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## STATUTORY INSTRUMENTS

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**2017 No. 694**

### **COMPANIES**

## The Scottish Partnerships (Register of People with Significant Control) Regulations 2017

*Made - - - - 22nd June 2017*

*Laid before Parliament 23rd June 2017*

*Coming into force in accordance with regulation 1*

The Secretary of State, being a Minister designated <sup>M1</sup> for the purposes of section 2(2) of the European Communities Act 1972 <sup>M2</sup> in relation to the creation, operation, regulation or dissolution of companies and other forms of business organisation, makes the following Regulations in exercise of the powers conferred by section 2(2) of that Act.

#### **Marginal Citations**

**M1** [S.I. 2007/193](#).

**M2** [1972 c.68](#); [section 2\(2\)](#) was amended by section 27(1) of the [Legislative and Regulatory Reform Act 2006 \(c. 51\)](#) and by Part 1 of the Schedule to the [European Union \(Amendment\) Act 2008 \(c. 7\)](#). The enabling powers in section 2(2) were extended by virtue of the amendment of section 1(2) by section 1 of the [European Economic Area Act 1993 \(c. 51\)](#).

## **PART 1**

### **General Introductory Provisions**

#### **Citation and commencement**

1.—(1) These Regulations may be cited as the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 and, save as provided in paragraph (2), come into force on 26th June 2017.

(2) Regulation 4 and regulation 81 come into force on 24th July 2017.

#### **Interpretation**

2. In these Regulations—

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the “2017 Money Laundering Regulations” means the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 <sup>M3</sup>;

“additional matter” means information required to be delivered to the registrar under any of regulations 23 to 30;

“commencement day” is the day specified in regulation 1(1);

“confirmation date” has the meaning given in regulation 36;

“confirmation period” has the meaning given in regulation 36;

“confirmed” in relation to information has the meaning given in regulation 21;

“credit institution” has the same meaning as in regulation 10 of the 2017 Money Laundering Regulations;

“daily default fine” has the meaning given in section 1125 of the Companies Act 2006 <sup>M4</sup>, as modified by regulation 70;

“DOB information” has the meaning given in regulation 62;

“eligible Scottish partnership” has the meaning given in regulation 3(2);

[<sup>F1</sup>“EU regulated market” has the meaning given in regulation 3(12)]

“financial institution” has the same meaning as in regulation 10 of the 2017 Money Laundering Regulations;

“firm” means any entity, whether or not a legal person, that is not an individual and includes a body corporate, a corporation sole and a partnership or other unincorporated association;

“former name”, save where provided otherwise in regulation 64, means a name by which an individual was formerly known for business purposes;

“general partnership” is a partnership which is neither—

- (a) a limited partnership; nor
- (b) a limited liability partnership registered under the Limited Liability Partnerships Act 2000 <sup>M5</sup>;

“legal entity” means a firm that is a legal person under the law by which it is governed;

“limited partnership” means a limited partnership registered under section 8(1) of the Limited Partnerships Act 1907 <sup>M6</sup>;

“name” means a person's forename and surname, except that in the case of—

- (a) a peer, or
- (b) an individual usually known by a title,

the title may be stated instead of that person's forename and surname or in addition to either or both of them;

“nature of control” in relation to a person with significant control over an eligible Scottish partnership has the meaning given in regulation 18 and Schedule 3;

“officer”, in relation to a partnership or a body corporate to which an offence under these Regulations applies, has the meaning given in regulation 3(3);

“partner”, in relation to a limited partnership, has the same meaning as “general partner” in section 4(2) of the Limited Partnerships Act 1907;

“public authority” includes any person or body carrying out public functions;

“public function” has the meaning given in Part 3 of Schedule 5;

“qualifying partnership” has the meaning given in regulation 3 of the Partnership (Accounts) Regulations 2008 <sup>M7</sup>;

“the register” means the register kept by the registrar under section 1080 of the Companies Act 2006;

“registrable person” has the meaning given in regulation 3(5);

“registrable relevant legal entity” has the meaning given in regulation 3(8);

“the registrar” means the registrar of companies for Scotland appointed under section 1060 of the Companies Act 2006;

“registration date” in relation to—

- (a) a limited partnership means the registration date stated on the certificate issued to the limited partnership under section 8C of the Limited Partnerships Act 1907<sup>M8</sup> and
- (b) a Scottish qualifying partnership means the date notified to it by the registrar as the effective date of its registration under regulation 5;

