



## **WORKING WITH COMPANIES HOUSE**

# **A CONSULTATION DOCUMENT ON THE REGISTRAR'S RULES AND RELATED PROVISIONS WHICH WILL APPLY UNDER THE COMPANIES ACT 2006**

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## WORKING WITH COMPANIES HOUSE

### A CONSULTATION DOCUMENT ON THE REGISTRAR'S RULES AND RELATED PROVISIONS WHICH WILL APPLY UNDER THE COMPANIES ACT 2006

#### 1. Introduction

The Companies Act 2006 ("the 2006 Act") makes changes to the framework of company law in the UK. It includes changes to the way that the registrar of companies - in other words, Companies House - will operate from October 2008 onwards. Under the new arrangements, some issues which at present are covered in secondary legislation made by the Government (for example Forms Regulations) will in future be set out in "rules" made by the registrar of companies. These rules are made under the relevant sections of the 2006 Act, and have legal force in the same way as, for example, a Forms Order made by the Secretary of State. The rules mechanism is aimed at providing more flexibility and a less administratively complex procedure when future changes are necessary.

This consultation focuses on the rules and related provisions that will apply from October 2008 onwards. However, it is important to note that the power to make rules has already been exercised in order to implement some provisions early e.g. the form, authentication and manner of delivery of voluntary translations into EU official languages.

Registrar's rules will be instructions setting out, for example, the ways in which businesses and other users should communicate with us. They will include matters such as the standard forms and formats for delivery of documents, and how to authenticate them. They will apply to both paper and electronic delivery of documents. The rules are intended to be as clear and simple as possible, as it is important that users do not misunderstand them, and fail to comply, as this could affect the validity of the documents they are attempting to submit.

This consultation document sets out the basic features of the proposed new approach. As the 2006 Act will apply UK wide this document and the proposed approach extends to Northern Ireland.

Remember, this document does not describe the current arrangements. To find out how to deliver documents at the moment, please consult our guidance notes which can be found at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or in Northern Ireland [www.companiesregistry.detini.gov.uk](http://www.companiesregistry.detini.gov.uk)

#### How to respond

Comments on the issues set out in this consultation document should be submitted to Georgina Owen by 12 October 2007.

Email: [consultation@companieshouse.gov.uk](mailto:consultation@companieshouse.gov.uk)

Write to:  
Georgina Owen  
Policy & Planning  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ

#### Confidentiality & Data Protection

Information provided in response to this consultation, including personal information, may be subject to publication or disclosure in accordance with the access to information regimes (these are primarily the Freedom of Information Act 2000 (FOIA), the Data Protection Act 1998 (DPA) and the Environmental Information Regulations 2004).

If you want other information that you provide to be treated as confidential, please be aware that, under the FOIA, there is a statutory Code of Practice with which public authorities must comply and which deals, amongst other things, with obligations of confidence.

In view of this, it would be helpful if you could explain to us why you regard the information you have provided as confidential. If we receive a request for disclosure of the information we will take full account of your explanation, but we cannot give an assurance that confidentiality can be maintained in all circumstances. An automatic confidentiality disclaimer generated by your IT system will not, of itself, be regarded as binding on Companies House.

Companies House will process your personal data in accordance with the DPA and in the majority of circumstances this will mean that your personal data will not be disclosed to third parties.

A copy of the Code of Practice on Consultation is in Annex D.

### **Timings**

In the light of responses, we will prepare the final version of the rules. We will consult our advisory user forums, including representatives of company advisors, formation agents and other users of our services on the operational detail of the new arrangements as they are developed. The final rules will come into operation in October 2008, and we will publish them by May 2008 to allow all users to become familiar with the new arrangements.

Once published, the rules will be available:

- On our website [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)
- In hard copy (on request)- tel: 0870 33 33 636
- From all our offices to personal callers

## **2. Principles underlying the rules**

In developing the new rules, we are keeping closely in mind certain key principles, including:

- **Simplicity.** It is vital that all users can easily understand the rules including in particular smaller firms and individuals who may not have easy access to legal advice. This principle will inform not just the substance and content of the rules, but the way we set them out, how we make them available, and (where necessary) any guidance that we provide on them.
- **Continuity.** Current arrangements, including the principle of using paper forms and electronic formats, are generally working well, and we will not change them unless there is good reason. We will take advantage of new flexibilities allowed by the Companies Act 2006 to simplifying processing.
- **Facilitating the use of e-communications.** We have underway a major programme to upgrade our IT capabilities, and many users are enthusiastically adopting the new communications possibilities. This trend will continue, in line with efforts across Government more generally to encourage e-communication, and needs to be reflected in the new arrangements. We will continue to promote our E-filing services given the numerous benefits it offers, including speed, efficiency, security and cost savings.

### **Question 1**

Do you agree that the above principles are key factors in developing the rules?

## **Question 2**

Can you suggest any other principles that we should take into account?

### **3. Electronic communication with Companies House**

We are committed to ensuring that companies can deliver documents to the registrar using electronic filing systems because of the key benefits this brings in terms of security, speed, lower cost, efficiency and the quality of the register. Our systems enable documents to be filed either via our website using Web-Filing (by completing on screen templates) or by software filing, which involves a structured data-stream being submitted to the registrar as an attachment to an email. By October 2008 documents filed using our software filing service will be submitted as a secure web service (https) transmission.

We will provide full Technical Interface Specifications as we do now, which describe the method of software filing and which enable system designers and builders to conform to the standards and protocols we put in place. The registrar's rules will also set out the formal legal document detailing the form and manner in which electronic documents will have to be delivered and authenticated.

