

REDUCING THE REGULATORY BURDEN

CHANGES TO COMPANIES' STATUTORY REGISTERS AND FILING REQUIREMENTS

Introduction

On 30 June 2016, changes will be made to companies' record keeping and Companies House filing requirements which are aimed at reducing the regulatory burden. These include:

- giving private companies the option to keep their statutory registers at Companies House (rather than having to maintain their own registers); and
- replacing the annual return with a new confirmation statement.

Following the introduction of the requirement for companies to maintain a PSC register from 6 April 2016, companies will have to provide information on their PSCs in the new confirmation statement.

This bulletin highlights the key changes.

Option to keep registers at Companies House

From 30 June, private companies will be able to elect to keep the information currently held in their registers of members, directors, directors' residential addresses, secretaries and PSCs on the public register at Companies House, instead of maintaining their own registers.

How is an election made?

An election can be made in relation to all or any of the registers.

- *For the PSC register* - the company must give 14 days' notice of its intention to each of its current PSCs or registrable RLEs stated in its PSC register and no objections must have been received from any of them within the notice period.
- *For the register of members* - all of its members must have consented to an election being made.

An election is made by filing the applicable election forms at Companies House: EH01 (register of directors), EH02 (register of directors' residential addresses), EH03 (register of secretaries), EH04 (register of PSCs) and EH05 (register of members). There is no need to create and actually deliver copies of registers to Companies House - all the required information is provided in the relevant forms.

What are the principal pros and cons of opting to keep registers at Companies House?

The facility to keep registers at Companies House may be useful for small companies who don't want the burden of having to maintain their own registers and make them available for inspection. However, there are a number of disadvantages of making the election, particularly in relation to the registers of members and PSCs. These include:

- having to disclose on the public register certain information which would otherwise be protected, such as members' addresses and the full dates of birth of PSCs;
- having to notify Companies House of changes to members and PSC information in real time, rather than periodically through the confirmation statement process;
- still having to retain and make available for inspection historic registers of members and PSCs; and
- timing implications as to when a person becomes, or ceases to be, a member of the company.

Confirmation statement

What is the new confirmation process?

A confirmation statement will replace the annual return from 30 June. It aims to ensure that each company has verified its information held at Companies House and provided up to date information about its members and PSCs at least once a year.

Rather than providing a snapshot of a company's information at its current annual return date, a company will be required to check that the information held at Companies House is accurate, notify any changes and then confirm its accuracy by filing a confirmation statement (form CS01) and the related fee (£13 when filed online or £40 for paper filing).

What information needs to be included in the confirmation statement?

In addition to the general confirmation statement, companies can update the information on their principal place of business, statement of capital, members and PSCs on the form CS01.

Any other changes that have taken place (for example, in relation to officers or registered office address) will have to be notified separately, either before or at the same time as the confirmation statement, on the relevant Companies House forms.

When does the confirmation statement have to be filed?

Companies will need to file their first confirmation statement within 14 days of the date on which their next annual return after 30 June would have been due. Failure to do so is a criminal offence.

A confirmation statement will then have to be filed at least once every 12 months. If a company files an additional confirmation statement before its next 12 months deadline, this restarts the clock for the 12 month period by which the next confirmation statement must be filed. Companies will need to file their confirmation statement within 14 days (rather than 28 days) of their due date. They will only be charged a confirmation statement fee once for each 12 month period, regardless of how many confirmation statements they file in those 12 months.

Can annual returns still be filed on or after 30 June?

Companies with an annual return date on or before 29 June must still file an annual return (and companies with a later annual return date can still file an annual return, provided it is made up to a date on or before 29 June). Annual returns delivered to Companies House on or after 30 June will have to be filed on a revised annual return form (which will be released on 30 June).

Companies House guidance

Companies House has published guidance on completing the confirmation statement. This is accessible [here](#).

PSC information to be filed at Companies House

When will companies need to file their PSC information?

From 30 June, PSC information will need to be provided to Companies House at least once a year, either:

- as part of the annual confirmation statement process; or
- for private companies that elect to keep their PSC register at Companies House, by filing changes to their PSC information in real time, rather than as part of the confirmation statement process (see above).

What information will companies need to file?

In their first confirmation statement, companies will need to send all the information that has been recorded in their PSC registers since 6 April 2016 (ie the date the PSC regime came into effect). In subsequent confirmation statements, companies will need to either confirm that there have been no changes to their PSC registers or provide details of all new entries in their PSC registers (so that all changes to a company's PSCs, up to the date of the last confirmation statement, can be tracked at Companies House).

PSC information delivered to Companies House (other than a PSC's residential address and the day element of a PSC's date of birth) will usually be made available on the public register. However, if any of your PSCs have applied for, or have been granted, protection against public disclosure of their details, you must file a different paper version of the confirmation statement instead (available from the secure registers team at Companies House).

Further information on PSC regime

For further guidance on the PSC regime, see our earlier bulletin which is accessible [here](#).

Application to LLPs

Similar changes will apply to LLPs (limited liability partnerships), but with adaptations to reflect the different nature and structure of LLPs.

Actions

- For private companies, consider if you wish to keep any of your statutory registers at Companies House (bearing in mind that this can result in additional disclosures on the public register).
- Ensure you are ready to provide the additional PSC information that is required in the confirmation statement.
- If any of your PSCs' information is protected from public disclosure, ensure you use the bespoke paper version of the confirmation statement.
- Be alert to the shorter filing period for confirmation statements of 14 days from the due date (down from 28 days for the annual return).
- Use the revised annual return form if you are delivering an annual return to Companies House on or after 30 June.

Further guidance

Please get in touch with your usual Corporate contact at DLA Piper if you would like any further guidance or advice on these changes.

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