“regulated market” has the meaning given in regulation 3(12);

“relevant body” means—

- (a) a police force within the meaning of section 101(1) of the Police Act 1996<sup>M9</sup>;
- (b) the Police Service of Northern Ireland; and
- (c) the Police Service of Scotland;

“relevant change” has the meaning given in regulation 11;

“relevant legal entity” has the meaning given in regulation 3(6);

“required particulars” has the meaning given in regulation 17;

“review period” has the meaning given in regulation 37;

“Scottish limited partnership” has the meaning given in regulation 3(2)(a);

“Scottish qualifying partnership” has the meaning given in regulation 3(2)(b);

“secured information” has the meaning given in regulation 44;

“service address”, in relation to a person, means an address at which documents may be effectively served on that person by physical delivery;

“significant control” has the meaning given in regulation 3(4);

“specified conditions”, in relation to a person with or having significant control over an eligible Scottish partnership, means the conditions specified in Part 1 of Schedule 1;

“specified public authority” means a public authority listed in Schedule 4;

[<sup>F2</sup>“UK regulated market” has the meaning given in regulation 3(12)]

“URA information” has the meaning given in regulation 39;

“withdrawal notice” has the meaning given in paragraph 14 of Schedule 2.

#### Textual Amendments

- F1** Words in reg. 2 inserted (31.12.2020) by *The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019* (S.I. 2019/348), reg. 2, **Sch. 2 para. 16(b)**; 2020 c. 1, Sch. 5 para. 1(1)
- F2** Words in reg. 2 inserted (31.12.2020) by *The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019* (S.I. 2019/348), reg. 2, **Sch. 2 para. 16(a)**; 2020 c. 1, Sch. 5 para. 1(1)

#### Marginal Citations

- M3** S.I. 2017/692.

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- M4** 2006 c. 46.
- M5** 2000 c. 12.
- M6** 1907 c.24; section 8 was amended by article 2(5) of the [Legislative Reform \(Private Fund Limited Partnerships\) Order 2017 \(S.I. 2017/514\)](#).
- M7** S.I. 2008/569; regulation 3 was substituted by the [Companies and Partnerships \(Accounts and Audit\) Regulations 2013 \(S.I. 2013/2005\)](#).
- M8** Section 8C was inserted by article 7 of the [Legislative Reform \(Limited Partnerships\) Order 2009 \(S.I. 2009/1940\)](#) and amended by article 2 of the [Legislative Reform \(Limited Partnerships\) Order 2017 \(S.I. 2017/514\)](#).
- M9** 1996 c.16; section 101(1) was amended by section 96(2) of the [Police Reform and Social Responsibility Act 2011 \(c.13\)](#).

### Key terms

- 3.—(1) This regulation sets out some key terms used in these Regulations.
- (2) An “eligible Scottish partnership” is—
- (a) a limited partnership registered in Scotland (a “Scottish limited partnership”), or
  - (b) a general partnership constituted under the law of Scotland, during any period in which it is a qualifying partnership (a “Scottish qualifying partnership”).
- (3) Where these Regulations provide that an offence is committed by every officer of a partnership or body corporate who is in default—
- (a) “officer” includes—
    - (i) any partner in the partnership or director of the body corporate, and
    - (ii) any manager, secretary or similar officer;
  - (b) an officer is “in default” for the purposes of the provision if the officer authorises or permits, participates in, or fails to take all reasonable steps to prevent, the contravention;
  - (c) a partnership or a body corporate which is an officer of the partnership or body corporate does not commit an offence as an officer in default unless one of its officers is in default; the officer in question also commits the offence and is liable to be proceeded against and punished accordingly.
- (4) References to a person with or having “significant control” over an eligible Scottish partnership are to an individual who meets one or more of the specified conditions.
- (5) Individuals with significant control over an eligible Scottish partnership are either “registrable” or “non-registrable” in relation to the eligible Scottish partnership—
- (a) they are “non-registrable” if they do not hold any interest in the eligible Scottish partnership except through one or more other legal entities over each of which they have significant control and—
    - (i) as respects any right in the eligible Scottish partnership which they hold indirectly as described in paragraph 9(1)(b)(i) of Schedule 1, the legal entity through which the right is held is a relevant legal entity in relation to the eligible Scottish partnership; and
    - (ii) as respects any right in the eligible Scottish partnership which they hold indirectly as described in paragraph 9(1)(b)(ii) of Schedule 1, at least one of the legal entities in the chain is a relevant legal entity in relation to the eligible Scottish partnership;
  - (b) otherwise, they are “registrable”,

and references to a “registrable person” in relation to an eligible Scottish partnership are to an individual with significant control over the eligible Scottish partnership who is registrable in relation to that eligible Scottish partnership.

