



Companies House

Registrar's rules and powers

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This guide answers many frequently asked questions and provides information on completing the most commonly used filings relating to this area. The guide is not drafted with unusual or complex transactions in mind. Specialist professional advice may be needed in those circumstances.

INTRODUCTION

The registrar of companies has a range of powers which are in Part 35 of the Companies Act 2006 (the Act). That legislation is applied to limited liability partnerships (LLPs) by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. These include powers to:

- decide on the form, manner of delivery and authentication of documents
- enter into an agreement with companies for an electronic only filing service for certain documents (currently referred to as PROOF)
- amend the register in certain circumstances
- annotate the register in certain circumstances
- set fees for the performance of any of the registrar's functions

This guidance tells you what these powers are, and gives you an idea of how and when they work. They apply to all companies and LLPs.

If you are in any doubt about the application of these powers please email our enquiries section or call 0303 1234 500.

Chapter 1

Powers which relate to the delivery of information

1. What do we mean by form, authentication & manner of delivery of documents?

Companies and LLPs can deliver documents to the registrar electronically, either via computer software systems or the Companies House website, or as paper forms. In all cases, those delivering documents must meet the registrar's requirements on the format of the document, and the way in which it is delivered and signed; these are in addition to any other requirements determined by legislation, such as the Act or the Limited Liability Partnerships Act 2000 or regulations. We set out the requirements in the registrar's rules made under section 1117 of the Act on the form, manner of delivery and authentication of documents.

Electronic delivery of documents

The registrar also makes requirements for the form, authentication and manner of delivery of documents by electronic means. These are also included in registrar's rules. For companies and LLPs filing electronically via software, the rules set out the electronic format they must use for each document, how they must authenticate the document (to replace the signature and registered name and number on paper forms) and how they must send it. For those filing via the Companies House website, the formats for individual documents are all shown on the website as is the method of authentication. Once you have completed the document you submit it directly via the website.

Delivering paper documents

For companies and LLPs delivering paper documents the registrar's rules provide for the format of paper forms, setting out, for example, what the forms must look like, how to complete them (e.g. in black ink), who can sign them and where they must send them.

The rules also cover all other documents such as annual accounts which companies and LLPs have to deliver to the registrar. In these cases the rules require, for example, the use of black ink on white paper and sets out who must sign them and where the registered name and number should be stated.

2. Where can I see the forms and registrar rules?

The rules and associated paper forms and electronic formats for electronic filing are all available on our website. You can also ask for a hard copy by ringing our Contact Centre on 0303 1234 500.

3. Delivery and receipt of documents (Section 1071)

A document is not delivered to the registrar until the registrar receives it. Generally, we treat a document as received when it has been successfully delivered (by hand, by post or DX) to Companies House. We have set out in rules when documents are legally considered to have been delivered to the registrar at each of our offices, as the point of receipt will vary across Companies House offices, due to the individual office

opening hours and building arrangements; as well as differing levels of postal, DX mail and LP services to that office.

To ensure you gain the earliest possible receipt date, we will accept documents at any of our Companies House offices, regardless of where the company or LLP is registered.

Each of the following tables set out the point of receipt at our offices based on the frequency of that delivery method:

By Post		
Delivery address	Delivery	Point of receipt
Companies House Crown Way Cardiff Wales CF14 3UZ	Monday- Saturday (excluding bank holidays)	When handed over at the reception desk or at the loading bay
The Registrar of Companies PO Box 4082 Cardiff CF14 3WE		
Companies House Ground Floor 80 Petty France Westminster London SW1H 9EX	Monday- Friday (excluding bank holidays)	When handed over at Companies House reception desk (accessed through the entrance door marked "Companies House")
Companies House Fourth floor Edinburgh Quay 2 139 Fountainbridge Edinburgh Scotland EH3 9FF	Monday - Saturday (excluding bank holidays)	When handed over at the Companies House reception desk on the Fourth Floor
Companies House Second Floor The Linenhall 32-38 Linenhall Street Belfast Northern Ireland BT2 8BG	Monday- Friday (excluding bank holidays)	When handed over at the Companies House reception desk on the Second Floor

Document Exchange		
Delivery address	Delivery	Point of receipt
Companies House DX 33050 Cardiff	No delivery on Sunday or Monday	
	Tuesday-Saturday (excluding bank holidays)	When handed over at the reception desk or loading bay at Companies House, Crown Way
Companies House DX 481 N.R. Belfast 1	Monday-Friday (excluding bank holidays)	When handed over at the Companies House reception desk on the Second floor, The Linenhall, 32-38 Linenhall Street, Belfast.
	No delivery on Saturday or Sunday	
Companies House DX ED235 Edinburgh 1	No delivery on Sunday or Monday	
	Tuesday - Saturday	When handed over at Companies House reception desk on the Fourth Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh.

