



# Companies Act 2006

## 2006 CHAPTER 46

### [<sup>F1</sup>PART 21A

#### INFORMATION ABOUT PEOPLE WITH SIGNIFICANT CONTROL

### [<sup>F1</sup>CHAPTER 2

#### INFORMATION-GATHERING

##### Annotations:

##### Amendments (Textual)

- F1** Pt. 21A inserted (26.5.2015 for specified purposes, 6.4.2016 except for the insertion of ss. 790M(9) (c), 790W-790ZE and 30.6.2016 so far as not already in force) by [Small Business, Enterprise and Employment Act 2015 \(c. 26\)](#), s. 164(1), [Sch. 3 para. 1](#); S.I. 2015/1329, reg. 3(a); S.I. 2015/2029, regs. 4(a), 5(a)

#### *Duty on companies*

### **790D Company's duty to investigate and obtain information**

- (1) A company to which this Part applies must take reasonable steps—
  - (a) to find out if there is anyone who is a registrable person or a registrable relevant legal entity in relation to the company, and
  - (b) if so, to identify them.
- (2) Without limiting subsection (1), a company to which this Part applies must give notice to anyone whom it knows or has reasonable cause to believe to be a registrable person or a registrable relevant legal entity in relation to it.
- (3) The notice, if addressed to an individual, must require the addressee—

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- (a) to state whether or not he or she is a registrable person in relation to the company (within the meaning of this Part), and
  - (b) if so, to confirm or correct any particulars of his or hers that are included in the notice, and supply any that are missing.
- (4) The notice, if addressed to a legal entity, must require the addressee—
- (a) to state whether or not it is a registrable relevant legal entity in relation to the company (within the meaning of this Part), and
  - (b) if so, to confirm or correct any of its particulars that are included in the notice, and supply any that are missing.
- (5) A company to which this Part applies may also give notice to a person under this section if it knows or has reasonable cause to believe that the person—
- (a) knows the identity of someone who falls within subsection (6), or
  - (b) knows the identity of someone likely to have that knowledge.
- (6) The persons who fall within this subsection are—
- (a) any registrable person in relation to the company;
  - (b) any relevant legal entity in relation to the company;
  - (c) any entity which would be a relevant legal entity in relation to the company but for the fact that section 790C(6)(b) does not apply in respect of it.
- (7) A notice under subsection (5) may require the addressee—
- (a) to state whether or not the addressee knows the identity of—
    - (i) any person who falls within subsection (6), or
    - (ii) any person likely to have that knowledge, and
  - (b) if so, to supply any particulars of theirs that are within the addressee's knowledge, and state whether or not the particulars are being supplied with the knowledge of each of the persons concerned.
- (8) A notice under this section must state that the addressee is to comply with the notice by no later than the end of the period of one month beginning with the date of the notice.
- (9) The Secretary of State may by regulations make further provision about the giving of notices under this section, including the form and content of any such notices and the manner in which they must be given.
- (10) Regulations under subsection (9) are subject to negative resolution procedure.
- (11) A company is not required to take steps or give notice under this section with respect to a registrable person or registrable relevant legal entity if—
- (a) the company has already been informed of the person's status as a registrable person or registrable relevant legal entity in relation to it, and been supplied with all the particulars, and
  - (b) in the case of a registrable person, the information and particulars were provided either by the person concerned or with his or her knowledge.
- (12) A person to whom a notice under subsection (5) is given is not required by that notice to disclose any information in respect of which a claim to legal professional privilege (in Scotland, to confidentiality of communications) could be maintained in legal proceedings.
- (13) In this section—

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- (a) a reference to knowing the identity of a person includes knowing information from which that person can be identified, and
- (b) “ particulars ” means—
  - (i) in the case of a registrable person or a registrable relevant legal entity, the required particulars (see section 790K), and
  - (ii) in any other case, any particulars that will allow the person to be contacted by the company.