The Technical Interface Specification and the registrar rules will also specify the e-address to which documents filed online should be sent. Delivery via the CH Website will be similarly described.

#### **E-Authentication**

Currently, companies authenticate electronically submitted documents by the use of confidential company authentication codes (where the authentication is on behalf of the company) and by personal codes where an individual is signing in his own capacity (as in the consent to act as a director of a company). We envisage that this system will continue at least in the medium term. This will mean, for example, that we will continue to send authentication codes to companies at their registered office by post, rather than to an email address, to ensure that they do not fall into the hands of potential hi-jackers/fraudsters

#### **Question 3**

Do you agree that the current system of company and personal authentication codes works satisfactorily? If not please could you provide comments or suggestions?

#### **Question 4**

Do you agree that authentication of electronic documents is an important part of helping to ensure the authenticity of the documents?

Or

#### **Question 5**

Do you think that we should no longer insist on authentication of electronic documents?

#### **Government Gateway**

There is a government initiative to encourage all government organisations to use the Government Gateway to allow individuals, organisations and agents to register for online government services. The aim is to deliver 'joined up' government, enabling people to communicate and make transactions with government from a single point of entry.

The Cabinet Office has mandated that public sector bodies should migrate to using Government Gateway based services. The Government Gateway provides a means for the public to access information and Government services on-line and to deliver statutory returns and other information to public sector bodies. It acts as a portal to the on-line public sector. For example, at the moment companies can use the Government Gateway to make corporation tax returns to HMRC, and authorised agents can use the Government Gateway to file a company's tax documents on their behalf. Detailed arrangements are still being worked on, but it is intended that we will provide a means of registration and enrolment to its online services for companies and agents, via the Government Gateway.

The Gateway will cover a wide variety of functions and will need to develop protocols for matters such as electronic user-authentication which are appropriate across the full range of Government services. Issues of security, data protection, and the prevention of fraud will be crucial for the Gateway, just as they are at the moment for us. However, it is possible that the final detail of the Gateway arrangements will differ in some respects from our current procedures.

When we do ultimately introduce this method of delivery as an option, which is likely to be after October 2008, we will of course give ample notice of that change and provide the necessary Technical Interface Specifications so that customers will have sufficient time to adapt their systems.

#### **4. Paper documents**

##### **Standard forms**

For the majority of documents required or authorised to be sent to the registrar, the 2006 Act sets out the basic nature of the information which must be supplied (in some cases, supplemented by regulations made under the Act). The registrar's rules will then set out requirements for the form and manner of delivery of the document and the method by which it must be authenticated. In other words, the rules will show you what the form has to look like, the information that must be on it and who should sign it.

We will continue to provide standard forms which are clear templates for the submission of all common documents, (except, for example, accounts where the format can vary considerably).

In developing the new standard forms, we have taken account of best practice<sup>1</sup> both from the National Audit Office (NAO) and the Better Regulation Executive<sup>2</sup>, and will also benefit from the input from focus groups of users who are being asked to comment on the design proposals. The recommendations of the Hampton review<sup>3</sup>, which looked at the most efficient approaches to regulatory enforcement, have also helped underpin the new approach. This ensures that, where possible, companies only have to give basic information (such as company name and number) once. In addition, we will use consistent formats for the presentation of names and addresses and other routine information and simplify the completion procedure as much as possible.

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<sup>1</sup> Improving and reviewing government forms – a practical guide, NAO December 2003  
[www.nao.org.uk/publications/nao\\_reports/02-03/02031145\\_good\\_practice\\_guide.pdf](http://www.nao.org.uk/publications/nao_reports/02-03/02031145_good_practice_guide.pdf)

<sup>2</sup> [www.cabinetoffice.gov.uk/regulation/reform/](http://www.cabinetoffice.gov.uk/regulation/reform/)

<sup>3</sup> Reducing administrative burdens: effective inspection and enforcement. Philip Hampton. HM Treasury, March 2005. [www.hm-treasury.gov.uk/media/A63/EF/bud05hamptonv1.pdf](http://www.hm-treasury.gov.uk/media/A63/EF/bud05hamptonv1.pdf)

**Examples of some draft standard forms are included at Annex A.**

### **Descriptions, titles and layout**

At the moment, standard forms generally relate to specific provisions of the Companies Act 1985 (or the Companies [Northern Ireland] Order 1986 for Northern Ireland companies) and are often titled (and commonly referred to both by Companies House and by users) according to the section numbers of that Act. Thus, Form 288 is the form on which changes of directors are notified (Companies Act 1985 s288) ... and so on. This identification system has been in place since the 1985 Companies Act consolidated the previous legislation into the one Act, and forms were given the section numbers to which they related as their principal identifier.

Under the 2006 Act, which replaces almost all of the 1985 Act, all section numbers of legislation will be new. As a result, irrespective of whether there is any material change in the provision to which the form relates, all forms will need to be redesigned and re-titled since the old section numbers will no longer apply. We propose to take this opportunity to move away from section number titles. This should avoid confusion over any transitional period, during which current users may remain familiar with section numbers and form-titles which relate to the 1985 Act. In future therefore - as will be seen from the **draft** examples at Annex A - we will title forms according to function, for example 'Change of accounting reference date' or 'Change of registered office', although we will include section numbers of the primary legislation on the form to provide certainty to the user. An added benefit of using a function based system is to "future-proof" the forms against any future change in section numbers in the unlikely event of the Act being changed.

#### **Question 6**

Do you agree that the system of "functional descriptors" for forms and electronic transactions would be preferable to the current, section number based system?

