

# Inspection of registers – companies

## Checklist

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## Introduction

For sports organisations registered as a private company with Companies House, there are legal requirements to ensure transparency and access to certain information held by your company. While you may seek further details from Companies House on the content of registers, the checklists below illustrates your responsibilities to provide access to the general public and to auditors.

## Overview

Companies are required to keep statutory registers.

The Companies Act provides detailed rules on the format in which registers can be kept and where they can be kept.

There are rights of access to these registers for certain people and, for most of the registers, also for the general public.

## Checklist

### Location of registers

- Registers must be available at the registered office or at the SAIL (single alternative inspection location) that the company has notified to Companies House as the location of its registers, where inspections may be carried out.
- In order to use a SAIL a company must ensure these statutory criteria are met:
  - The SAIL must be situated in the part of the UK in which the company is registered.
  - The company must notify Companies House that it is using a SAIL and supply details of that location (form AD02).
  - The company must notify Companies House which records are kept at the SAIL (form AD03).
- All records of a given type (e.g. registers) must be kept together at one location, they cannot be split between the registered office and a SAIL.

### Request from business contact for location information

- If a person with whom the company deals in the ordinary course of business makes a written request to the company for disclosure of its registered office address and any other address where it keeps company records for inspection, and which records are kept there, the company must provide that information. The company must also state the address of any SAIL it is using and indicate which records are kept there.
- A time limit of five working days applies for the company's response.

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## Registers open to public access

- These registers are open to public access:
  - register of members;
  - register of directors; and
  - register of secretaries.
- Note that the register of directors' residential addresses is not open to public inspection.

## Inspection – access hours

- The registers of a private company must be available for inspection for at least two hours between 9am and 3pm on business days.

## Procedure

### Inspection request – notice period

- A person wishing to inspect a company's registers must give at least 10 days' notice.
- Two days if the request is made during the notice period for a general meeting or during the circulation period for a written resolution of the company's members.

### Inspection fees

- Members may inspect the registers without charge as can the auditors or independent examiner.
- Members of the public can be required to pay an inspection fee for an inspection of the register of members (although in practice this is rarely imposed by companies). The fee rate is prescribed by regulations at £3.50 per hour (or part thereof) during which the register is inspected.

### Inspection request – register of members

- The access request must provide the name and address of the person making that request.
- The request must state what the information will be used for, whether it will be shared with anyone else and, if so who and for what purpose.
- The company has five days to comply with the request or make an application to court.
- If the company does not consider the request is made for a proper purpose it may, within five days, apply to the court for an order to that effect, which enables it to deny the access request. This is extremely rare in practice.
- The Companies Act 2006 does not specify what is, or is not a 'proper purpose'. The Institute of Chartered Secretaries and Administrators has issued guidance for commercial companies, which may be a useful reference point for the boards of charitable companies and the subsidiaries of charities.

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## Filing requirements

- If the company chooses to use a SAIL as the location for its statutory registers, it must notify Companies House (see above).

## Notes

- The Companies Act requires various other documents to be available for public inspection. However, most of these relate to commercial companies limited by shares so they will not be relevant to a charity (e.g. a director's service contract or a contract for the purchase of a company's own shares from a shareholder).

## More information

In addition to the Companies Act provisions, there are detailed regulations in:

- the Companies (Company Records) Regulations 2008 SI 3006 of 2008; and
- the Companies (Fees for Inspection of Company Records) Regulations 2008 SI 3007 of 2008.