- (6) In relation to an eligible Scottish partnership, a legal entity is a “relevant legal entity” if—
- (a) it would have come within the definition of a person with significant control over the eligible Scottish partnership if it had been an individual, and
  - (b) it is subject to its own disclosure requirements, as specified in paragraph (7).
- (7) A legal entity is subject to its own disclosure requirements if—
- (a) it is an eligible Scottish partnership;
  - (b) Part 21A of the Companies Act 2006 applies to it, whether by virtue of section 790B of that Act or another enactment that extends the application of that Part;
  - (c) it has voting shares<sup>M10</sup> admitted to trading on a [F3UK regulated market or an EU regulated market]; or
  - (d) it has voting shares admitted to trading on a market listed in Schedule 1 to the Register of People with Significant Control Regulations 2016<sup>M11</sup>.
- (8) A relevant legal entity is either “registrable” or “non-registrable” in relation to an eligible Scottish partnership—
- (a) it is “non-registrable” if it does not hold any interest in the eligible Scottish partnership except through one or more other legal entities in relation to each of which it would come within the definition of a person with significant control if it were an individual, and—
    - (i) as respects any right in the eligible Scottish partnership which it holds indirectly as described in paragraph 9(1)(b)(i) of Schedule 1, the legal entity through which the right is held is a relevant legal entity in relation to the eligible Scottish partnership; and
    - (ii) as respects any right in the eligible Scottish partnership which it holds indirectly as described in paragraph 9(1)(b)(ii) of Schedule 1, at least one of the legal entities in the chain is a relevant legal entity in relation to the eligible Scottish partnership;
  - (b) otherwise, it is “registrable”.

and references to a “registrable relevant legal entity” in relation to an eligible Scottish partnership are to a relevant legal entity which is registrable in relation to that eligible Scottish partnership.

- (9) For the purposes of paragraphs (5) and (8)—
- (a) whether a person—
    - (i) holds an interest in an eligible Scottish partnership, or
    - (ii) holds that interest through another legal entityis to be determined in accordance with Part 2 of Schedule 1; and
  - (b) whether a person has significant control over that other legal entity is to be determined in accordance with paragraph (3) and Part 1 of Schedule 1, reading references in those provisions to the eligible Scottish partnership as references to that other entity.
- (10) Paragraphs (3) and (5) are to be read and have effect as if each of the following were an individual, even if they are legal persons under the laws by which they are governed—
- (a) a corporation sole,
  - (b) a government or government department of a country or territory or a part of a country or territory,
  - (c) an international organisation whose members include two or more countries or territories (or their governments),

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(d) a local authority or local government body in the United Kingdom or elsewhere.

(11) For the purposes of paragraph (7)(c) and (d)—

“voting shares” means shares carrying voting rights;

“voting rights” means rights to vote at general meetings of the legal entity in question, including rights that arise only in certain circumstances, and in relation to a legal entity that does not have general meetings at which matters are decided by the exercise of voting rights, a reference to voting rights is to be read as a reference to rights in relation to the entity that are equivalent to those of a person entitled to exercise voting rights in a company.

[<sup>F4</sup>(12) In paragraph (7), “UK regulated market” and “EU regulated market” have the meanings given in Article 2.1.13A and 2.1.13B respectively of Regulation (EU) No. 600/2014 of the European Parliament and of the Council of 15 May 2014 and amending Regulation (EU) No. 648/2012]

#### Textual Amendments

- F3** Words in [reg. 3\(7\)\(c\)](#) substituted (31.12.2020) by [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/348\)](#), [reg. 2](#), [Sch. 2 para. 17\(a\)](#); 2020 c. 1, Sch. 5 para. 1(1)
- F4** [Reg. 3\(12\)](#) substituted (31.12.2020) by [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/348\)](#), [reg. 2](#), [Sch. 2 para. 17\(b\)](#); 2020 c. 1, Sch. 5 para. 1(1)

#### Marginal Citations

- M10** See paragraph (11) for the meaning of “voting shares”.
- M11** [S.I. 2016/339](#).