#### **Question 7**

If not, what alternative system would you suggest?

#### **Question 8**

Do you have any other comments on the layout of the forms?

### **Presentational requirements**

As far as possible, we will standardise the requirements for the physical aspects of hard copy documents which are delivered to us. That is to say that essentially the same basic rules will apply to all classes of documents (although there will be some exceptions). Standard requirements will essentially be the same as they are now and will cover such things as

- the nature of the paper used; for example, that it should be white, A4 size, portrait orientation,
- matt (i.e. not shiny), and with a weight of 80–100g; and
- the text, for example that it should be in black ink, of a minimum font size of 1.8mm (for typescript), or printed in block capitals (for manuscript).

Requirements of this sort should not be onerous and most common office stationery suppliers and business software should be able to meet them easily. They will also help us to process documents promptly and accurately, for example making it easier to scan and create images of documents.

#### **Question 9**

Are there any other qualities or requirements that should be applied to paper forms?

## **5. Where documents should be sent**

In general, all documents should be sent to the address of the Companies House office where the company is registered. Although new companies formed under the 2006 Act will all be UK companies, they will need to choose where they have their registered office, namely in England and Wales, Wales, Scotland or Northern Ireland. Companies registered in Scotland should send documents to the Edinburgh office; in Wales to Cardiff; and in Northern Ireland to Belfast, while companies whose jurisdiction is England & Wales will be able to send documents either to Cardiff or to London as they wish.

There will be some exceptions: for example, directors who apply to the registrar to prevent their information from being disclosed to credit reference agencies under s243(4) may be required to send documents to a central address in order to provide a consistent level of protection in their handling. Similarly this could apply to applications under s1088, which provides for historic addresses to be expunged from the public record in certain circumstances.

### **Question 10**

Do you agree with the proposals on where documents should be sent? If not, please tell us why.

## **6. How documents should be sent**

Documents to be delivered to the registrar in hard-copy should be delivered in one of the following ways:

- delivered by hand, either personally or by an agent (e.g. a courier) acting on behalf of the company;
- posted, using either Royal Mail or a DX provider;

A document will not be considered to have been delivered to the registrar until it has been received by the appropriate registrar e.g. by the registrar of Scotland if the document relates to a Scottish company. There will be a specific rule on delivery to the registrar which will set out the conditions under which a document is delivered – e.g. by physical receipt in the relevant registrar's office (for post) or on the relevant computer system for electronically delivered documents.

### **Question 11**

Do you agree with the proposals on how documents should be delivered to the registrar? If not, please tell us why?

### **Question 12**

Are there any other methods of delivery that we have not included?

## **7. Authentication of documents**

It is important that it should be clear that a document is properly submitted on behalf of the company to which it relates. This makes it easier for us to process documents quickly and correctly, provides a degree of protection against fraud, and gives users of the public record confidence as to the status of information on the register.

Requirements for authentication will vary according to the nature of the document being submitted, and it is important that users are aware of what is needed in any particular case. The rules will provide this in some detail. The examples of **draft** forms at Annex A provide an indication of how those forms should be authenticated. As far as possible, we will adopt a consistent approach and our intention is to try and group delivery obligations together to avoid duplicating authentication requirements.

### **Statutory declarations**

You will see from Annex A that the requirements for authentication of documents in future will not generally be radically different from those which currently apply to the equivalent documents. However, one change in particular is worth noting. Under the existing law, company directors are sometimes required to make statutory declarations, which require authentication of their signatures by notaries or others – for example when submitting incorporation documents. In future, where the 1985 Act currently requires statutory declarations a simple statement signed without need of witness, by one director or other person specified in the registrar's rules, will suffice under the 2006 Act.

### **Signatures**

On the one hand, there have been suggestions that we should take the opportunity to make a change to current policy and dispense with the need for officers to provide signatures on hard-copy documents. It is true that this requirement does not provide an absolute guarantee of authenticity. In addition, we do not and could not perform the sorts of exhaustive checks which would be needed actively to verify all signatures on the millions of documents which we receive annually.

On the other hand some suggest that the signature requirement provides an important discipline on officers, prompting them to reflect on what they are providing before they do so; that it creates an audit trail for subsequent inspection in the event of dispute; and that it is not in itself onerous. For these reasons we propose to continue with the requirement, while recognising the risk of personal identity fraud that arises from having signatures in the public domain.

We scan the majority of published documents and place them on the register as images; signatures are therefore visible on the public record. It is possible that, over time, we may move towards a system whereby some or all documents are scanned by character recognition software which would translate the incoming manuscript into text for the public record. If, in this case, signatures were no longer publicly visible, we would ensure that users had the right to request to see copies of the document as it was originally submitted, which would include the signature.

There are some documents, such as the memorandum of association, where the primary legislation requires authentication. We would not propose to try and override that requirement in the registrar's rules.

#### **Question 13**

Do you agree that signatures on paper documents are an important part of helping to ensure the authenticity of the documents?

Or

#### **Question 14**

Do you think that we should no longer insist on signatures on paper documents?

## **Resolutions and amended articles**

Companies are required to send to us copies of various kinds of resolutions which they pass. Where these resolutions make amendments to the company's articles, these, and the copies of the amended articles must be sent to the registrar. However, at the moment there is no standard form provided for these resolutions, and little consistency as to whether and how they need to be authenticated. As a result, some companies currently appear to experience difficulties in understanding fully, and complying promptly, with the requirements. In future, we propose to set out in rules a layout for these resolutions for companies to complete themselves to include authentication requirements.

### **Question 15**

Do you agree that it would be helpful to provide standardised formats for resolutions?

