Draft Regulations laid before Parliament under sections 1088(6), 1290 and 1292(4) of the Companies Act 2006 for approval by resolution of each House of Parliament.

DRAFT STATUTORY INSTRUMENTS

2008 No. 0000

COMPANIES

The Companies (Disclosure of Address) Regulations 2008

Made - - - -	*2008*
Coming into force - -	*1st October 2009*

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 243(2), (3), (4), (5) and (6), 1088(1), (2), (3) and (5), and 1292(1) and (4) of the Companies Act 2006(**1**).

In accordance with sections 1088(6), 1290 and 1292(4) of that Act, a draft of this instrument was laid before Parliament and approved by a resolution of each House of Parliament.

PART 1

Citation, commencement and interpretation

1.—(1) These Regulations may be cited as the Companies (Disclosure of Address) Regulations 2008 and come into force on 1st October 2009.

(2) In these Regulations—

"the Act" means the Companies Act 2006 and, unless the context otherwise requires, any reference to a numbered section is to a section so numbered in that Act;

"the 1985 Act" means the Companies Act 1985(**2**);

"the 1986 Order" means the Companies (Northern Ireland) Order 1986(**3**);

"confidentiality order" means an order under section 723B of the 1985 Act(**4**) (confidentiality orders);

"former name" means a name by which an individual was formerly known and which has been notified to the registrar under section 10 (documents to be sent to the registrar) or section 288

(**1**) 2006 c.46. Section 1292(4) of the Companies Act 2006 provides that any provision which may be made by regulations under that Act subject to negative resolution procedure may be made by regulations subject to affirmative resolution procedure.
(**2**) 1985 c.6.
(**3**) S.I. 1986/1032 (N.I. 6).
(**4**) Section 723B was inserted by section 45 of the Criminal Justice and Police Act 2001 (c.16).

(register of directors and secretaries) of the 1985 Act, or Article 21 or 296 of the 1986 Order, or section 12 (statement of proposed officers) or section 167 (duty to notify registrar of changes) of the Act;

"limited liability partnership" means a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000(**5**) or Limited Liability Partnerships Act (Northern Ireland) 2002(**6**);

"name" means a person's Christian name (or other forename) and surname, except that in the case of—

(a) a peer; or

(b) an individual usually known by a title,

the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them;

"permanent representative" means an individual who was a permanent representative for the purposes of sections 723B and 723C (effect of confidentiality orders) of the 1985 Act(**7**);

"police force" means a police force within the meaning of section 101(1) of the Police Act 1996(**8**) (interpretation), section 50 of the Police (Scotland) Act 1967(**9**) (meaning of police area, etc) or section 1 of the Police (Northern Ireland) Act 2000(**10**) (name of the police in Northern Ireland);

"relevant body" means any police force and any other person whom the registrar considers may be able to assist in answering a question referred to that person by the registrar under these Regulations;

"relevant organisation" means the Government Communications Headquarters, the Secret Intelligence Service, the Security Service or a police force;

"section 243 applicant" means an individual by whom or in respect of whom a section 243 application has been made but in respect of which application the registrar either has not made a determination, or has made a determination, not being a section 243 decision, and any appeal to the court in respect of that application under regulation 14 has not been determined by the court;

"section 243 application" means an application under section 243(4) (permitted use or disclosure by the registrar) for the purpose of requiring the registrar to refrain from disclosing protected information relating to a director to a credit reference agency;

"section 243 beneficiary" means—

(a) an individual who has made a section 243 application in respect of which a section 243 decision has been made; or

(b) an individual on whose behalf a company or a subscriber to a memorandum of association has made a section 243 application in respect of which a section 243 decision has been made; or

(c) an individual in relation to whom a confidentiality order was in force immediately before 1st October 2009 and who, by paragraph 37 of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008(**11**) is treated

(**5**) 2000 c.12.
(**6**) 2002 c.12 (N.I.).
(**7**) Sections 723B and 723C were inserted by section 45 of the Criminal Justice and Police Act 2001.
(**8**) 1996 c.16.
(**9**) 1967 c.77.
(**10**) 2000 c.32.
(**11**) S.I. 2008//2860 (C. 126).

as having made a section 243 application in respect of which a section 243 decision has been made;

"section 243 decision" means a determination by the registrar on a section 243 application in favour of the applicant;

"section 1088 application" means an application under section 1088 (application to registrar to make address unavailable for public inspection) for the purpose of requiring the registrar to make an address on the register unavailable for public inspection;

"section 1088 beneficiary" means a person who has made a section 1088 application in respect of which a section 1088 decision has been made;

"section 1088 decision" means a determination by the registrar on a section 1088 application in favour of the applicant;

"specified public authority" means any public authority specified in Schedule 1 to these Regulations; and

"working day" means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971(**12**) in England and Wales.

PART 2

DISCLOSURE OF PROTECTED INFORMATION

Permitted disclosure by the registrar to specified public authorities

2.—(1) The registrar may disclose protected information to a specified public authority where the conditions specified in paragraphs 2 and 3 of Schedule 2 are satisfied.