## PART 2

### Amendment of registration requirement for Scottish Limited Partnerships

#### Amendment of the Limited Partnerships Act 1907

4.—(1) The Limited Partnerships Act 1907 is amended as follows.

(2) In section 8A (application for registration), after subsection (3), insert the following subsections—

“(4) An application for registration of a limited partnership whose principal place of business is to be situated in Scotland must contain a statement of initial significant control.

(5) The statement of initial significant control must—

- (a) state whether, on registration, there will be any person who will count as either a registrable person or a registrable relevant legal entity in relation to the limited partnership for the purposes of regulation 10 of the Scottish Partnerships PSC Regulations (duty to investigate and obtain information),
- (b) include the required particulars of any person identified under paragraph (a), and
- (c) if there is no person identified under paragraph (a), state that fact.

(6) It is not necessary to include under subsection (5)(b) the date on which a person becomes a registrable person or a registrable relevant legal entity in relation to the limited partnership.

(7) If the statement of initial significant control includes required particulars of a registrable person, it must also contain a statement that those particulars are included with the knowledge of that individual.

(8) In this section—

“the Scottish Partnerships PSC Regulations” means the Scottish Partnerships (Register of People with Significant Control) Regulations 2017;

“registrable person”, “registrable relevant legal entity” and “required particulars” have the same meaning as in the Scottish Partnerships PSC Regulations.”

## PART 3

### Registration of Scottish qualifying partnerships

#### Duty on Scottish qualifying partnerships to register

5. A Scottish qualifying partnership must deliver to the registrar the information set out in regulation 6, referred to in these Regulations as the “registration information”, together with the information required by Part 5 (duty to deliver information to the registrar) within the period of 14 days beginning with—

- (a) 24th July 2017, if it is a qualifying partnership on that day;
- (b) any day after 24th July 2017 on which it becomes a qualifying partnership, either as a result of—
  - (i) its formation,
  - (ii) a change in its partners, or
  - (iii) a change in the partners in its partners.

#### Registration information

- 6.—(1) The registration information is set out in paragraphs (2) and (3).
- (2) In relation to the Scottish qualifying partnership, the information is—
  - (a) its name;
  - (b) a service address for that partnership; and
  - (c) confirmation that it is a general partnership that is a qualifying partnership and is constituted under the law of Scotland.
- (3) In relation to each partner in the Scottish qualifying partnership, the information is—
  - (a) the partner's full name, and
  - (b) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.
- (4) In paragraph (3)(b) “register” includes—
  - (a) the register maintained under section 1080(1) of the Companies Act 2006 elsewhere in the United Kingdom, and
  - (b) any comparable register maintained in a country or territory outside the United Kingdom.

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## Notification of changes to the registration information

7. Save as provided in regulation 8(3), if any change is made or occurs as a result of which the registration information in relation to a Scottish qualifying partnership is incorrect or incomplete, the Scottish qualifying partnership must deliver to the registrar a notice setting out the correct and complete registration information within the period of 14 days beginning with the day on which the Scottish qualifying partnership becomes aware of the change.

### Modifications etc. (not altering text)

- C1** [Reg. 7](#): power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), [ss. 39\(1\)](#), [40\(f\)](#), [49\(1\)](#) (with [ss. 2\(2\)](#), [5\(2\)](#), [39\(8\)\(9\)](#))
- C2** [Reg. 7](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), [regs. 2, 22](#)

## Effect of a partnership ceasing to be a Scottish qualifying partnership

8.—(1) Subject to paragraph (2), a partnership which has ceased to be a Scottish qualifying partnership must deliver to the registrar within the period of 14 days beginning with the day it ceases to be a Scottish qualifying partnership a notice stating—

- (a) that it has ceased to be a Scottish qualifying partnership, and
- (b) the date on which it ceased to be a Scottish qualifying partnership.

(2) If the partnership ceases to be a qualifying partnership due to its dissolution, the former partners must deliver the notice in paragraph (1) to the registrar.