## **8. Fees**

In most cases, we will set fees in regulations made by the Government, which will come into force in October 2008. However, it will be possible for the registrar to set fees for services not covered in the regulations. These fees will be set out in registrar's rules and will include a procedure for obtaining a quote for fees for a bespoke service.

We will continue to operate on the basis of cost recovery as we must recover our costs through the fees we charge. As now, our fees will be linked, as required by European Law and HM Treasury guidance, to the forecast cost of providing each service.

## **9. Coverage of the rules**

### **Northern Ireland**

There will continue to be a registrar of companies for Northern Ireland, and companies will continue to be able to have their registered office there. However, the 2006 Act applies to the UK as a whole and all companies will in future be subject to the same general provisions in law, except where there are some jurisdictional differences (e.g. Scottish charges law). Once the 2006 Act is implemented the Companies [Northern Ireland] Order 1986 and its associated rules and regulations will be repealed. There will be harmonisation between the ways in which the different registrars throughout the UK operate, and the registrar's rules outlined in this document will apply equally in Northern Ireland as elsewhere in the country.

### **Other business types**

It is our intention that the registrar's rules outlined in this document should apply to all communications with us. In other words, unless there are specific reasons for a difference, the rules will be the same for (for example) Companies, Limited Liability Partnerships, Limited Partnerships, and all other types of business association which have dealings with us.

### **Question 16**

Do you agree that the same rules should apply to other company types?

## 10. Transitional arrangements

New rules, for example on form and manner of delivery and authentication, will come into force on implementation in October 2008. Given that the vast majority of the forms will be new, and even where they are not the content will have changed under the 2006 Act, it is unlikely that many of the current Companies Act 1985 Act forms will continue to be acceptable. There may be some limited exceptions to this (e.g. existing forms 287 change of registered office and form 225 change of accounting reference date) where the content has not changed. In such circumstances it might be possible to provide that we would continue to accept the “old” forms for a period of, say, 12 months after the implementation of the new Act. Alternatively the rules could implement the new versions of all the forms from the beginning.

### Question 17

Do you think there should be transitional arrangements to allow “old” forms to be filed for a set period after implementation of the new Act?

OR

### Question 18

Do you think it would be better to implement all the new Act forms at the beginning and not make transitional provisions for “old” forms?

## 11. Other rules

In general, current arrangements for the maintenance of information on the register appear to be working well at the moment. The 2006 Act includes legislative powers which will allow formal schemes to be established whereby we could, for example, make annotations to the register or could agree with users how information will be rectified. These are being taken forward in secondary legislation. Draft regulations covering the registrar’s provisions have been published and are available at <http://www.berr.gov.uk/bbf/co-act-2006/index.html>

The 2006 Act enables the registrar to impose requirements in relation to certain matters. The 2006 Act provides that the registrar can set out those requirements in Rules or by other means<sup>4</sup>. Annex B sets out a list of issues which the registrar proposes to cover in rules.

### Question 19

Have you any comments on the proposals in Annex B to use Registrar’s rules?

## 12. Related provisions

### Defining properly delivered documents

The 2006 Act introduces the concept of proper delivery of documents in section 1072. This section sets out the conditions that must be met for a document to be properly delivered. It includes such items as the form and manner of delivery and authentication of documents, requirements for translations, payment of fees as well as other matters. In order to be properly delivered, therefore, the document must meet the relevant requirements set out in section 1072.

If a document is not properly delivered we will normally reject it and send it back to the company or the person who presented it. Our policy view is that we should normally reject documents that are not properly delivered.

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<sup>4</sup> Section 1117 of the Companies Act 2006

This is based on the principle that the quality of the register, and the output products that result from it, are of paramount importance. We would not want to prejudice the quality of the information we hold and make available for public inspection by filing incomplete or unauthenticated documents.

**Question 20**

Do you agree that, in order to ensure the quality of the register, the registrar should normally reject documents that are not properly delivered so that the company/presenter can correct them accurately themselves?

**Combating fraud**

There are provisions in the 2006 Act to enable companies to agree to deliver specified documents to the registrar in electronic format only. These provisions continue the facility offered by our current PROTECTED On-line Filing (PROOF) facility. The purpose of the new provision is to allow companies to agree with the registrar that they will file certain documents electronically only, and that in return we will reject any paper versions of those forms to the company in question.

This is intended to combat the fraudulent filing of documents in order to, for example, hi-jack a company and then misuse it for fraudulent purposes. We are aware of the problems of company hi-jacking and are working closely across Government and with the Police, and the Serious and Organised Crime Agency (SOCA).

We will look to migrate existing customers from our current "PROOF" system to the new system. It is likely that companies will have to sign up to the new provisions in order to take advantage of the system after the 2006 Act is implemented. We propose to include the same documents as at present (forms 287,288 and 363).

**Question 21**

Do you consider that any other documents should be included in the new "PROOF" system?

**Question 22**

Do you think that, as at present, all directors should consent to a company signing up to PROOF, or that the authentication need only be given by one director on behalf of the company?

Annex A – Draft examples of new forms

To file online please visit [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)  
**Change of registered office address**



Please complete in typescript, or in bold black capitals.

Company number

In accordance with Section 87 of the companies Act 2006

Company name in full

  

**New registered office address**

For England and Wales companies, the address must be in England or Wales. For Welsh companies, the address must be in Wales. For companies registered in Scotland or Northern Ireland, the address must be in Scotland or Northern Ireland respectively.

Address

PO Box numbers / DX numbers alone are not acceptable

Post town

County/ Region

Post code

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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**Note:**

The change in address of the registered office does not take effect until the Registrar has registered this notice.