(2) A specified public authority shall deliver to the registrar such information or evidence as he may direct for the purpose of enabling him to determine in accordance with these Regulations whether to disclose protected information.

(3) The registrar may require such information or evidence to be verified in such manner as he may direct.

(4) The specified public authority must inform the registrar immediately of any change in respect of any statement delivered to the registrar pursuant to Schedule 2 or information or evidence provided for the purpose of enabling the registrar to determine whether to disclose protected information.

(5) The public authorities specified for the purposes of section 243(2) are set out in Schedule 1 to these Regulations.

Permitted disclosure by the registrar to credit reference agencies

3.—(1) Subject to regulation 4, the registrar may disclose protected information to a credit reference agency where the conditions specified in paragraphs 6 to 10 of Schedule 2 are satisfied.

(2) The registrar may rely on a statement delivered to him by a credit reference agency under paragraph 10 of Schedule 2 as sufficient evidence of the matters stated in it.

(3) Notwithstanding paragraph (2), a credit reference agency shall deliver to the registrar such information or evidence in addition to the statement required by paragraph 10 of Schedule 2 as he may direct for the purpose of enabling him to determine in accordance with these Regulations whether to disclose protected information.

(**12**) 1971 c.80.

(4) The registrar may require such information or evidence to be verified in such manner as he may direct.

(5) The credit reference agency must inform the registrar immediately of any change in respect of any statement delivered to the registrar pursuant to Schedule 2 or information or evidence provided for the purpose of enabling the registrar to determine whether to disclose protected information.

Registrar to refrain from disclosure of protected information

4. The registrar shall refrain from disclosing protected information to a credit reference agency if such information relates to a section 243 beneficiary or a section 243 applicant.

Application under section 243 by an individual

5.—(1) A section 243 application may be made to the registrar by an individual who is, or proposes to become, a director.

(2) The grounds on which an application under paragraph (1) may be made are that the individual making the application—

(a) considers that there is a serious risk that he, or a person who lives with him, will be subjected to violence or intimidation as a result of the activities of at least one of—

(i) the companies of which he is, or proposes to become, a director;

(ii) the companies of which he was a director;

(iii) the overseas companies of which he is or has been a director, secretary or permanent representative; or,

(iv) the limited liability partnerships of which he is or has been a member; or

(b) is or has been employed by a relevant organisation.

(3) The application shall—

(a) contain—

(i) a statement of the grounds on which the application is made;

(ii) the name and any former name of the applicant;

(iii) the date of birth of the applicant;

(iv) the usual residential address of the applicant;

(v) where the registrar has allocated a unique identifier to the applicant, that unique identifier;

(vi) the name and registered number of each company of which the applicant is, or proposes to become, a director;

(vii) where the grounds of the application are those described in paragraph (2)(a)(ii), (iii) or (iv), the name and registered number of the company, overseas company or limited liability partnership; and

(b) be accompanied by evidence which—

(i) where the grounds of the application are those described in paragraph (2)(a) supports the applicant's statement of the grounds of the application; or,

(ii) where the grounds of the application are those described in paragraph (2)(b), establishes that the applicant is or has been employed by a relevant organisation.

(4) The registrar may refer to a relevant body any question relating to an assessment of—

(a) where the grounds of the application are those described in paragraph (2)(a), the nature and extent of any risk of violence or intimidation considered by the applicant to arise in relation to himself, or to a person who lives with him; or

(b) where the grounds of the application are those described in paragraph (2)(b), whether the applicant is or has been employed by a relevant organisation.

(5) The registrar shall determine the application and send the applicant to his usual residential address, as stated in his application, notice of his determination on the section 243 application within five working days of that determination being made.

Application under section 243 by a company

6.—(1) A section 243 application may be made to the registrar by a company on behalf of any of its directors who are individuals.

(2) The grounds on which an application under paragraph (1) may be made are that the company making the application considers that there is a serious risk that the director on behalf of whom the application is made, or a person who lives with that director, will be subjected to violence or intimidation as a result of the activities of the company making the application.

(3) The application shall—

(a) contain—

(i) a statement of the grounds on which the application is made;

(ii) the name and registered number of the applicant;

(iii) the name and any former name of each director on behalf of whom the application is made;

(iv) the date of birth of each such director;

(v) the usual residential address of each such director;

(vi) where the registrar has allocated a unique identifier to any such director, that unique identifier;

(vii) the name and registered number of each company of which each such director is a director; and

(b) be accompanied by evidence which supports the applicant's statement of the grounds of the application.

(4) The registrar may refer to a relevant body any question relating to an assessment of the nature and extent of any risk of violence or intimidation considered by the applicant to arise in relation to its directors on behalf of whom the application is made or to persons who live with those directors as a result of any of its activities.

(5) The registrar shall determine the application and send—

(a) the applicant, to its registered office; and

(b) each director on behalf of whom the application was made, to his usual residential address as stated in the application,

notice of his determination on the section 243 application within five working days of that determination being made.

Application under section 243 by a subscriber to a memorandum of association

7.—(1) A section 243 application may be made to the registrar by a subscriber to a memorandum of association on behalf of any of the proposed directors of a proposed company who are individuals.