(3) A partnership which has delivered a notice under this regulation is not required to deliver to the registrar any notice in relation to any change or occurrence occurring after the day specified in the notice in paragraph (1)(b) under—

- (a) regulation 7 (notification of changes to the registration information);
- (b) Part 5 (duty to deliver information to the registrar); or
- (c) Part 6 (confirmation statement).

(4) If a partnership which has delivered a notice under paragraph (1) subsequently becomes a Scottish qualifying partnership, the partnership—

- (a) must register under regulation 5 (duty on Scottish qualifying partnerships to register) to receive a new registration number; and
- (b) is not required to comply with regulation 11 (duty to keep information up to date) and 20 (duty to deliver information about a relevant change) in relation to any period during which it is not a Scottish qualifying partnership.

### Modifications etc. (not altering text)

- C3** [Reg. 8](#): power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), [ss. 39\(1\)](#), [40\(f\)](#), [49\(1\)](#) (with [ss. 2\(2\)](#), [5\(2\)](#), [39\(8\)\(9\)](#))
- C4** [Reg. 8\(1\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), [regs. 2, 23](#)

## Offences in relation to registration

9.—(1) If a Scottish qualifying partnership fails to comply with regulation 5, 7 or 8, an offence is committed by—



- (a) the Scottish qualifying partnership, and
  - (b) every officer of the Scottish qualifying partnership who is in default.
- (2) If an obligation under regulation 8(2) is not complied with, an offence is committed by every former partner who permits or fails to take all reasonable steps to prevent the non-compliance.
- (3) A person guilty of an offence under this regulation is liable on summary conviction—
- (a) in England and Wales to a fine, and, for continued contravention, a daily default fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale;
  - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale.

## PART 4

### Information duties

#### Duty to investigate and obtain information

- 10.—(1) An eligible Scottish partnership must take reasonable steps—
- (a) to find out if any person is a registrable person or a registrable relevant legal entity in relation to the eligible Scottish partnership, and
  - (b) if so, to identify them.
- (2) Without limiting paragraph (1), an eligible Scottish partnership must give notice to any person 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—
- (a) to state whether or not the individual is a registrable person in relation to the eligible Scottish partnership, and
  - (b) if so, to confirm or correct any particulars of the individual 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 eligible Scottish partnership, 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) An eligible Scottish partnership may also give notice to a person under this regulation if it knows or has reasonable cause to believe that the person—
- (a) knows the identity of a person who falls within paragraph (6), or
  - (b) knows the identity of a person likely to have that knowledge.
- (6) The persons who fall within this paragraph are—
- (a) any registrable person in relation to the eligible Scottish partnership;
  - (b) any relevant legal entity in relation to the eligible Scottish partnership;
  - (c) any entity which would be a relevant legal entity in relation to the eligible Scottish partnership if it were subject to its own disclosure requirements<sup>M12</sup>.
- (7) A notice under paragraph (5) may require the addressee—

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- (a) to state whether or not the addressee knows the identity of—
    - (i) any person who falls within paragraph (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 regulation 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) An eligible Scottish partnership is not required to take steps or give notice under this regulation with respect to a registrable person or registrable relevant legal entity if—
- (a) the eligible Scottish partnership 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 the person's knowledge.
- (10) A person to whom a notice under paragraph (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.
- (11) In this regulation—
- (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, and
    - (ii) in any other case, any particulars that will enable the person to be contacted by the eligible Scottish partnership.
- (12) An eligible Scottish partnership is not by virtue of anything done for the purposes of these Regulations affected with notice of, or put upon inquiry as to, the rights of any person in relation to any rights in or with respect to the eligible Scottish partnership.

#### **Marginal Citations**

**M12** See regulation 3(7) for the meaning of “subject to its own disclosure requirements”.

#### **Duty to keep information up to date**

**11.—(1)** This regulation applies if required particulars of a registrable person or registrable relevant legal entity have been delivered to the registrar by the eligible Scottish partnership in accordance with the requirements of regulation 19.

(2) The eligible Scottish partnership must give notice to the registrable person or registrable relevant legal entity if the eligible Scottish partnership 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 eligible Scottish partnership, or

- (b) any other change occurs as a result of which the particulars stated for the registrable person in the register in respect of the eligible Scottish partnership 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 eligible Scottish partnership, or
  - (b) any other change occurs as a result of which the particulars stated for the registrable relevant legal entity in the register in respect of the eligible Scottish partnership are incorrect or incomplete.
- (5) The eligible Scottish partnership must give the notice within the period of 14 days beginning with the day it—
  - (a) learns of the change, or
  - (b) if earlier, 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.
- (7) A notice under this regulation 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.
- (8) An eligible Scottish partnership is not required to give notice under this regulation if—
  - (a) the eligible Scottish partnership 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 the person's knowledge.