For 14 days beginning with the date that a change of registered office is registered, a person may validly serve any document on the company at its previous registered office.

Signature

Date

\* Please delete as appropriate

\*(Director / secretary/ CIC manager / administrator / administrative receiver / liquidator/ receiver manager/ /receiver)

Presenter's address details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

<input type="text"/>
<input type="text"/>
Tel
DX

**Companies House Barcode.**

This form has been provided free of charge by Companies House.

When completed and signed please send it to the Registrar at the appropriate address -

For companies registered in England and Wales :  
Companies House, Crown Way, Cardiff, CF14 3UZ. DX33050 Cardiff or  
Companies House, 21 Bloomsbury Street, London, WC1 3XD.

For companies registered in Wales :  
Companies House, Crown Way, Cardiff, CF14 3UZ. DX33050 Cardiff.

For companies registered in Scotland:  
Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF  
DX 235 Edinburgh or LP - 4 Edinburgh 2.

For companies registered in Northern Ireland:  
Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3BS.

# Appointment of a person as director (part 1)



If you are appointing a corporate body or firm please use the appropriate form.

Please complete in typescript, or in bold black capitals

Company number

Section 167 of the Companies Act 2006

Company name in full

**Part 1**  
**Appointment as a Director**  
(Individual person)

Date of appointment

Date of birth

\*Style / title  \*Honours

\*Voluntary details

Forename(s)

Surname

\*\* Former names used in the course of business.

\*\*Former names

If the director's service address is recorded in the company's register of directors as the company's registered office, please tick this box and do not fill in the service address fields below.

† This is the address that will appear on the public record. This does not have to be the usual residential address

† Service Address

PO Box numbers / DX addresses alone are not acceptable

The usual residential address must be provided on part 2 of the form.

Post town

County/Region

Country  Post code

Please state the country, state or part of the UK this person is usually resident

‡ If you do not have a business occupation please enter 'none'.

Nationality

‡ Business Occupation

I consent to act as director of the above named company

Consent signature

Date

†† Delete as appropriate

Signature

Date

†† (Director / secretary / CIC manager / administrator / administrative receiver / receiver manager / receiver)

Companies House Barcode.

This form has been provided free of charge by Companies House.

When completed and signed please send it to the Registrar at the appropriate address -

For companies registered in England and Wales :  
Companies House, Crown Way, Cardiff, CF14 3UZ. DX33050 Cardiff or  
Companies House, 21 Bloomsbury Street, London, WC1 3XD.

For companies registered in Wales :  
Companies House, Crown Way, Cardiff, CF14 3UZ. DX33050 Cardiff.

For companies registered in Scotland:  
Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF  
DX 235 Edinburgh or LP - 4 Edinburgh 2.

For companies registered in Northern Ireland:  
Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3BS.

## Appointment of a person as director (part 2)

For security reasons (to avoid your usual residential address being disclosed on the public record) this part of the form will be processed separately in Companies House. Please do not attempt to copy or print part 2 onto the back of part 1.

Please complete in typescript, or in bold black capitals

Company number

Company name  
in full

  

### Usual residential address – part 2

Forename

Surname

  

Please tick this box if the usual residential address is stated 'the same as the service address' in the company's register of director's residential addresses.

Please tick this box if this person has been granted exemption from disclosing their usual residential address to credit reference agencies under section 243 of the Companies Act 2006.

The usual residential address fields below must be completed if it is stated in part 1 that the service address is 'the company's registered office'.

Usual residential  
address

Post Town

County/Region

Country

Post code

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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### Please note:

If this person has been granted exemption or is applying for exemption under section 243 of the Companies Act 2006, please deliver both parts of this form to the address below:

**PO Box**

**Cardiff**

# Appointment of a corporate body or firm as a director



If you are appointing a natural person as director please use the appropriate form.

Please complete in typescript, or in bold black capitals.

Company number

In accordance with section 167 of the Companies Act 2006

Company name in full

Date of appointment

Corporate body or firm name

Registered or principal office address

County / Region

Country  Post code

If the company is an EEA company, give details of place where the company file, including the relevant state, is kept and the registration number in that register.

Registration number

In any other case, particulars of the legal form of the company or firm and the law by which it is governed, and if applicable, the register in which it is entered (including the state) and its registration number in that register.

**Signed on behalf of the corporate body or firm**

Consent signature  Date

Signature  Date

\*Delete as appropriate

\*(Director / secretary / CIC manager / administrator / administrative receiver / receiver manager / receiver)

Presenter's address details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Tel   
DX

**Companies House Barcode.**

This form has been provided free of charge by Companies House.

When completed and signed please send it to the Registrar at the appropriate address -

For companies registered in England and Wales :  
Companies House, Crown Way, Cardiff, CF14 3UZ. DX33050 Cardiff or  
Companies House, 21 Bloomsbury Street, London, WC1 3XD.

For companies registered in Wales :  
Companies House, Crown Way, Cardiff, CF14 3UZ. DX33050 Cardiff.

For companies registered in Scotland:  
Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF  
DX 235 Edinburgh or LP - 4 Edinburgh 2.

For companies registered in Northern Ireland:  
Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3BS.

To file online please visit [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)  
**Change of accounting reference date**



Please complete in typescript, or in bold black capitals.  
 In accordance with section 392 of the Companies Act 2006.

Company number

Company name in full

**Notes**

You may use this form to change the accounting date relating to either the current or the immediately previous accounting period.

