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Companies
Act 2006
requirements
for record
keeping



Companies Act 2006 requirements for record keeping

“Company records” are defined in the Companies Act 2006 (the “CA 2006”) as any register, index, accounting records, agreement, memorandum, minutes or other document required by the legislation (which include the CA 2006 and the those provisions of the Companies Act 1985 (the “CA 1985” which remain in force) to be kept by a company, and any register of its debenture holders.

Legislation allows company records to be kept in hard copy or electronic form and arranged as the directors think fit. If they are in electronic form however, they must be capable of being reproduced in hard copy and, whatever the form in which they are kept, the company must take precautions against its records being falsified.

Directors: records of directors’ meetings

All companies must keep minutes of directors’ meetings for ten years from the date of the meeting and if they do not, every officer who is in default will commit an offence.

Minutes of a directors’ meetings that appear to be authenticated by the chairman of the meeting (or of the next meeting) are evidence of the proceedings at the meeting and (until the contrary is proved) the meeting is deemed to have been duly held and convened, the proceedings are deemed to have taken place and all appointments made at it are deemed valid.

Shareholders: records of members’ resolutions and meetings

Every company must keep the following, and make them available for inspection, at its registered office or other specified inspection place for ten years from the date of the resolution, decision or meeting:

- copies of members’ resolutions passed otherwise than at general meetings (which would include all written resolutions);

- minutes of general meetings; and
- details of decisions provided by a sole member.

If this requirement is not met, every officer who is in default will have committed an offence.

These records are evidence of the resolutions passed and thus the manner in which the company in run.

As far as evidence of a record of a resolution passed other than at a general meeting is concerned, any such resolution that appears to be signed by a director or the company secretary is evidence of the passing of the resolution and where there are records of the proceedings of a general meeting (until the contrary is proved), the meeting is deemed to have been duly held and convened, the proceedings are deemed to have taken place and all appointments made at it are deemed valid.

Companies may pass resolutions in writing and where a private company keeps a record of a written resolution, the requirements of the CA 2006 with respect to that written resolution are deemed to have been complied with unless the contrary is proved.

Minutes of a members’ meeting that appear to be signed by the chairman of the meeting (or of the next meeting) are evidence of the proceedings at the meeting.

Where a company has only one shareholder, and so is a sole member company, that sole member must provide the company with details of a decision that he has taken which could have been taken by the company in general meeting and which has effect as if agreed by the company in general meeting. While failing to do this does not affect the validity of the decision, it may constitute an offence by the member.



Location of records

The Companies (Company Records) Regulations 2008 (the “Company Records Regulations”) set out the requirements for the location, inspection and provision of copies of company records.

Generally, records are kept at the company’s registered office. However, a company can specify an alternative inspection location for the keeping of records which are required to be available for inspection, provided that such alternative location is a single location for everything listed in section 1136(2) of the CA 2006, is in the same part of the UK as the company’s registered office and is notified to the Registrar on form AD03 within 14 days.

The records which the CA 2006 specifies may be kept at such an alternative inspection location are:

- the register of members (where the company has elected to hold its register of members centrally, a historic register of members for the period when the election was not in force);
- the register of directors;
- all directors’ service contracts;
- all directors’ indemnities;
- the register of secretaries;
- records of all resolutions;
- any contracts relating to the company’s purchase of its own shares;
- all documents relating to a private company’s redemption or purchase of its own shares out of capital;
- the register of debenture holders;
- the register of people with significant control over a company (being the PSC register, as detailed in previous notes by Cummings Law and available on our website under “Publications”), and also the history PSC register, if required;
- for a public company, the reports to members of the outcome of any investigation into interests in its shares;

- for a public company, the register of interests in shares disclosed; and
- all instruments creating charges created before 6 April 2013.

Failing to keep adequate records is an offence by the officers of the company and, in most cases, the company itself.

The single alternative inspection location (the “SAIL”) is not equivalent to the place where the company’s register of members is made up and if a company has notified Companies House that its register of members is kept at an address, this address will not be its SAIL.

Where a company has specified an alternative inspection location for its records, it is required to disclose the address of that place and the type of records kept at that place to any person it deals with in the course of business and who makes a written request for such information. The company is required to send a written response to that person within five working days of receiving the request.

Option to keep information relating to directors and secretaries on central register

The CA 2006 brought into force the procedure to allow private companies to keep information on the central register instead of the register of directors and/or the register of directors’ residential addresses.

Private companies also have the option of keeping the register of members and the PSC register only on the public register maintained by the Registrar of Companies.

Inspection and copying of records

A person who has a right of inspection can require a private company to make its company records available to them by notice.

The notice period is ten working days other than during the period of notice for a general meeting or a class meeting or during the period



for agreeing to a written resolution when it is two working days, and the notice must set out the working day and time (between 9am and 3pm) of the inspection. The company must then make its records available for inspection for at least two hours between 9.00 am and 5.00 pm on that day unless it is a public company, which must make its company records available for inspection for at least two hours between 9.00 am and 5.00 pm on each working day.

Companies are not required to alter the presentation of records to suit the person inspecting them.

Companies must allow a person inspecting their records to make a copy. The company is not obliged to give assistance in the copying, but (in general) it must provide a hard copy if requested and/or an electronic copy if requested (unless only hard copies are kept).

Statute provides that companies are allowed to charge for copies and/or inspections of certain records.

**This document is for general guidance only. It does not constitute advice
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