Personal deliveries		
Delivery address	Delivery	Point of receipt
Companies House Crown Way Cardiff Wales CF14 3UZ	At any time	When handed over at the reception desk
Companies House Ground Floor 80 Petty France Westminster London SW1H 9EX	Within opening hours* (Monday-Friday excluding bank holidays)	For a delivery within opening hours - when handed over at Companies House reception desk (accessed through the entrance door marked "Companies House")
	Outside opening hours*	For a delivery outside opening hours - when put through the letterbox in the entrance door marked "Companies House " at 80 Petty France
Companies House Fourth floor Edinburgh Quay 2 139 Fountainbridge Edinburgh Scotland EH3 9FF	Within opening hours*	When handed over at the Companies House reception desk on the Fourth Floor
	Outside opening hours*	When put through Companies House letterbox in the wall of the building at 139 Fountainbridge (the letterbox is marked "Companies House" and is in the wall that is next to the access road to the car park).
Companies House Second Floor The Linenhall 32-38 Linenhall Street Belfast Northern Ireland BT2 8BG	Within opening hours* (Monday-Friday excluding bank holidays)	When handed over at the Companies House reception desk on the Second Floor
	No personal deliveries outside opening hours	

* The opening hours of each Companies House address are available on our website.

4. What is meant by proper delivery of a document? (Section 1072)

A properly delivered document is one that meets all the requirements of the registrars' rules and the legislation under which it is delivered. Generally, the legislation sets out what the content of a document should be and the rules set out the form of the document, any requirements for authentication and where it must be delivered.

In particular, a document is properly delivered when:

- it contains all the information required by the legislation
- it meets all the legislative and registrar's rules requirements as to form, e.g. is in the right format (i.e. the right paper form or electronic format) and can be scanned or copied
- it has been authenticated (by signature in the case of a paper form or by electronic authentication for electronic filing), and includes the company or LLP name and number where required
- it has met any requirements for delivery, e.g. it has been sent electronically where the company has agreed with the registrar that it will only file such documents electronically
- it complies with any language requirements and/or is accompanied by a certified translation if the document is in a language other than English
- it uses only permitted characters (characters, letters and symbols allowed by the Secretary of State in the Registrar of Companies and Applications for Strike Off Regulations 2009) in names and addresses, unless covered by an exception in those regulations
- it meets the registrar's requirements for certification or verification of a document as an accurate or correct copy or translation
- it is accompanied by the correct fee for the filing of the document

5. What happens if my document is not properly delivered? (Section 1073)

In most cases, the registrar will reject the document and will tell you what you need to do next in order to correct it. However, the registrar may still accept a document that does not meet the requirements for proper delivery. For example, in a large document, it may not be apparent to the registrar that something is missing or incorrect, and he may register it without noticing.

However, he would not accept a document that was not signed or did not include the company authentication code, where the fee was not paid, or where information was missing. Please check the relevant guidance for more information on what certain documents must contain.

6. If the Registrar accepts a document that is not properly delivered, does it cancel out the original requirement to deliver it properly?

No. The fact that the registrar has accepted and registered the document does not mean that the original requirement has been satisfied. As a result the obligation to file the document continues and any liabilities that arise from not doing so still apply.

The registrar may decide to take further action after registration - for example, if a third party points out that it does not comply with the statutory obligations. In such cases the registrar may write to the company or LLP asking them to deliver a replacement document, along with a RP01 or LL RP01 covering form, that complies with all the requirements of proper delivery.

If they deliver a replacement document with the appropriate RP01 or LL RP01, the registrar may then remove the original. If they do not respond, he can send a notice to them giving them 14 days to file a document that complies with the requirements for proper delivery.

Chapter 2

Powers to amend the register

The Act specifies the circumstances where the register can be amended or clarified. In most cases the circumstances are very specific and the registrar's powers are limited. This chapter sets out the powers and the circumstances when each of the powers can be exercised.

1. What if a document contains unnecessary material? (Section 1074)

Sometimes companies and LLPs send the registrar information that they did not intend to. The Act has made provision to address this problem in some circumstances so that the registrar may be able to remove "unnecessary material" from the register.

Section 1074 of the Act defines unnecessary material as material;

- that is not necessary to fulfil a statutory obligation
- is not specifically authorised to be delivered to the registrar

The registrar must be satisfied that the information meets both parts of that definition before he can consider whether or not it can be removed.

Often information cannot be removed as it does not meet both parts of the definition. A common example is where a small company is entitled to deliver abbreviated statutory accounts to the registrar but includes information usually found in full statutory accounts within the delivered document. In this case the second part of the definition may be met because the additional information was included by mistake, and not specifically authorised to be delivered. However, the freedom to include such information in statutory accounts will often mean that the first part of the definition will not be met. The registrar could not know at the time of delivery that the additional information is not intended to satisfy the statutory obligation to deliver a copy of the approved accounts.

In cases that do not meet the definition for unnecessary material the company may consider applying to the courts to have it removed – see question 13.

Where the information meets the 'unnecessary material' definition, the registrar can deal with it in different ways, depending on whether he can separate it from the rest of the document. If it is separable, the registrar may then deal with it as explained in question 7 below.

It is important to note that whole documents cannot be removed for containing unnecessary material as it only applies to part of the material within a document.

If the registrar cannot easily separate the unnecessary material, the document will not meet the requirements of proper delivery. Where this is prior to a documents registration the registrar will normally reject the document. If this is post registration the document may need to be replaced. This is explained in question 3 below.