- a. You **may not** change a period for which the accounts are already overdue.
- b. You **may not** extend a period beyond 18 months unless the company is in administration, or subject to an administration order.
- c. You **may not** extend periods more than once in five years unless:
  1. The company is in administration, or
  2. You have specific approval of the Secretary of State, (please enclose a copy), or
  3. You are extending the company's accounting reference period to align with that of a parent or subsidiary undertaking established in the European Economic Area.
  4. The form is being submitted by an overseas Company.

**The accounting reference period ending**

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

**is shortened so as to end on**

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

**OR**

**is extended so as to end on**

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Subsequent periods will end on the same day and month in future years**

**If extending more than once in five years**, please indicate in the box the number of the provision listed in note (c) on which you are relying

Signature

Date

\*Delete as appropriate

\*( Director/ secretary/ CIC Manager / administrator/ administrative receiver / receiver manager / receiver / person authorised on behalf of an overseas company)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Presenter's address details:

<input type="text"/>
<input type="text"/>
<b>Tel</b>
<b>DX</b>

**Companies House Barcode.**

This form has been provided free of charge by Companies House.

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 Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF  
 DX 235 Edinburgh or LP – 4 Edinburgh 2

For companies registered in Northern Ireland:  
 Waterfront Plaza, 8 Laganbank Road, Belfast, BT1 3BS.

## Annex B – Where we propose to use Registrar Rules for October 2008

Section	Nature of provision	In Rules or dealt with otherwise	Comments
1063(5)	Fees payable to registrar, not set in fees regulations	Section enables registrar to determine the fees not set in the Statutory Instrument. Does not specifically require rules.	We will use rules because we think this would benefit from a formal format which is published.
1068(1)	Registrar's requirements as to form, authentication and manner of delivery	Enables registrar to determine how information is to be sent either on paper or electronically. Does not specifically require rules.	This will have a direct effect on companies and their agents, determining the format in which they file documents. On that basis we will determine the requirements in the form of rules. This document will be published by the registrar.
1070	Agreement for delivery by electronic means	Form of agreement between Registrar and company for electronic delivery. Does not specifically require rules.	We will use a form of agreement between the Registrar and company for electronic delivery.
1071	Document not delivered until received	Specifies that provision may be made in rules	Rules which we will publish.
1076(3)	Replacement of document not properly delivered	Enables registrar to determine, in form and manner provisions above, how a replacement document must be able to be linked to the original document it is replacing. Does not specifically require rules.	As this is closely linked to form and manner we will use a rules format again, for the same reasons. This impacts on companies and their agents and will determine how they file replacement documents.
1106	Voluntary filing of translations	Form and manner of delivery to impose requirements to enable the registrar to associate the translation with the original document	
1109	Transliteration of names and addresses – voluntary transliteration into Roman characters	Enables companies to file a transliteration of names and addresses on documents. Enables registrar to determine, in form and manner provisions, how a transliteration of a document must be able to be linked to the original document it is replacing.	As this is closely linked to form and manner we will use a rules format again, for the same reasons. This impacts on companies and their agents and will determine how they file transliterations of names and addresses in documents.
1111(1)	Registrar's requirements as to certification or verification	Registrar may impose requirements on who may certify or verify a document.	We will use a rules format as this affects those people filing such certifications or verifications. A formal approach would be appropriate in such circumstances.

1111(2)	Form of certification/ verification	Registrar may impose form and manner requirements on certifications and verifications as if they were a separate document.	We will use a rules format as this affects those people filing such certifications or verifications. A formal approach would be appropriate in such circumstances.
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#### Possible future use of Rules

Section	Nature of provision	In Rules or dealt with otherwise	Comments
1066(2)	Companies registered numbers	Enables registrar to allocate numbers to companies and to adopt a new numbering scheme. Does not specifically require rules.	If we needed to change we would be likely to use a rules format given the effect it will have on customers and the consequent need for a level of formality.
1067(2)	Overseas companies registered numbers	Enables registrar to allocate numbers to overseas companies and to adopt a new numbering scheme. Does not specifically require rules.	If this was to change we would be likely to use a rules format given the effect it will have on customers and the consequent need for a level of formality.
1075	Informal correction of documents	Instructions to correct documents must comply with registrar's rules	We do not anticipate making rules for this section on implementation of the 2006 Act.
1115 (1)	Supplementary provisions on electronic communications	Rules will specify the form of consent of the company to the registrar using electronic communications to the company.	Requires rules.
1115(2)	Supplementary provisions on electronic communications	Rules on authentication of documents sent by the registrar.	Requires rules, but unlikely to be on implementation of the 2006 Act
1116	Alternative to publication in Gazette	Mechanism for Registrar's approval of alternative means of publication will depend on SoS regulations. Does not specifically require rules.	If an alternative were to be adopted in the future, we might well use a rules format for the registrar to approve any new means of publishing in the Gazettes.

## **Annex C – Summary of questions**

### **QUESTION 1**

Do you agree that the above principles are key factors in developing the rules?

### **QUESTION 2**

Can you suggest any other principles that we should take into account?

### **QUESTION 3**

Do you agree that the current system of company and personal authentication codes works satisfactorily? If not please could you provide comments or suggestions.

### **QUESTION 4**

Do you agree that authentication of electronic documents is an important part of helping to ensure the authenticity of the documents?

### **QUESTION 5**

Do you think that we should no longer insist on authentication of electronic documents?

### **QUESTION 6**

Do you agree that the system of “functional descriptors” for forms and electronic transactions would be preferable to the current, section number based system?

### **QUESTION 7**

If not, what alternative system would you suggest?

### **QUESTION 8**

Do you have any other comments on the layout of the forms?

