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FACTSHEET TO CREATE A SET OF [GUIDANCE NOTES](#).



Fact Sheets for the
Company Secretary

Fact Sheet 09: Registers of the Company

A company needs to keep the following registers:

Name of register
Register of members
Register of directors
Register of secretaries
Register of debenture holders
Register of charges
Register of directors' residential addresses

For inspection?

Inspection regime for companies

Under the Companies Act 2006, the registers must be available for inspection by members and the public. Such inspection is free of charge, unless the company has registered a 'SAIL' (see previous fact sheet for details). If a company has a SAIL, only members may inspect the register free of charge; all other persons must pay a fee.

The register must be available for inspection at the company's registered office or at a place specified in the SAIL, between 9am and 5pm on each working day. The company must provide a copy of a register if requested, and the information will be used, and any fee paid, for the purposes for which the information was provided for them.

The company has a 5 day period to comply with the request to inspect/produce a copy of the register or to apply to the court for relief from the obligation to provide access to the register of members. If the company thinks the request has been made for improper purpose, it may apply to the court for an order relieving it of the obligation to fulfil the request. If the court is satisfied that the person who made the request pay the company's costs. The court may also make an order, or the proceedings are

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discontinued, then the company

Refusal by a company to permit default can be liable. This does not comply with the request.

There are two offences in connection with *the requirement to provide information* to the register. First, it is an offence knowingly or recklessly to make a statement which is false or misleading in a material particular. Second, it is an offence for a person to *disclose to another person* information which he knows or suspects that the other person is likely to use for a purpose that is not a proper purpose.

Register of members¹

The register of members must be established, and is subject to the provisions of the Act.

For small or medium sized companies, a paper-based register is acceptable. There are software packages available which can be stored on a computer, but can be printed out for inspection.

Register of directors²

The register of directors must be established, and is subject to the provisions of the Act.

Since the implementation of the provisions of the Act, the service address for entry onto the register is a service address. A service address means an address at which a director may be effectively served on the register. A director may give the service address as his or her service address. The service address may also be the director's residential address, but this will not be apparent from the public records.

The register no longer needs to be established if the company has no directors now have to provide any name or address of a director who is under the age of 16.

Register of secretaries³

The register of secretaries must be established, and is subject to the provisions of the Act.

As for directors, the address to which documents may be effectively served on the company secretary's usual residential address may be effectively served on the company secretary.

¹ Register of Members (CO.REG.01)

² Register Of Directors (Individuals) (CO.REG.02)
Register Of Directors (Corporate) (CO.REG.03)

³ Register Of Company Secretaries (CO.REG.04)
Register Of Company Secretaries (CO.REG.05)

comply with the request.

for which every company officer in default can be liable. This does not comply with the request.

for access to the register. First, in relation to the requirement to provide information to the register, it is an offence knowingly or recklessly to make a statement which is false or misleading in a material particular. Second, it is an offence for a person to disclose to another person information which he knows or suspects that the other person is likely to use for a purpose that is not a proper purpose.

office or SAIL if one has been established, and is subject to the provisions of the Act.

leaf book will suffice. Alternatively, there are software packages available which can be stored on a computer, but can be printed out for inspection.

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individual directors can provide a service address for entry onto the register. A service address means an address at which a director may be effectively served on the register. A director may give the service address as his or her service address. The service address may also be the director's residential address, but this will not be apparent from the public records.

directorships held. However, directors must provide any name or address of a director who is under the age of 16.

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(DUP)
(DUP)

company's registered office as same as the company secretary public record.

Register of debenture holders

There is no legal requirement to keep a register of debenture holders, but a register will become necessary if debentures are issued. If a company does have a register of debenture holders, it can be kept at the registered office or SAIL, in which case it is subject to the inspection regime.

Register of charges⁴

A register must be kept of all charges created over the property of the company or the undertaking. The register must be kept below, copies of the instrument creating the charge must be made available for inspection at the registered office or SAIL, in which case it is subject to the inspection regime.

In addition to entry on the company register, the following (a) to (i) charges must be registered with Companies House:

- a charge on land or any other hereditament, or a periodical sum issuing out of or charged on land or any other hereditament;
- a charge created or evidenced by an instrument which would require registration if it were a conveyance of land;
- a charge for the purpose of securing a loan or other sum of money, whether or not the loan or other sum is actually advanced, on any debentures, whether or not the debentures are secured by a charge;
- a charge on uncalled shares in the company;
- a charge on calls made or to be made on shares in the company;
- a charge on book debts or other debts due or to become due to the company;
- a floating charge on the undertaking or property of the company;
- a charge on a ship or aircraft registered in the United Kingdom;
- a charge on goodwill or other intangible moveable property.

The charges should be notified to Companies House by submitting a copy of the instrument creating the charge. Registration is primarily the duty of the company or the debenture holder or trustee, rather than the registrar.

Register of directors' residential addresses

⁴ Register of Charges (CO.REG.07)

⁵ Companies House Form - Particulars of Charges (CO.REG.MG01.DUP)

⁶ Register of Directors' Residential Addresses (CO.REG.MG01.DUP)

s. The service address may also be the same as the company secretary's, but this will not be apparent from the public record.

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- a charge on land or any other hereditament, or a periodical sum issuing out of or charged on land or any other hereditament;
- a charge created or evidenced by an instrument which, if executed by an individual, would require registration if it were a conveyance of land;
- a charge for the purpose of securing a loan or other sum of money, whether or not the loan or other sum is actually advanced, on any debentures, whether or not the debentures are secured by a charge;
- a charge on uncalled shares in the company;
- a charge on calls made or to be made on shares in the company;
- a charge on book debts or other debts due or to become due to the company;
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⁶ Register of Directors' Residential Addresses (CO.REG.MG01.DUP)

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the Register of directors that the address for each individual director. Companies must now keep a record of directors' addresses does not ne