2. Informal correction of documents. (Section 1075)

The registrar has the power to informally correct a document which is incomplete or internally inconsistent before registering it. Informal correction is only available in respect of the registration of charges. This is because the registration of a charge has significant consequences for the company or LLP, particularly in the event of a subsequent liquidation. There are also statutory time constraints on the delivery of charges for registration.

People who wish to take advantage of this provision must first agree to being contacted and to giving the registrar whatever instructions are needed to correct a document.

Where the registrar receives a document that is incomplete or internally inconsistent, in order to be able to informally correct it he may ask the person who is authorised to correct it to give the appropriate instructions.

An incomplete document is most likely to have information missing from it that the registrar can insert once he has made enquiries of and received instructions from the person who delivered it. An example might be where the prescribed details on a 'Particulars of a mortgage or charge (MR01 or LL MR01) form do not agree with those on the deed itself. For obvious reasons the registrar will never insert a missing signature.

An internally inconsistent document is where information contained within the document is inconsistent with other information delivered as part of the filing requirement. The registrar may ask the person who is authorised to correct it to give the appropriate instructions.

The registrar must be satisfied that the person giving the instructions is authorised to do so. This involves setting up a password or code between the registrar and either the person who delivered the original filing or the person who authenticated it.

Once the registrar has corrected the document, he treats it as having been delivered when he made the correction.

3. What if I need to replace a document? (Section 1076)

The registrar may accept a replacement for a document previously delivered only if the original filed document:

- did not meet the requirements of proper delivery, (e.g. it was not signed)
- contained unnecessary material

The registrar must be satisfied that the person delivering the replacement document is the person who delivered the original document or is the company or LLP to which the original relates. The replacement document must also comply with the requirements for proper delivery. If you wish to file a replacement document, you must send the replacement document accompanied by Form RP01 or LLRP01. The registrar needs this so that he can link the replacement document with the original. You can only file replacement documents on paper; the facility does not yet extend to electronic filing.

It is not possible to deliver a replacement document where the original was delivered under the provisions of the Act relating to charges, e.g. the particulars of a charge. This is because there are already provisions made for the rectification of charges under sections 873 and 888 of the Act.

4. What happens to the original document?

The registrar can decide whether or not to remove the original document in these circumstances, and he will judge each case on its individual merits (see question 7). His decision may depend on whether it serves the public interest better to leave the document on the register or to remove it.

5. What is annotation of the register? (Section 1081)

The registrar must annotate the register in certain circumstances so that searchers of the register are aware of what he has done, when and why. When annotating the register, the registrar must annotate the register to record:

- the date an original document was delivered
- the nature and date of a correction if he has informally corrected a document under section 1075 of the Act
- the date of the replacement of a document and the fact that it has been replaced
- the date and under what power he removed any material, and a description of the material

The registrar may also annotate the register if he considers that information on it is misleading or confusing. He may use this power, for example, where a statement of capital received from a company shows a different figure to that held by Companies House. The registrar may also remove an annotation if it no longer serves a useful purpose.

6. What can the registrar do about inconsistency on the register? (Section 1093)

If the registrar considers that information in a document delivered to him appears to be inconsistent with other information on the register, he must accept it, but he can then take steps to resolve the inconsistency. For example, he may receive notice of the resignation of an officer of a company or LLP whose appointment was not notified to the registrar, or an annual return form including the details of an officer whose appointment had not been

notified to him. However, inconsistency for these purposes does not include the form being incomplete or not signed, or being in any other way not properly delivered.

Initially, he may write to the company or LLP asking it to resolve the inconsistency by filing another document to correct the register. If they do not comply with this initial request, the registrar has the power to issue a formal notice of inconsistency to them. This formal notice will:

- state how the information contained in the document appears to be inconsistent with other information on the register
- require them to deliver to the registrar an additional document required to resolve the inconsistency within 14 days of the issue of a notice

He may also annotate the register to show that there is an inconsistency.

If the company or LLP fails to comply with the notice, it and every officer of it who is in default, is guilty of an offence and liable, on summary conviction to a fine.

7. What can be administratively removed from the register? (Section 1094)

The registrar can administratively remove from the register:

- unnecessary material (see chapter 2 question 1)
- material derived from a document that has been replaced because it was not properly delivered or was replaced following of an inconsistency notice (see chapter 2 questions 3, 4 & 6)

There are two clear limits to the registrar's power to remove material under section 1094. He cannot remove from the register anything he had to accept, or material whose registration has had legal consequences in relation to the company or LLP, as appropriate, as regards:

- its formation
- a change of name
- its re-registration (applies to companies only)
- its becoming or ceasing to be a Community Interest Company (applies to companies only)
- a reduction of capital (applies to companies only)
- a change of registered office
- the registration of a charge
- its dissolution

The registrar also cannot administratively remove from the register a person's registered service address. Directors, secretaries and others must have such addresses.

8. Will the company or LLP be informed before any material is removed from its record?

Yes, unless the removal is at the request of the company or LLP. On or before removing any material, the registrar must give notice to either:

- the person who delivered the material, (if he knows that person's identity, name and address)
- the company or LLP to which the material relates

The notice must state the date it is issued; what material is to be, or has been, removed and on what grounds.