#### **Failure by an eligible Scottish partnership to comply with information duties**

- 12.**—(1) If an eligible Scottish partnership fails to comply with a duty under regulation 10 or 11 to take steps or give notice, an offence is committed by—
- (a) the eligible Scottish partnership, and
  - (b) every officer of the eligible Scottish partnership who is in default.
- (2) A person guilty of an offence under this regulation 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 three months or a fine (or both);
    - (ii) in Scotland and Northern Ireland, to imprisonment for a term not exceeding three months or to a fine not exceeding the statutory maximum (or both).

#### **Duty on others to supply information**

- 13.**—(1) This regulation applies to a person if—
- (a) the person is a registrable person or a registrable relevant legal entity in relation to an eligible Scottish partnership;

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- (b) the person knows that to be the case or ought reasonably to do so,
  - (c) the required particulars of the person have not been delivered to the registrar in respect of the eligible Scottish partnership,
  - (d) the person has not received notice from the eligible Scottish partnership under regulation 10(2) (duty on eligible Scottish partnership to investigate and obtain information), and
  - (e) the circumstances described in sub-paragraphs (a) to (d) have continued for the period of at least one month.
- (2) The person must—
- (a) notify the eligible Scottish partnership of the person's status (as a registrable person or registrable relevant legal entity) in relation to the eligible Scottish partnership,
  - (b) state the date, to the best of the person's knowledge, on which the person acquired that status, and
  - (c) give the eligible Scottish partnership the person's required particulars.
- (3) The duty under paragraph (2) must be complied with by the end of the period of one month beginning with the day on which all the conditions in paragraph (1)(a) to (e) were first met with respect to the person.

#### **Duty on others to update information**

- 14.**—(1) This regulation applies to a person if—
- (a) the required particulars of the person (whether a registrable person or a registrable relevant legal entity) have been delivered to the registrar in respect of the eligible Scottish partnership,
  - (b) a relevant change<sup>M13</sup> occurs,
  - (c) the person knows of the change or ought reasonably to do so,
  - (d) the register in respect of the eligible Scottish partnership has not been altered to reflect the change, and
  - (e) the person has not received notice from the eligible Scottish partnership under regulation 11(2) (duty to keep information up to date) 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 eligible Scottish partnership of the change,
  - (b) state the date on which it occurred, and
  - (c) give the eligible Scottish partnership any information needed to update the register in respect of the eligible Scottish partnership.
- (3) The duty under paragraph (2) must be complied with by the later of—
- (a) the end of the period of two 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.

#### **Marginal Citations**

**M13** See paragraphs (3) and (4) of regulation 11 for the meaning of a “relevant change”.

## Enforcement of disclosure requirements

15. Schedule 2 makes provision for when a person fails to comply with a notice under regulation 10 or 11 (duty to investigate and obtain information and keep it up to date) or a duty under regulation 13 or 14 (duty on others to supply and update information).

## Power to make exemptions

16.—(1) The Secretary of State may exempt a person under this regulation.

(2) The effect of an exemption is—

- (a) the person is not required to comply with any notice under regulation 10(2) (duty on eligible Scottish partnership to investigate and obtain information) or 11 (eligible Scottish partnership's duty to keep information up to date), but if a notice is received, the person must bring the existence of the exemption to the attention of the eligible Scottish partnership that sent it;
- (b) eligible Scottish partnerships are not obliged to take steps or give notice under the regulations specified in sub-paragraph (a) to or with respect to that person;
- (c) a notice under regulation 10(5) does not require any other person to give any information about that person;
- (d) the duties imposed by regulation 13 and 14 (duties to supply and update information) do not apply to that person, and
- (e) the person does not count for the purposes of these Regulations as a registrable person or, as the case may be, a registrable relevant legal entity in relation to any eligible Scottish partnership.

