

COMPANY LAW UPDATE - OCTOBER 2009



Company Officers – a Matter of your Public Record

After a raft of changes addressing accounts disclosure, filing deadlines and company administration, one of the more welcome changes introduced by the Companies Act 2006 (CA 2006) is the opportunity for company directors and secretaries, and LLP members (hereafter officers) to restrict the availability of their residential address kept on public record. The change came into effect on 1 October this year.

Previously, the residential address of officers was the only address held by the UK company registrar, Companies House, and was available to anyone willing to pay their small administration fee.

From 1 October 2009, Companies House will hold two categories of address for officers: Service

Addresses and Residential Addresses. Service Addresses will be publicly available and Residential Addresses available only to specified public authorities and credit agencies. For officers who do nothing, their current residential address will become both their Service and Residential address, under the new regime.

There is a clear privacy advantage attainable by registering different Service and Residential addresses.

What is a Service Address?

The Service Address of an individual will be an address where company documents can be received and, if required, acknowledged. The address cannot be a PO Box address or a DX number.

An officer can choose any address as his Service Address, including his residential address. In many cases, a practical alternative to an individual's residential address will be the trading premises or registered office of the business.

How to change your Service Address

Executing a change in the Service Address is a simple procedure implemented by the completion and submission to Companies House of forms CH01 for directors, forms CH03 for individual company secretaries and forms LL CH01 for LLP members. The forms can be submitted as hard copies or electronically via Companies House's website, and will not incur a filing fee. Dixon Wilson are able to make this change online, on behalf of directors, so long as we have their prior agreement, without the need for an officer to physically sign a form.

How much privacy will this really introduce?

Those officers appointed for the first time after 1 October will benefit most from the new regime. Officers appointed prior to 1 October will observe a transitional period of indefinite duration.

Once a Service Address is changed, current information with Companies

House will show an individual's Service Address. For instance, a search for director's details at Companies House will show only the current Service Address of a director.

However, previously filed records will show an individual's usual residential address at the time the information was filed, in accordance with the law in force prior to 1 October. A motivated researcher could easily, therefore, ascertain the likely residential address of an officer by looking at a company's past records for which the individual was or is an officer. Although, it is worth noting that this information would not be current and, as time marches on and officers move home, could at best be an indicator of their likely residential address.

However, in exceptional circumstances, if an officer is concerned that he may be at risk of violence or intimidation as a consequence of the activities of a company or LLP of which he is an officer, then he may apply for his previously disclosed residential address to be made unavailable for public inspection. Such an application, if successful, would necessitate alteration of previously

filed documents and incur an incremental fee.

According to the same circumstances, an officer may also apply for nondisclosure of his current Residential Address to specified public authorities and credit agencies. Application would incur a £100 fee.

Final commentary

In summary, the Companies Act 2006 has initiated a move towards greater privacy for officers. However, the clear intention to absolve these individuals of their pre 1 October predicament, whereby publicly disclosing their usual residential address, may need some time to take full effect due to the availability of records filed prior to 1 October 2009.

That said, we would encourage all officers to consider changing their Service Address to take advantage of the new rules, despite their limitations.

Please contact one of the authors of this publication, or your usual contact at Dixon Wilson if you would like further information and guidance on this subject.



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