9. What is rectification of the register? (Section 1095 and Registrar of Companies and Applications for Striking Off Regulations 2009)

This is another power allowing the registrar to remove material from the register in certain circumstances. This only relates to certain material specified in the Registrar of Companies and Applications for Striking Off Regulations 2009, and only enables the material to be removed if it:

- derives from anything invalid or ineffective, or was done without the authority of the company or LLP
- is factually inaccurate or is derived from something that is factually inaccurate or forged

This process allows the registrar to deal with, for example, company hijacks and false material where the matter is straightforward and uncontested. Company hijacks are where unauthorised people file documents changing, for example, the directors and registered office address of a company, most likely for criminal purposes. Other false filings might include appointing or terminating directors without their knowledge. Under the Companies Act 1985 there was no statutory mechanism for rectifying the register in this way.

The registrar's previous practice was, generally, to remove information from the register only where there was a court order to do so. A company, LLP or other affected person would therefore generally have to go to court if it wanted false information to be removed. There is also now an administrative removal mechanism to enable certain material to be removed in other circumstances (see chapter 2, question 7).

The powers are not always limited to removing false documents and can allow the registrar to remove certain documents or information derived from them which are factually inaccurate. An example of this might include forms containing an error of fact, such as the wrong date of birth for a person.

However, due to the legal status of the registered office address, only the company or LLP itself can apply to the registrar for rectification of a change to its registered office. It can only do this where the original notice of the change was either fraudulently filed or filed without the knowledge of the company or LLP. This also applies to a UK establishment address in respect of an overseas company.

10. How do I apply?

You will need to complete Form RP02a or LLRP02a; alternatively, if the rectification is in respect of a change of registered office or UK establishment address, Form RP02b or LL RP02b and:

- specify what material you want removed from the register and indicate where it is on the register
- confirm that the material specified in your application complies with the requirements set out in section 1095 of the Act and the Registrar of Companies and Applications for Striking Off Regulations 2009.

11. What material does the registrar's rectification process apply to?

It applies to the following material:

- notice of proposed officer (directors and secretaries) on incorporation (under the Act), or on registration of an overseas company (under the Overseas Companies Regulations 2009)
- notice of proposed members and designated members on registration of an LLP (under the Limited Liability Partnership (Application of Companies Act 2006) Regulations 2009)
- list of persons authorised to accept service and permanent representatives of an overseas company on registration (under the Overseas Companies Regulations 2009)
- notices of appointment, change of details and termination of directors and secretaries (under the Act)
- notices of appointment, change of details and termination of members and designated members of an LLP (under the Limited Liability Partnership (Application of Companies Act 2006) Regulations 2009)
- notice of the appointment, change of details or termination of a person authorised to accept service or permanent representative of an overseas company (under the Overseas Companies Regulations 2009)
- notice of change of a company's registered office (under the Act), or an LLP's registered office (under the Limited Liability Partnerships Act 2000), and a notice of the change of a UK establishment address of an overseas company (under the Overseas Companies Regulations 2009)

12. What happens then?

On receipt of an application, the registrar will write giving notice to:

- all the directors and secretaries of the company (known to the registrar at the time of the application)
- the designated members of the LLP (known to the registrar at the time of the application)
- the company's or LLP's registered office, or in the case of an overseas company to the UK establishment address
- the presenter of the document (if known); and in certain cases
- any other person to whom the material relates

indicating that he intends to remove the material stated in the application from the register unless he receives an objection within 28 days of the date of the issue of the notice. In the case of an overseas company the registrar will also write to every person authorised to accept service and permanent representative; while we will notify the overseas company at its UK establishment address.

If there are no objections, the registrar will remove the material and annotate the register accordingly. If anyone objects to the removal of the material, the process stops. An objection (Form RP03) will prevent the registrar from removing the material. In such circumstances, the registrar will write to the applicant and all those other persons to whom he had previously given notice, informing them that the rectification had stopped. The applicant may consider either re-applying to the registrar or taking the matter to court and seeking rectification under section 1096 (see chapter 2, question 13 below).

The registrar is only able to act in straightforward cases where there is no objection to the proposed removal. The receipt of an objection indicates that there is a dispute as to the facts of a case. The registrar is not able to make a judgement of the rights and wrongs; that is a matter appropriate to the courts under section 1096.

Where the case involves fraudulent filings, the registrar would not normally expect to receive any replacement filings. In the case of factually inaccurate documents he would usually expect a replacement document to correct the register.

Where any material which had legal consequence has been removed from the register, under this process, any person appearing to the court to have sufficient interest can apply to the court for such consequential orders that appear just with respect to the legal affect (if any) to be accorded to the material by virtue of it having appeared on the register.

13. Rectification of the register under court order (Sections 1096 and 1097)

The registrar must remove from the register any material:

- that derives from anything that the court has declared to be invalid or ineffective, or to have been done without the authority of the company or LLP
- that a court declares to be factually inaccurate, or to be derived from something factually inaccurate, or forged
- that the court directs to be removed from the register

However, the court cannot use this power to rectify where the court has other specific powers in the Act to deal with the matter, for example, under provisions of Part 15 relating to the revision of defective accounts, or sections 873 and 888 (rectification of the register of charges).

