES

### SCHEDULE 5

#### OPTION TO KEEP INFORMATION ON CENTRAL REGISTER

##### PART 1

##### CREATION OF THE OPTION

##### *Register of secretaries*

8 Part 12 of the Companies Act 2006 (company secretaries) is amended as follows.

##### Commencement Information

11 Sch. 5 para. 8 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

9 After section 274 insert—

##### “274A Alternative method of record-keeping

Sections 275 and 276 must be read with sections 279A to 279E (which allow for an alternative method of record-keeping in the case of private companies).”

##### Commencement Information

12 Sch. 5 para. 9 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

10 After section 279 insert—

##### *“Option to keep information on the central register*

##### 279A Right to make an election

- (1) An election may be made under this section—
  - (a) by the subscribers wishing to form a private company under this Act, or
  - (b) by the private company itself once it is formed and registered.
- (2) The election is made by giving notice of election to the registrar.
- (3) If the notice is given by subscribers wishing to form a private company, it must be given when the documents required to be delivered under section 9 are delivered to the registrar.

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### **279B Effective date of election**

- (1) An election made under section 279A takes effect when the notice of election is registered by the registrar.
- (2) The election remains in force until either—
  - (a) the company ceases to be a private company, or
  - (b) a notice of withdrawal sent by the company under section 279E is registered by the registrar,whichever occurs first.

### **279C Effect of election on obligations under sections 275 and 276**

If an election is in force under section 279A in respect of a company, the company's obligations—

- (a) to keep and maintain a register of secretaries under section 275, and
  - (b) to notify the registrar of changes to it under section 276,
- do not apply with respect to the period when the election is in force.

### **279D Duty to notify registrar of changes**

- (1) The duty under subsection (2) applies during the period when an election under section 279A is in force.
- (2) The company must deliver to the registrar—
  - (a) any information of which the company would during that period have been obliged to give notice under section 276, had the election not been in force, and
  - (b) any statement that would have had to accompany such a notice.
- (3) The information (and any accompanying statement) must be delivered as soon as reasonably practicable after the company becomes aware of the information and, in any event, no later than the time by which the company would have been obliged under section 276 to give notice of the information.
- (4) If default is made in complying with this section, an offence is committed by—
  - (a) the company, and
  - (b) every officer of the company who is in default.

For this purpose a shadow director is treated as an officer of the company.

- (5) A person guilty of an offence under this section 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.

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### **279E Withdrawing the election**

- (1) A company may withdraw an election made by or in respect of it under section 279A.
- (2) Withdrawal is achieved by giving notice of withdrawal to the registrar.
- (3) The withdrawal takes effect when the notice is registered by the registrar.
- (4) The effect of withdrawal is that the company's obligation under section 275 to keep and maintain a register of secretaries, and its obligation under section 276 to notify the registrar of changes to that register, apply from then on with respect to the period going forward.
- (5) This means that, when the withdrawal takes effect—
  - (a) the company must enter in its register of secretaries all the information that is required to be contained in that register in respect of matters that are current as at that time, but
  - (b) the company is not required to enter in its register information relating to the period when the election was in force that is no longer current.

### **279F Power to extend option to public companies**

- (1) The Secretary of State may by regulations amend this Act—
  - (a) to extend sections 279A to 279E (with or without modification) to public companies or public companies of a class specified in the regulations, and
  - (b) to make such other amendments as the Secretary of State thinks fit in consequence of that extension.
- (2) Regulations under this section are subject to affirmative resolution procedure.”

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#### **Commencement Information**

**I3** Sch. 5 para. 10 in force at 30.6.2016 by S.I. 2016/321, reg. 6(c)

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