**Annotations:**

**Modifications etc. (not altering text)**

- C1** Ss. 790D-790J applied (with modifications) by S.I. 2009/1804, reg. 31C (as inserted (6.4.2016) by [The Limited Liability Partnerships \(Register of People with Significant Control\) Regulations 2016](#) (S.I. 2016/340), regs. 1(3), 3, **Sch. 1**)
- C2** Ss. 790C-790K applied (with modifications) by S.I. 2009/2436, Sch. 1 para. 12A (as inserted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017](#) (S.I. 2017/693), regs. 2, **33** (with Sch. Pt. 3))

**790E Company's duty to keep information up-to-date**

- (1) This section applies if particulars of a registrable person or registrable relevant legal entity are stated in a company's PSC register.
- (2) The company must give notice to the person or entity if the company knows or has reasonable cause to believe that a relevant change has occurred.
- (3) In the case of a registrable person, a “relevant change” occurs if—
  - (a) the person ceases to be a registrable person in relation to the company, or
  - (b) any other change occurs as a result of which the particulars stated for the person in the PSC register are incorrect or incomplete.
- (4) In the case of a registrable relevant legal entity, a “relevant change” occurs if—
  - (a) the entity ceases to be a registrable relevant legal entity in relation to the company, or
  - (b) any other change occurs as a result of which the particulars stated for the entity in the PSC register are incorrect or incomplete.
- (5) The company must give the notice
  - <sup>F2</sup>[(a)] as soon as reasonably practicable<sup>F3</sup>, and
  - (b) in any event before the end of the period of 14 days beginning with the earlier of the day] after it learns of the change [<sup>F4</sup>and the day after it] first has reasonable cause to believe that the change has occurred.
- (6) The notice must require the addressee—
  - (a) to confirm whether or not the change has occurred, and
  - (b) if so—
    - (i) to state the date of the change, and
    - (ii) to confirm or correct the particulars included in the notice, and supply any that are missing from the notice.

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- (7) Subsections (8) to (10) of section 790D apply to notices under this section as to notices under that section.
- (8) A company is not required to give notice under this section if—
- (a) the company has already been informed of the relevant change, and
  - (b) in the case of a registrable person, that information was provided either by the person concerned or with his or her knowledge.

**Annotations:**

**Amendments (Textual)**

- F2** Words in s. 790E(5) renumbered as s. 790E(5)(a) (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **7(a)** (with Sch. Pt. 1)
- F3** S. 790E(5)(b) and word inserted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **7(b)** (with Sch. Pt. 1)
- F4** Words in s. 790E(5) substituted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **7(c)** (with Sch. Pt. 1)

**790F Failure by company to comply with information duties**

- (1) If a company fails to comply with a duty under section 790D or 790E to take steps or give notice, an offence is committed by—
- (a) the company, and
  - (b) every officer of the company who is in default.
- (2) A person guilty of an offence under this section is liable—
- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, to imprisonment for a term not exceeding twelve months or a fine (or both);
    - (ii) in Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
    - (iii) in Northern Ireland, to imprisonment for a term not exceeding six months or to a fine not exceeding the statutory maximum (or both).

*Duty on others*

**790G Duty to supply information**

- (1) This section applies to a person if—
- (a) the person is a registrable person or a registrable relevant legal entity in relation to a company,
  - (b) the person knows that to be the case or ought reasonably to do so,
  - (c) the required particulars of the person are not stated in the company's PSC register,
  - (d) the person has not received notice from the company under section 790D(2), and

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- (e) the circumstances described in paragraphs (a) to (d) have continued for a period of at least one month.
- (2) The person must—
- (a) notify the company of the person's status (as a registrable person or registrable relevant legal entity) in relation to the company,
  - (b) state the date, to the best of the person's knowledge, on which the person acquired that status, and
  - (c) give the company the required particulars (see section 790K).
- (3) The duty under subsection (2) must be complied with by the end of the period of one month beginning with the day on which all the conditions in subsection (1)(a) to (e) were first met with respect to the person.

### **790H Duty to update information**

- (1) This section applies to a person if—
- (a) the required particulars of the person (whether a registrable person or a registrable relevant legal entity) are stated in a company's PSC register,
  - (b) a relevant change occurs,
  - (c) the person knows of the change or ought reasonably to do so,
  - (d) the company's PSC register has not been altered to reflect the change, and
  - (e) the person has not received notice from the company under section 790E by the end of the period of one month beginning with the day on which the change occurred.
- (2) The person must—
- (a) notify the company of the change,
  - (b) state the date on which it occurred, and
  - (c) give the company any information needed to update the PSC register.
- (3) The duty under subsection (2) must be complied with by the later of—
- (a) the end of the period of 2 months beginning with the day on which the change occurred, and
  - (b) the end of the period of one month beginning with the day on which the person discovered the change.
- (4) “ Relevant change ” has the same meaning as in section 790E.