The court order must specify what the registrar must remove from the register and indicate where on the register it is. The court can only order the removal of material whose registration had legal consequences for the company or LLP if it is satisfied that,

- the presence of the material has caused, or may cause, damage to the company or LLP
- the company's or LLP's interest in removing the material outweighs the interest of any other person in the material continuing to appear on the register

For a list of the material whose registration had legal consequences see chapter 2 question 7.

The court can direct the removal a person's registered service address for the purposes of section 1140 of the Act.

The court may also direct that:

- the registrar must remove any note on the register which relates to the material which is the subject of the order
- the registrar shall not make available for public inspection the order itself;
- the registrar shall make no note on the register as a result of the order
- any such note is restricted to the matters specified by the court

The court may only make such directions if it is satisfied that:

- the presence of the note or an unrestricted note or the availability of the court order on the register may cause damage to the company or LLP
- the company's or LLP's interest in non-disclosure outweighs the interests of any other persons in disclosure

14. Rectification of the register relating to the company's registered office (section 1097A)

How do I apply for rectification of the register?

The registrar can change the registered office address of a company if he/she's satisfied the company isn't authorised to use the address. A person whose address is being misused, or any other person, can apply to the registrar using Form RP07, which requires the:

- applicant's name and address
- identity of the company (name and registered number)
- address of its current registered office
- grounds of the application

Supporting documents or information should be enclosed with your application.

In the case of a private individual, where the address is being used without their authority, this may include:

- Documents showing the applicant's proprietary rights in the address, including leasehold or freehold
- A written agreement entitling the applicant to use the address
- A utility bill sent to the applicant at the address dated within the last 6 months

The above examples may also apply to a service provider where their address is being used without their authority.

In the case of a service provider, where a contract has been entered into and subsequently terminated, this may include:

- Written evidence of the start and termination of the contract, including the applicant's initial request for the service or a receipted invoice showing proof of payment or any other evidence of the company's direct involvement in the process, or
- A copy of the signed contract and the termination letter.

We will consider any other evidence on a case by case basis.

Any supporting evidence sent to the registrar will be provided to the company and its officers for them to consider in making any response. Applicants should avoid sending any personal information they don't wish to be made available to the company and its officers.

Applicants may also receive correspondence addressed to the company from the registrar as described below.

You should address your application for the attention of the Registered Office and Directors' Disputes team at the Companies House address.

What does the registrar do when he receives the application?

On receipt of the application, the registrar will consider if it has a reasonable chance of success. If it doesn't have a reasonable chance, he/she'll dismiss it. Reasons for

dismissing an application might include the company in question being struck off by the register and dissolved, or the applicant not submitting evidence of his proprietary right in the address.

If the registrar intends to proceed with the application, he/she'll give notice to the company at the registered office address and to its directors and secretary (if it has one) at their service and residential addresses. The notice to the company and directors will include:

- the name of the applicant
- the grounds of the application
- a copy of any documents or information which supported the application
- the fact that the applicant can withdraw the application
- a statement that the registrar will change the registered office address unless:
 - the company changes it in accordance with the Act
 - the company objects to the application and provides evidence to the registrar that it is authorised to use that address
 - the applicant withdraws the application
- guidance on the type of evidence that may satisfy the registrar that the company is authorised to use the address
- the fact that the company may appeal the registrar's decision to the court.

The registrar will also give notice of the receipt of the application to the applicant and explain how they may withdraw the application, or how they may appeal the decision of the registrar to the court.

How does the registrar deal with the application?

If the company doesn't reply to the registrar's notice within the 28 days allowed (unless the registrar has extended that period), or doesn't send satisfactory evidence that it's authorised to use the address, the registrar will change the registered office address to a default address. The default address will be at the appropriate Companies House office in the jurisdiction of the company.

The registrar will dismiss the application if the company sends evidence which satisfies the registrar that it's authorised to use the address, the company files a notice to change the registered office address, or the applicant withdraws the application.

In considering the application the registrar may:

- opt to refer the application, or any question relating to it, to the court for determination
- require the applicant or the company to provide any further information he/she may require
- rely on evidence prescribed in the relevant regulations without further enquiry
- consider information provided in respect of a previous application if it's materially the same as the current application

The evidence the registrar may rely on without further enquiry is set out in the regulations. This is:

- documentation evidencing proprietary rights in the address of the registered office, including leasehold or a freehold, for the company or a group company
- a written agreement entitling the company to use the address as the company's registered office address
- a utility bill addressed to the company or a group company at the address of the registered office within the last 6 months

The registrar must give notice of his decision to the applicant and the company. The notice will include the registrar's reasons and a copy of any evidence he/she has relied on. Where the registrar changes the registered office address to a default address, he/she must give the company notice of the default address.

What are the effects of changing the registered office address to a default address?

When the registrar changes the registered office address to a default address, the following provisions of the Act cease to apply to it for a period of 28 days:

- the duty to make certain registers and company records kept by the company available for inspection
- the duty to display company details at the registered office address
- the duty to state information about the company's registered office on business communications and documents
- the duty to provide information about the company's registered office to a person in the course of business

After this period, the company will again need to comply with these requirements and may be subject to enforcement action if it doesn't. In order to comply with these requirements the company needs to change its registered office address to an address which it's authorised to use.

What other provisions apply to the default address?

