

Directors' Addresses

April 2009

Individuals who apply for, and are successfully granted, a confidentiality order under section 723 of the Companies Act 1985 are entitled to provide the Registrar of Companies with a service address for display on the public record, rather than their residential address. Their usual residential address is kept on a secure register to which access is restricted to specified enforcement authorities.

Directors' addresses - Registrar of Companies

With effect from 1 October 2009, all company directors must provide the Registrar of Companies with a service address in addition to their usual residential address. There is no requirement for these two addresses to be different, however directors may wish to use a separate service address to protect their residential address details.

Residential addresses notified to the Registrar of Companies will be kept confidential and only service addresses will be displayed on the public record. However, the Registrar of Companies may be called upon to disclose the residential address of directors when public authorities or credit reference agencies make requests for this information. For directors with a confidentiality order in place prior to 1 October 2009, additional protection will exist as the Registrar of Companies will be only be permitted to disclose the residential address of those directors to public authorities, preventing other enforcement authorities such as credit reference agencies from accessing this information. The relevant existing residential address of a director or secretary will be deemed, on and after 1 October 2009, to be a service address, and any entry in the company's register of directors or secretaries stating that address will be treated, on and after that date, as complying with the obligation in the Companies Act 2006 to state a service address.

Confidentiality

If, after 1 October 2009, a director without an existing confidentiality order chooses to update his address details by providing the Registrar of Companies with a service address differing from his usual residential address, the existing address details, as noted on the previously filed form 288a, will remain on the public record. Separate provision is made in the Companies Act 2006 to allow for the removal of such addresses retrospectively if the director considers it a risk to have this address on the public record. This additional protection is consistent with the benefits afforded by those having a confidentiality order in place prior to 1 October 2009, meaning the Registrar of Companies may only disclose such residential addresses to public authorities and not credit reference agencies.

Directors who wish to take advantage of these removal provisions will be required to make an application in the prescribed form for consideration by the Registrar of Companies. This may also apply in situations where the director's home address is inadvertently used instead of his service address. In all cases, the application must contain a statement of the grounds on which it is made and be accompanied by supporting evidence. This facility does however only apply to addresses placed on the register on or after 1 January 2003.

It is the responsibility of the director to ensure any change to their service address is notified not only to each company that he serves as a director of, but also to the Registrar of Companies. Failure to notify such a change can render a service address ineffective and may consequently result in their residential address being placed on the public record. The Registrar of Companies must send a warning notice to the director and to all

companies of which that individual is a director before taking such action.

If a decision is made by the Registrar of Companies to display a director's residential address, each company that the individual is a director of must also update their register of directors and secretaries to show the residential address as the service address and such director will be prohibited from registering a service address other than his residential address for a period of five years.

Directors' addresses - statutory registers

The service address notified by a director to the company will be shown in the register of directors and secretaries. In addition to the register of directors and secretaries, companies will be obliged to maintain a register of directors' residential addresses holding the current residential address of each director who is an individual. This register will be confidential, will have restricted access rights, and will not be open to public inspection.

A company will be prohibited from using or disclosing a director's usual residential address, or the fact that a service address is the usual residential address without such director's prior consent (by virtue of this being protected information), except in situations where a company must comply with an obligation to send information to the Registrar, when required by a court, or if used to communicate with a director.

Company Secretary

From 1 October 2009, company secretaries need only provide a service address to a company and this address will be used for appointments notified to the Registrar of Companies.

Additional considerations:

- from 1 October 2009 there will be no requirement to disclose details of other directorships to the Registrar of Companies when being appointed as a director
- when displaying service contracts at the registered office, care should be taken to remove the director's residential address from view as it is an offence to disclose the residential address without consent from the director

- directors may provide a service address in respect of any shareholdings they may have to prevent accidental disclosure of their residential address in the register of members

Should you have concerns, Burness LLP is able to offer a service address facility to the directors of your company. Our annual fee for this service is £200 plus VAT per director.

If you would like more information regarding this service or for further details regarding the information above please contact:



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