(3) The Secretary of State must not grant an exemption under this regulation 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

17.—(1) The required particulars of an individual who is a registrable person are—

- (a) the person's name,
- (b) a service address,
- (c) the country or territory (or part of the United Kingdom) in which the individual is usually resident,
- (d) nationality,
- (e) date of birth,
- (f) usual residential address,
- (g) subject to paragraph (5), the date on which the individual became a registrable person in relation to the eligible Scottish partnership in question,
- (h) the nature of the individual's control over that eligible Scottish partnership, and
- (i) if, in relation to that eligible Scottish partnership, restrictions on using or disclosing any of the individual's required particulars are in force under regulation 48, 49 or 50, that fact.

(2) In the case of a person in relation to which these Regulations have effect by virtue of regulation 3(10) (key terms) as if the person were an individual, the required particulars are—

- (a) its name,
- (b) its principal office,

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- (c) the legal form of the person and the law by which it is governed,
  - (d) subject to paragraph (5), the date on which it became a registrable person in relation to the eligible Scottish partnership in question, and
  - (e) the nature of its control over the eligible Scottish partnership.
- (3) The required particulars of a registrable relevant legal entity are—
- (a) its corporate or firm name,
  - (b) its registered or principal office,
  - (c) the legal form of the entity and the law by which it is governed,
  - (d) if applicable, the register in which it is entered (including details of the state) and its registration number in that register,
  - (e) subject to paragraph (5), the date on which it became a registrable relevant legal entity in relation to the eligible Scottish partnership in question, and
  - (f) the nature of its control over that eligible Scottish partnership.
- (4) In paragraph (3)(d) “register” includes—
- (a) the register maintained under section 1080(1) of the Companies Act 2006 elsewhere in the United Kingdom, and
  - (b) any comparable register maintained or in a country or territory outside the United Kingdom.
- (5) In the case of a person who is a registrable person or a registrable relevant legal entity in relation to an eligible Scottish partnership on the commencement day, the date to be entered in the register as the date on which the individual became a registrable person, or the entity became a registrable relevant legal entity, is the commencement day.

### Nature of control over an eligible Scottish partnership

- 18.—(1) The particulars required by paragraphs (1)(h), (2)(e) and (3)(f) of regulation 17 are—
- (a) where the person meets the first specified condition <sup>M14</sup>, the statement listed in Part 1 of Schedule 3 which is applicable to that person;
  - (b) where the person meets the second specified condition, the statement listed in Part 2 of Schedule 3 which is applicable to that person;
  - (c) where the person meets the third specified condition, the statement listed in Part 3 of Schedule 3;
  - (d) where the person meets the fourth specified condition and does not meet the first, second or third specified condition, the statement listed in Part 4 of Schedule 3;
  - (e) where the person meets the fifth specified condition in connection with a trust, every statement listed in Part 5 of Schedule 3 which is applicable to that person;
  - (f) where the person meets the fifth specified condition in connection with a firm that, under the law by which it is governed is not a legal entity, every statement listed in Part 6 of Schedule 3 which is applicable to that person.
- (2) Part 7 of Schedule 3 sets out rules for the interpretation of Schedule 3.

#### Marginal Citations

**M14** See Part 1 of Schedule 1 for the specified conditions.

## PART 5

### Duties to deliver information to the registrar

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

- C5 Pt. 5: power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(c. 12\)](#), ss. [39\(1\)](#), [40\(f\)](#), [49\(1\)](#) (with ss. [2\(2\)](#), [5\(2\)](#), [39\(8\)\(9\)](#))

#### Duty to deliver information to the registrar

19.—(1) An eligible Scottish partnership must deliver to the registrar the required particulars of any registrable person in relation to the eligible Scottish partnership within the period of 14 days beginning with the later of—

- (a) 24th July 2017, and
- (b) the day on which all the required particulars of the registrable person are first confirmed.

(2) The eligible Scottish partnership must not deliver any of the registrable person's particulars to the registrar until they have all been confirmed.

(3) Particulars of any individual with significant control over the eligible Scottish partnership who is non-registrable in relation to the eligible Scottish partnership must not be delivered to the registrar.

(4) An eligible Scottish partnership must deliver to the registrar the required particulars of any registrable relevant legal entity in relation to the eligible Scottish partnership within the period of 14 days beginning with the later of—

- (a) 24th July 2017, and
- (b) the day on which the eligible Scottish partnership has first obtained all the required particulars of the entity.