### *Compliance*

### **790I Enforcement of disclosure requirements**

Schedule 1B contains provisions for when a person (whether an individual or a legal entity) fails to comply with a notice under section 790D or 790E or a duty under section 790G or 790H.

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### *Exemption from information and registration requirements*

#### **790J Power to make exemptions**

- (1) The Secretary of State may exempt a person (whether an individual or a legal entity) under this section.
- (2) The effect of an exemption is—
  - (a) the person is not required to comply with any notice under section 790D(2) or 790E (but if a notice is received, the person must bring the existence of the exemption to the attention of the company that sent it),
  - (b) companies are not obliged to take steps or give notice under those sections to or with respect to that person,
  - (c) notices under section 790D(5) do not require anyone else to give any information about that person,
  - (d) the duties imposed by sections 790G and 790H do not apply to that person, and
  - (e) the person does not count for the purposes of section 790M as a registrable person or, as the case may be, a registrable relevant legal entity in relation to any company.
- (3) The Secretary of State must not grant an exemption under this section unless the Secretary of State is satisfied that, having regard to any undertaking given by the person to be exempted, there are special reasons why that person should be exempted.

### *Required particulars*

#### **790K Required particulars**

- (1) The “required particulars” of an individual who is a registrable person are—
  - (a) name,
  - (b) a service address,
  - (c) the country or state (or part of the United Kingdom) in which the individual is usually resident,
  - (d) nationality,
  - (e) date of birth,
  - (f) usual residential address,
  - (g) the date on which the individual became a registrable person in relation to the company in question,
  - (h) the nature of his or her control over that company (see Schedule 1A), and
  - (i) if, in relation to that company, restrictions on using or disclosing any of the individual's PSC particulars are in force under regulations under section 790ZG, that fact.
- (2) In the case of a person in relation to which this Part has effect by virtue of section 790C(12) as if the person were an individual, the “required particulars” are—
  - (a) name,
  - (b) principal office,
  - (c) the legal form of the person and the law by which it is governed,
  - (d) the date on which it became a registrable person in relation to the company in question, and

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- (e) the nature of its control over the company (see Schedule 1A).
- (3) The “required particulars” of a registrable relevant legal entity are—
- (a) corporate or firm name,
  - (b) registered or principal office,
  - (c) the legal form of the entity and the law by which it is governed,
  - (d) if applicable, the register of companies in which it is entered (including details of the state) and its registration number in that register,
  - (e) the date on which it became a registrable relevant legal entity in relation to the company in question, and
  - (f) the nature of its control over that company (see Schedule 1A).
- (4) Section 163(2) (particulars of directors to be registered: individuals) applies for the purposes of subsection (1).
- (5) The Secretary of State may by regulations make further provision about the particulars required by subsections (1)(h), (2)(e) and (3)(f).
- (6) Regulations under subsection (5) are subject to negative resolution procedure.

**Annotations:**

**Modifications etc. (not altering text)**

- C3** S. 790K applied (with modifications) by S.I. 2009/1804, reg. 31D (as inserted (6.4.2016) by [The Limited Liability Partnerships \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/340\)](#), regs. 1(3), 3, [Sch. 1](#))

**790L Required particulars: power to amend**

- (1) The Secretary of State may by regulations amend section 790K so as to add to or remove from any of the lists of required particulars.
- (2) Regulations under this section are subject to affirmative resolution procedure.]

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**Changes and effects yet to be applied to the whole Act associated Parts and Chapters:**

- Act amendment to earlier affecting provision S.I. 2008/373 reg. 11(1) by [S.I. 2013/1971 reg. 9\(a\)](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)
- Act amendment to earlier affecting provision S.I. 2008/373 reg. 3(4) by [S.I. 2013/1971 reg. 4](#) (This amendment not applied to legislation.gov.uk. Amending Regulations revoked (1.10.2013) without ever being in force by S.I. 2013/2224, reg. 2)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 156A-156C inserted by [2015 c. 26 s. 87\(4\)](#)