- the company can't use the default address to keep the company's registers, indexes or other documents
- the registrar isn't required to open any documents delivered to the default address
- the registrar can destroy any document not collected by the company 12 months after its receipt
- the company can collect documents received at the default address (where the company gives 5 working days' notice)
- the registrar can forward documents to the company when the company has changed the default address to a new address

Can I serve documents on the company at the default registered office address?

Where the registrar defaults a company's registered office address to the relevant Companies House address, you can still serve documents on the company at that address.

However, the registrar only has to keep the document in line with the regulations as specified in paragraph 3 above. He/she won't open the document or contact the company to inform it of the receipt of the document, under any circumstances. The registrar only has to retain the document and make it available for collection by the company under the terms of the regulations.

Can a company collect its mail from the default registered office address?

If the registrar has defaulted your company's registered office address to the relevant Companies House address, you can still collect mail delivered there for the company. To do this, make an application to the Registered Office and Directors' Disputes team at the appropriate Companies House address by post, or to addresscomplaints@companieshouse.gov.uk by email.

The application needs to specify the full name and registered number of the company and give the registrar a minimum of 5 working days' notice of the proposed collection. The application must specify the date and time you wish to collect the mail. This must be between the hours of 9am and 5pm.

A serving officer of the company can collect the mail, if the registrar is satisfied they're an officer of the company. The registrar will check the company record to confirm the person collecting the mail is registered as a serving officer of the company. The person will also need to provide photographic evidence (such as a passport or driver's licence) to prove their identity to the satisfaction of the registrar. If the registrar isn't satisfied on any of these conditions, he can refuse the collection of the mail.

Companies may elect to send a nominated representative to collect their mail, instead of a serving officer of the company. In this case, the application must specify the full name of the nominated representative, who will need to bring appropriate photographic evidence, and give the company's express authority for them to collect the mail. This is in addition to the requirements specified in paragraph 2 above.

On collecting the company's mail, the serving officer or nominated representative will need to sign a receipt confirming they've collected the company's mail and the registrar has discharged his obligations under the regulations. The registrar will keep the receipt in case of any future dispute.

How does the company change the default address?

When the company files a paper form AD01 to change the default address to a new registered office address, the registrar may require it to provide:

- documentation (such as a leasehold or freehold agreement) proving proprietary rights in the address of the registered office for the company or a group company
- a written agreement entitling the company to use the address as its registered office
- a utility bill addressed to the company or a group company at the address of the registered office in the last 6 months
- any other information or documents that satisfy the registrar that the company is authorised to use the proposed address as its registered office address.

15. What if a company appoints me without my knowledge or consent?

If the company has appointed you as a director without your knowledge or consent to act, you may apply to the registrar to remove your details from the register. This applies equally to individuals and corporate directors where the company named you as a proposed director in its incorporation document (Form IN01), or in a notification of appointment form (Forms AP01 and AP02). You should note, however, that these new provisions only apply to such statements or notices delivered to the registrar on or after 6 April 2016. You should also note that the provisions do not apply to Limited Liability Partnerships.

Either you, or someone acting on your behalf, may make an application to the registrar under section 1095 of the Companies Act 2006 on Form RP06. You must also include a statement that you did not consent to act as a director of the company. You should address your application to the Registered Office and Directors' Disputes Team at the Companies House address.

16. What does the registrar do on receipt of the application?

If your application is acceptable, the registrar will write to the company in question informing it and the directors of the receipt of the application and inviting them to provide:

- Evidence sufficient to satisfy him that you consented to act, or have otherwise knowingly acted as, a director of the company, and
- A statement by the company that the evidence provided by it is true and not misleading or deceptive in any material particular

The registrar will advise the company that we will share any evidence provided by them with you.

17. What happens next?

This will depend on the response (if any) from the company.

If the company does not provide the necessary evidence and a statement of truth within the time required by the law¹, the registrar will remove the details of your appointment from the register.

If the company does provide evidence and a statement of truth within the permitted time, the registrar will consider whether the evidence is sufficient to satisfy him that you did consent to act, or have otherwise knowingly acted as a director of the company. The company's evidence will not be considered unless the company has also provided a statement of truth. If the registrar is satisfied that there is sufficient evidence to show that you did consent to act or have otherwise knowingly acted as a director of the company, then the registrar will not remove the details of your appointment from the register. The registrar will notify you and the company of his decision. The registrar will provide you with a copy of the evidence supplied by the company.

If the company fails to respond, or if it fails to provide sufficient evidence to satisfy the registrar that (i) you consented to act or (ii) knowingly acted as a director, the registrar will

¹ The Registrar of Companies and Applications for Striking Off Regulations 2009

remove details of your appointment from the register. The registrar will notify you and the company of his decision.

If these details were provided as part of an application for incorporation (IN01), the registrar will remove/redact the details of your appointment but the remainder of the information on the application form will remain on the register. If your details were provided on a notice of appointment (AP01 or AP02) the registrar will remove the notice and annotate the register accordingly.

18. Second Filing - correcting inaccuracies on the register

In certain circumstances customers may be able to submit another form (known as a 'Second Filing') in order to correct inaccuracies that had been submitted on a form that had been delivered previously to the registrar under the Act on or after 1 October 2009.