### **QUESTION 9**

Are there any other qualities or requirements that should be applied to paper forms?

### **QUESTION 10**

Do you agree with the proposals on where documents should be sent? If not, please tell us why?

### **QUESTION 11**

Do you agree with the proposals on how documents should be delivered to the registrar? If not, please tell us why?

### **QUESTION 12**

Are there any other methods of delivery that we have not included?

### **QUESTION 13**

Do you agree that signatures on paper documents are an important part of helping to ensure the authenticity of the documents?

**QUESTION 14**

Do you think that we should no longer insist on signatures on paper documents?

**QUESTION 15**

Do you agree that it would be helpful to provide standardised formats for resolutions?

**QUESTION 16**

Do you agree that the same rules should apply to other company types?

**QUESTION 17**

Do you think there should be transitional arrangements to allow “old” forms to be filed for a set period after implementation of the new Act?

**QUESTION 18**

Do you think it would be better to implement all the new Act forms at the beginning and not make transitional provisions for “old” forms?

**QUESTION 19**

Have you any comments on the proposals in Annex B to use Registrar’s rules?

**QUESTION 20**

Do you agree that, in order to ensure the quality of the register, the registrar should normally reject documents that are not properly delivered so that the company/presenter can correct them accurately themselves?

**QUESTION 21**

Do you consider that any other documents should be included in the new “PROOF” system?

**QUESTION 22**

Do you think that, as at present, all directors should consent to a company signing up to PROOF, or that the authentication need only be given by one director on behalf of the company?

## **Annex D – Code of practice on consultation**

### **The Consultation Code of Practice Criteria**

1. Consult widely throughout the process, allowing a minimum of 12 weeks for written consultation at least once during the development of the policy.
2. Be clear about what your proposals are, who may be affected, what questions are being asked and the timescale for responses.
3. Ensure that your consultation is clear, concise and widely accessible.
4. Give feedback regarding the responses received and how the consultation process influenced the policy.
5. Monitor your department's effectiveness at consultation, including through the use of a designated consultation co-ordinator.
6. Ensure your consultation follows better regulation best practice, including carrying out a Regulatory Impact Assessment if appropriate.

The complete code is available on the Cabinet Office's web site, address <http://www.cabinetoffice.gov.uk/regulation/consultation/index.asp>

### **Comments or complaints**

If you wish to comment on the conduct of this consultation or make a complaint about the way this consultation has been conducted, please write to:

Nick Cooper,  
BERR Consultation Co-ordinator,  
1 Victoria Street,  
London  
SW1H 0ET

Telephone Nick on 020 7215 6206  
Or e-mail to: [nick.cooper@berr.gsi.gov.uk](mailto:nick.cooper@berr.gsi.gov.uk)

## Annex E- Impact Assessment

Companies House	Impact Assessment of the consultation document on the registrar's rules and related provisions which will apply under the Companies Act 2006
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Stage consultation	Version 1	Related Publications: A consultation document on the Registrar's Rules and Related Provisions which will apply under the Companies Act 2006
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Available to view or download at:

<http://www.companieshouse.gov.uk/companiesAct/publications.shtml>

Contact name for enquiries: Georgina Owen

Email address: [consultation@companieshouse.gov.uk](mailto:consultation@companieshouse.gov.uk)

### What is the problem under consideration? Why is government intervention necessary?

The prescription of new forms and electronic filing formats under the Companies Act 2006 is needed to replace those currently prescribed under earlier legislation. These forms and electronic formats are used by companies registering with the Registrar of companies their incorporation, changes in structure or any other event specified in the Act.

### What are the policy objectives and the intended effects?

Forms and formats need to be prescribed to ensure that:

1. Companies can be sure that they are complying with the relevant part of the Companies Act;
2. To enable the Registrar to process them quickly and efficiently;
3. To enable those inspecting the register to be able to recognise the forms and to see the information clearly.

### What policy options have been considered? Please justify any preferred option.

Option A: To make Registrar's rules only if required by the Companies Act 2006.

Option B (the preferred option): To make Registrar's rules if required by the Companies Act 2006 and to extend this approach to other areas permitted to utilise the rules mechanism- such as the form, manner of delivery and authentication of information sent to Companies House.

### When will the policy be reviewed to establish the actual costs and benefits and the achievement of the desired effects?

There will be no need to review the policy as it is set in primary legislation. It merely transfers the existing power of prescription from the Secretary of State to the registrar. We will consider whether there is a need to review the rules in 2 years time.

### Ministerial Sign-off:

I have read the Impact Assessment and I am satisfied that, given the available evidence, it represents a reasonable view of the likely costs, benefits and impact of the leading options

Signed by the responsible Minister:



## SUMMARY: INTERVENTION & OPTIONS

<b>Policy Option:</b>				
<b>Option A: To make Registrar's rules only if required by the Companies Act 2006</b>				
<b>ANNUAL COSTS</b>		Description and scale of <b>key monetised costs</b> by 'main affected groups':		
One off (Transition)	0	Yrs	0	
<b>Average Annual Cost</b> (excluding one-off)				
0		Total cost (PV) 0		
Other key non-monetised costs by 'main affected groups':				
<b>ANNUAL BENEFITS</b>		Description and scale of <b>key monetised benefits</b> by 'main affected groups':		
One off	0	Yrs	0	
<b>Average Annual Benefit</b> (excluding one-off)				
0		Total Benefit PV 0		
Other <b>key non-monetised benefits</b> by 'main affected groups' : Clear published formal rules in limited circumstances.				
KEY Assumption/Sensitivities Risks				
Price Base Year	Time Period Years	Net Benefit Range (NPV) £-£	<b>NET BENEFIT</b> (NPV Best Estimate) £	
What is the geographic coverage of the policy/option?			UK	
On what date will the policy be implemented?			October 2008	
Which organisation(s) will enforce the policy?			Companies House	
What is the total annual cost of enforcement for these organisations?			N/A	
Will implementation go beyond minimum EU requirements			No	
What is the value of the proposed offsetting measure per year?			N/A	
What is the value of changes in green gas emissions?			N/A	
Will the proposal have a significant impact on competition?			No	
Annual cost per organisation (excluding one-off)			Mic ro	Sm all
			0	0
			Me d	Lar ge
			0	0
Are any of these organisations exempt?			No	No
			No	No
<b>Impact on Admin Burdens Baseline (2005 prices)</b>				
Increase of	0	Decrease of	0	<b>Net Impact</b> 0

## SUMMARY: INTERVENTION & OPTIONS

<b>Policy Option: Option B: To make Registrar's rules if required by the Companies Act 2006 and to extend this approach to other areas permitted to utilise the rules mechanism- such as the form, manner of delivery and authentication of information sent to Companies House.</b>				
<b>ANNUAL COSTS</b>		Description and scale of <b>key monetised costs</b> by 'main affected groups':		
One off (Transition) <input style="width: 100px;" type="text" value="0"/> Yrs <input style="width: 30px;" type="text" value="0"/>	<b>Average Annual Cost</b> (excluding one-off) <input style="width: 150px;" type="text" value="0"/>		Unlikely to result in cost reduction.  <b>Total cost (PV)</b> <input style="width: 150px;" type="text" value="0"/>	
Other key non-monetised costs by 'main affected groups':				
<b>ANNUAL BENEFITS</b>		Description and scale of key monetised benefits by 'main affected groups':		
One off <input style="width: 100px;" type="text" value="0"/> Yrs <input style="width: 30px;" type="text" value="0"/>	<b>Average Annual Benefit</b> (excluding one-off) <input style="width: 150px;" type="text" value="0"/>		<b>Total Benefit PV</b> <input style="width: 150px;" type="text" value="0"/>	
Other <b>key non-monetised BENEFITS</b> by 'main affected groups': Benefits include being more flexible to change forms and formats as the process is entirely in the hands of the Registrar and requires no Parliamentary process or intervention. Main affected groups will also benefit from clear published rules, including templates for forms, delivery instructions and authentication requirements.				
KEY Assumption/Sensitivities Risks				
Price Base Year	Time Period Years	Net Benefit Range (NPV) £-£	<b>NET BENEFIT</b> (NPV Best Estimate) £	
What is the geographic coverage of the policy/option?			UK	
On what date will the policy be implemented?			October 2008	
Which organisation(s) will enforce the policy?			Companies House	
What is the total annual cost of enforcement for these organisations?			N/A	
Will implementation go beyond minimum EU requirements			No	
What is the value of the proposed offsetting measure per year?			N/A	
What is the value of changes in green gas emissions?			N/A	
Will the proposal have a significant impact on competition?			No	
Annual cost per organisation (excluding one-off)			Micro 0	Small 0
Are any of these organisations exempt?			No	No
<b>Impact on Admin Burdens Baseline (2005 prices)</b>				
Increase of <input style="width: 80px;" type="text"/>	Decrease of <input style="width: 80px;" type="text"/>	<b>Net Impact</b>		<input style="width: 100px;" type="text"/>

## **Evidence Base for Summary Sheets**

The Companies Act 2006 (“the 2006 Act”) makes changes to the framework of company law in the UK. It includes changes to the way that the Registrar of Companies - in other words, Companies House - will operate from October 2008 onwards. Under the new arrangements, some issues which at present are covered in secondary legislation made by the Government (for example Forms Regulations) will in future be set out in “rules” made by the Registrar of Companies. These rules are made under the relevant sections of the 2006 Act, and have legal force in the same way as, for example, a Forms Order made by the Secretary of State.

Registrar’s rules will be instructions setting out, for example, the ways in which businesses and other users should communicate with the Registrar (Companies House). They will include matters such as the standard forms and formats for delivery of documents, and how to authenticate them and apply to both paper and electronic delivery of documents. The rules are intended to be as clear and simple as possible, as it is important that users do not misunderstand them, and fail to comply, as this could affect the validity of the documents they are attempting to submit.

The option of continuing to vest the power of prescription of paper forms with the Secretary of State by Statutory Instrument has already been considered and rejected in favour of enabling the Registrar to prescribe them. This is in line with the current position where the registrar directs the form and manner of delivery of electronic documents. In this way all matters relating to the form and manner of delivery and authentication of information sent to the registrar is under the control of the registrar. . The rules mechanism provides more flexibility, is less administratively complex and allows the Registrar to be responsive to customer needs.

Early considerations also eliminated the option of transposing the existing Forms Regulations into registrar’s rules due to the level of change to existing delivery requirements under the new legislation.

### Specific Impact Tests - Checklist

**Race/Disability/Gender equality-** these have been considered and are unlikely to have any consequences.

Type of testing undertaken	Results in Evidence Base? (Y/N)	Results annexed? (Y/N)
Competition Assessment	Not applicable	
Small Firms Impact Test	Not applicable	
Legal Aid	Not applicable	
Sustainable Development	Not applicable	
Carbon Assessment	Not applicable	
Other Environment	Not applicable	
Health	Not applicable	
Race Equality		
Disability Equality		
Gender Equality		
Human Rights	Not applicable	
Rural Proofing	Not applicable	