STATUTORY INSTRUMENTS

2016 No. 423

COMPANIES

The Companies (Address of Registered Office) Regulations 2016

Made - - - -	*23rd March 2016*
Coming into force - -	*6th April 2016*

The Secretary of State, in exercise of the powers conferred by section 1097A of the Companies Act 2006(**1**) and section 15 of the Limited Liability Partnerships Act 2000(**2**), makes the following Regulations.

In accordance with sections 1097A(10) and 1290 of the Companies Act 2006 and section 17(6) of the Limited Liability Partnerships Act 2000, a draft of this instrument was laid before Parliament and approved by a resolution of each House of Parliament.

Citation, commencement and interpretation

1.—(1) These Regulations may be cited as the Companies (Address of Registered Office) Regulations 2016 and come into force on 6th April 2016.

(2) In these Regulations—

(a) "the 2015 Regulations" means the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015(**3**);

(b) "the Act" means the Companies Act 2006;

(c) "applicant" means the person who has made an application under regulation 2;

(d) "default address" means an address nominated by the registrar by virtue of rules made under section 1117 of the Act;

(e) "residential address" means the usual residential address of a director of a company stated in the company's register of directors' residential addresses and notified to the registrar under section 167 of the Act;

(f) "service address" means—

(**1**) 2006 c. 46. Section 1097A was inserted into the Act by section 99 of the Small Business, Enterprise and Employment Act 2015 (c.26).
(**2**) 2000 c. 12.
(**3**) S.I. 2015/17.

(i) in the case of a director or secretary who is an individual, the address stated in the company's register of directors or register of secretaries respectively;

(ii) in the case of a director or secretary who is a body corporate or a firm that is a legal person under the law by which it is governed, the address of its registered or principal office stated in the company's register of directors or register of secretaries respectively;

and notified to the registrar under section 167 or section 276 of the Act.

Application to change a company registered office

2. An application to the registrar to change the address of a company's registered office may be made by any person.

3. An application to the registrar must—

(a) state the applicant's name and address;

(b) identify the company and the address of its registered office;

(c) include a statement explaining the grounds of the application; and

(d) provide any documents or information which supports the application.

4.—(1) An application under these Regulations may be withdrawn by the applicant by written notice to the registrar.

(2) Where an application is withdrawn, the registrar must notify the company of the withdrawal.

5. Upon receiving an application, the registrar must either—

(a) dismiss the application if the registrar considers there is no reasonable chance of the application succeeding and notify the applicant of the decision under regulation 10; or

(b) give notice of the application to the company at—

(i) the address of its registered office;

(ii) the service address of every person who (to the registrar's knowledge) is a director or secretary of the company;

(iii) the residential address of every person who (to the registrar's knowledge) is a director of the company; and

(iv) an address specified by the company for communications in electronic form under paragraph 7 of Schedule 4 to the Act.

6.—(1) The notice given under regulation 5(b) must—

(a) identify the name of the applicant;

(b) identify the grounds of the application;

(c) provide a copy of any documents or information which supported the application;

(d) state that the registrar will change the address of the company's registered office to a default address unless within a period specified in the notice by the registrar (the "specified period")—

(i) the company changes the address of its registered office in accordance with section 87 of the Act;

(ii) the company objects to the application and provides evidence to the satisfaction of the registrar that the company is authorised to use the address as its registered office; or

(iii) the applicant withdraws the application;

(e) provide an explanation of evidence that may satisfy the registrar that the company is authorised to use the address as its registered office.

(2) The specified period must be—

(a) at least 28 days beginning on the day after the day on which the notice was sent to the company; and

(b) may be extended at the discretion of the registrar at any time before the specified period ends.

Determination of an application

7. The registrar, after the specified period, must change the address of a company's registered office to a default address if—

(a) the registrar is satisfied that the company is not authorised to use the address as its registered office; or

(b) the company does not respond to the registrar within the specified period.

8. The registrar must dismiss an application if—

(a) neither regulation 7(a) nor (b) applies; or

(b) the company delivers to the registrar a notice to change the address of the company's registered office under section 87 of the Act within the specified period.

9. For the purposes of determining the application, the registrar may—

(a) refer the application, or any question relating to the application, for determination by the court;

(b) without further enquiry rely on the evidence, or descriptions of evidence, listed in the Schedule, received in connection with an application under these Regulations, to be satisfied that the company is authorised to use the address; or

(c) consider information and documents received in connection with any previous application made under these Regulations that is materially the same as the current application.

Notice of the registrar's decision

10.—(1) Upon determining an application, the registrar must provide notice of the decision to—

(a) the applicant; and

(b) the company at each of the addresses listed in regulation 5.

(2) The notice must—

(a) state the reasons for making the decision; and

(b) provide a copy of any evidence upon which the registrar relied.

(3) Where the registrar changes the address of a company's registered office to a default address, the registrar must also provide details of the default address to the company.

Effect of change of address

11. Where the registrar changes the address of a company's registered office under section 1097A(7) of the Act or these Regulations, the following duties of the company under the Act are suspended for a period of 28 days beginning on the day the address was changed—

(a) the duty under the following sections of the Act to make company records available for inspection—

(i) section 114 (register of members);

(ii) section 162 (register of directors);

(iii) section 228 (directors' service contracts or memorandum of terms);

(iv) section 237 (directors' indemnities);

(v) section 275 (register of secretaries);

(vi) section 358 (records of resolutions etc.);

(vii) sections 388 (accounting records);

(viii) section 702 (contracts relating to the purchase of own shares);

(ix) section 720 (documents relating to redemption or purchase of own shares out of capital by a private company);

(x) section 743 (register of debenture holders);

(xi) section 805 (report to members of outcome of investigation by public company into interests in its shares);

(xii) section 809 (register of interests in shares disclosed to public company); and

(xiii) section 859Q (instruments creating charges);

(b) the duty to display a company's registered name at the company's registered office under regulation 21(1)(a) of the 2015 Regulations;

(c) the duty to state information about the company's registered office in descriptions of document or communication specified under regulation 25(1) of the 2015 Regulations;

(d) the duty to provide information about a company's registered office on request to those persons the company deals with in the course of business under regulation 27(1)(a) of the 2015 Regulations.

Administration of the default address

12. The default address may not be used for the purpose of keeping, or making available for inspection, the company's registers, indexes or other documents.

13. The registrar will not be required to open any documents delivered to the company at the default address.

14.—(1) The registrar must provide for the collection by the company of any documents delivered to the company at the default address, unless the documents have been destroyed in accordance with paragraph (2).

(2) The registrar may destroy any document not collected by the company 12 months after receipt of the document.

15. Where the company has changed the address of its registered office from the default address to a new address under section 87 of the Act, the registrar may forward the documents to the new address.

Appeal to the court

16. An appeal to the court under section 1097A(6) of the Act must be brought within a period of 28 days beginning on—

(a) the day the address of a company's registered office is changed to a default address; or