For example, where an incorrect date of birth had been previously provided in a 'Notice of an appointment as a director' (form AP01), then a Second Filing could be delivered to the registrar restating all of the information previously provided but with the correct date of birth.

The Second Filing would be placed on the register updating the register but the original form will remain there too. A 'Second Filing' of a form may only be filed if the original form **had been properly delivered** and registered, and inaccuracies appear in the registered material. For each Second Filing a **RP04** will need to be submitted for company forms and a **LL RP04** will need to be submitted LLP forms.

You can submit a 'Second Filing' for the following form types:

Companies:

- AP01, AP02, AP03, AP04 - Appointment of director, corporate director, secretary or corporate secretary
- CH01, CH02, CH03, CH04 - Change of director's, corporate director's, secretary's or corporate secretary's details
- TM01, TM02 - Termination of appointment of director or secretary
- SH01 - Return of allotment of shares
- AR01 - Annual Return
- CS01 - Confirmation Statement
- PSC01
- PSC02
- PSC03
- PSC04
- PSC05

- PSC06
- PSC07
- PSC08
- PSC09

LLPs:

- LL AP01, LL AP02 - Appointment of member, Appointment of corporate member
- LL CH01, LL CH02 - Change of member's details, Change of corporate member's details
- LL TM01 - Termination of appointment of member
- LL AR01 - Annual Return
 - LL CS01 - Confirmation Statement
 - LL PSC01
 - LL PSC02
 - LL PSC03
 - LL PSC04
 - LL PSC05
 - LL PSC06
 - LL PSC07
 - LL PSC08
 - LL PSC09

19. How to correct information that I provided in my last confirmation statement

The law only allows a single confirmation statement to be made for a confirmation period, so we cannot accept more than one confirmation statement with the same confirmation date. If you have become aware that the information you provided alongside your last confirmation statement was incorrect then you may need to make a second filing to provide to correct information to the registrar. The correct way to do this is to file a copy of form RP04 on paper alongside the part of the confirmation statement that contains incorrect information (for instance Part 2 should be completed if the statement of capital was incorrect, whereas Part 5 should be completed if the PSC information was incorrect). Only the incorrect information should be amended, the other information given on the form should be the same as was shown on the original filing.

When making a second filing only form RP04 and the part(s) of form CS01 containing the corrected information should be sent to us. You should not send us the front page of form CS01 (which contains the wording of the confirmation statement itself) or any other part(s) of form CS01 which have not been corrected.

Chapter 3

Other registrar's powers

1. Agreement for delivery by electronic means: the PROOF process (Section 1070)

PROOF stands for PROtected On line Filing. A company or LLP can enter into an agreement with the registrar that it will file certain specified documents electronically only. On the basis of this agreement, the registrar will not accept those documents when delivered in paper form for that company or LLP other than in the circumstances set out in the agreement. The purpose of this is to allow companies and LLPs to protect themselves against the risk of being hijacked or having other false filings made against them. You can sign up on line by visiting our website.

2. How long does the registrar keep documents? (Section 1083)

The registrar must normally keep original paper documents for companies and LLPs for 3 years after receiving them. He does this by keeping an electronic image of all documents delivered to him. After that time he can destroy them as long as he has recorded the information contained in them. This applies to all documents that the registrar is holding when this provision comes into force on 1 October 2009 and to documents subsequently received. Where the registrar receives a document electronically, he does not have to keep the original document, as long as he has recorded the information in the register.

3. What about dissolved companies and LLPs? (Section 1084)

Once a company or LLP has been dissolved for 2 years, the registrar may direct that records relating to it may be removed to the relevant Public Record Office for England and Wales and Northern Ireland; and to the National Archives for Scotland. That office is then responsible for keeping the documents in accordance with their own rules.

The same provisions apply to overseas companies that appear to have ceased to have any connection with the UK and to credit or financial institutions which are no longer required to file accounts with the registrar.

4. Voluntary filing of translations (Section 1106)

Companies and LLPs may deliver voluntary translations of documents that they are delivering or have previously delivered to the registrar that are subject to the Directive disclosure requirements (see section 1078 of the Act).

If you wish to file a voluntary translation you must send the translation accompanied by Form VT01 or LL VT01. The registrar needs this so that he can link the translated version of the document with the original. You can only file voluntary translations on paper; the facility does not yet extend to electronic filing. If you want to see full details of the registrar's rules regarding filing voluntary translations (Volume 2, Part 10, Chapter 3), please visit our website.

5. Transliteration of names and addresses

Names and addresses in documents delivered to the registrar (of both individuals, companies and LLPs) must only consist of permitted characters and symbols as specified in the Registrar of Companies and Applications for Striking-Off Regulations 2009.

There are, however, some documents where you can use “non-permitted” characters and symbols in respect of names and addresses within them.

These are:

- a memorandum of association (applies to companies only)
- a company's articles (applies to companies only)
- a court order
- an agreement affecting a company's constitution delivered under Chapter 3 of Part 3 of the Act (applies to companies only)
- a valuation report delivered under section 94(2)(d) of the Act (applies to companies only)
- a document delivered in respect of a company or LLP included in accounts of larger group required to deliver group accounts delivered under sections 400(2)(e) and 401(2)(f) of the Act, or as applied by regulation 10 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009
- a charge instrument or copy charge instrument delivered to the registrar (company charges) delivered under Part 25 of the Act or as applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) (Amendment) Regulations 2013
- a certified copy of the constitution of an overseas company delivered under regulations 8, 14 or 15 of the Overseas Companies Regulations 2009
- a copy of accounting documents of an overseas company delivered under regulations 9, 32, 45 or 36 of the Overseas Companies Regulations 2009
- a copy of the annual accounts of an overseas company or certain credit or financial institution (to which Chapter 2 of Part 6 of the Overseas Companies Regulations 2009 applies) delivered under section 441 of the Act

6. Certification of documents

Where a document delivered to the registrar has to be certified as an accurate translation, or as a correct copy, the registrar has made rules on who is able to certify documents. Different rules apply depending on whether the obligation to deliver the document arose before 1 October 2009, or on or after that date. If you want to see full details of the registrar rules on certification, please refer to our website.

Chapter 4

Quality of documents

1. What happens to the documents I send to Companies House?

We scan the documents and forms you deliver to us to produce an electronic image. We then store the original paper documents and use the electronic image as the working document.

When a customer searches a record, they see the electronic image reproduced online. So it is important not only that the original is legible, but that it can also produce a clear copy.

This chapter sets out some guidelines to follow when preparing a document for filing at Companies House.

2. How should I set out documents?

Documents filed electronically

Documents filed electronically must comply with the specifications set out by the registrar in his rules on electronic filing. The formats for software filing are contained in the rules published on the website, and our website contains all the formats you will need to file via that method.

Paper documents

Generally, every paper document sent to Companies House must state in a prominent position the registered name and number of the company or LLP. There are a few exceptions to this rule, which are set out in the published registrar's rules.

Paper documents should be on A4 size, plain white paper with a matt finish. The text should be black, clear, legible and of uniform density. Letters and numbers must be clear and legible so that we can make an acceptable copy of the document. The following guidelines may help:

When you fill in a form please:

- use black ink or black type
- use bold lettering (some elegant thin typefaces and pens give poor quality copies)
- don't send a carbon copy
- don't use a dot matrix printer;
- remember - photocopies can result in a grey shade that will not scan well

When you complete other documents, please remember:

- the points already made relating to completing forms
- to use A4 size paper with a good margin
- to supply them in portrait format (that is with the shorter edge across the top)
- to include the registered number and name on the first page

3. Where can I find out more about this?

For further guidance on print requirements please visit our website or email your enquiry or telephone 0303 1234 500.

Chapter 5 Further Information

1. How do I deliver information to Companies House?

For full details of all the ways of delivering documents to Companies House, electronically or on paper, please refer to the registrar's rules which appear on our website. The safest and most secure way to deliver statutory information to Companies House is to use our online filing services. For more information and registration details please visit our website.

If you are delivering documents by post, courier or Document Exchange Service (DX) and would like a receipt, Companies House will provide an acknowledgement if you enclose a copy of your covering letter with a pre-paid addressed return envelope. We will barcode your copy letter with the date of receipt and return it to you in the envelope provided.

Please note: an acknowledgement of receipt does not mean that a document has been accepted for registration at Companies House.

Please Note: Companies House does not accept any statutory documents by fax, pdf (except for electronically filed certified copies of charge instruments) or by email.

2. Do I have to pay to file documents at Companies House?

You do not have to pay a fee for many of the documents that you have to send to Companies House, but some do require a fee and we will not accept them for registration without it. For full details you should refer to our website.

3. Can I file documents in other languages?

As a general rule the law requires that you deliver documents to Companies House in English, however there are exceptions which are detailed below. Companies and LLPs can deliver the following documents in languages other than English if the document is accompanied by a certified translation into English:

- resolutions and agreements affecting a company's constitution delivered under Chapter 3 of Part 3 of the Act (applies to companies only)
- accounts of larger EEA (European Economic Area) groups, the group accounts and parent undertaking's annual report
- accounts of larger non-EEA groups, the group accounts and, where appropriate, the consolidated annual report
- a charge instrument or copy charge instrument
- valuation report required to be delivered to the registrar under section 94(2)(d) of the Act (applies to companies only)
- articles of association (applies to companies only)
- memorandum of association (applies to companies only)
- court orders

There are different exceptions for Welsh companies and Welsh LLPs (those complying with section 88 of the Act or as applied by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009) who are entitled to draw up and deliver certain documents in Welsh without the need of an accompanying certified translation in English. A full list of the excepted documents can be found in our guidance entitled 'Conducting business in Welsh (GP05)' available on our website.

4. Where do I get forms and guidance?

This is one in a series of Companies House guidance notes which provide a simple guide to the Act.

All statutory forms and guides are available, free of charge from Companies House. The quickest way to get them is on our website or by telephoning 0303 1234 500.

You can also obtain forms from company law stationers, accountants, solicitors and company formation agents.

how to contact us

Version 3.6 (06/16)

contact centre: **0303 1234 500**

(for training and quality purposes your call may be monitored)

mini-com: 029 2038 1245

enquiries@companieshouse.gov.uk

www.gov.uk/companieshouse

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Crown Way
Cardiff CF14 3UZ

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