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

- C6 [Reg. 19](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. [2](#), [24](#)

#### Duty to deliver information about a relevant change

20.—(1) If an eligible Scottish partnership becomes aware of a relevant change<sup>M15</sup> with respect to a registrable person whose particulars have been delivered to the registrar, the eligible Scottish partnership must deliver to the registrar a statement specifying—

- (a) the changes to the required particulars resulting from the relevant change, and
- (b) the date on which the relevant change occurred,

within the period of 14 days beginning with the day on which all the changes to the required particulars and the date referred to in sub-paragraph (b) are confirmed to the eligible Scottish partnership.

(2) If an eligible Scottish partnership becomes aware of a relevant change with respect to a registrable relevant legal entity whose particulars have been delivered to the registrar, the eligible Scottish partnership must deliver to the registrar a statement specifying—

- (a) the changes to the required particulars resulting from the relevant change, and

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(b) the date on which the relevant change occurred, within the period of 14 days beginning with the day on which the eligible Scottish partnership first has details of all of those changes and that date.

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

**C7** Reg. 20 modified (temp.) (27.6.2020) by The Companies etc. (Filing Requirements) (Temporary Modifications) Regulations 2020 (S.I. 2020/645), regs. 2, 25

**Marginal Citations**

**M15** See paragraphs (3) and (4) of regulation 11 for the meaning of a “relevant change”.

**Meaning of “confirmed”**

**21.**—(1) A person's required particulars, and the details and date of any relevant change with respect to a person, are considered for the purposes of these Regulations to have been “confirmed” to an eligible Scottish partnership if—

- (a) the person supplied or confirmed them to the eligible Scottish partnership (whether voluntarily, pursuant to a duty imposed by Part 4 or otherwise),
- (b) another person did so but with that person's knowledge, or
- (c) in relation to a limited partnership, the particulars were included in the statement of initial significant control delivered to the registrar under section 8A of the Limited Partnerships Act 1907.

(2) In the case of a person who is a registrable person in relation to an eligible Scottish partnership on the commencement day, that particular is deemed to have been “confirmed” to the eligible Scottish partnership.

**Usual residential address**

**22.**—(1) For the purposes of this Part, subject to paragraph (2), if a registrable person's usual residential address is the same as the service address for that individual, the particulars delivered to the registrar for that individual may state that fact instead of repeating the address.

(2) Paragraph (1) does not apply if a registrable person's service address is stated to be “the eligible Scottish partnership's service address”.

**Additional matters to be notified to the registrar where there is no registrable person or registrable relevant legal entity**

**23.**—(1) This regulation applies where an eligible Scottish partnership knows or has reasonable cause to believe that there is no registrable person or registrable relevant legal entity in relation to the eligible Scottish partnership.

(2) The eligible Scottish partnership must deliver to the registrar a statement that it knows or has reasonable cause to believe that there is no registrable person or registrable relevant legal entity in relation to the eligible Scottish partnership within the period of 14 days beginning with the later of—

- (a) 24th July 2017, and
- (b) the day on which it first has the knowledge or reasonable cause for belief.



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

- C8** [Reg. 23\(2\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. 2, **26**

**Additional matters where there is an unidentified registrable person**

**24.**—(1) This regulation applies where an eligible Scottish partnership—

- (a) knows or has reasonable cause to believe that there is a registrable person in relation to the eligible Scottish partnership, and
- (b) has not been able to identify the registrable person.

(2) The eligible Scottish partnership must deliver the information specified in paragraph (3) to the registrar within the period of 14 days beginning with the later of—

- (a) 24th July 2017, and
- (b) the day on which it first has the knowledge or reasonable cause for belief.

(3) The information required by paragraph (2) is a statement, in respect of each registrable person which the eligible Scottish partnership has been unable to identify, that it knows or has reasonable cause to believe that there is a registrable person in relation to the eligible Scottish partnership but has not identified the registrable person.

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

- C9** [Reg. 24\(2\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. 2, **27**

**Additional matters where an identified registrable person's particulars are not confirmed**

**25.**—(1) This regulation applies where—

- (a) an eligible Scottish partnership has identified a registrable person in relation to the eligible Scottish partnership, and
- (b) all the required particulars of that person have not been confirmed for the purposes of regulation 19(1).

(2) The eligible Scottish partnership must deliver the information specified in paragraph (3) to the registrar within the period of 14 days beginning with the later of—

- (a) 24th July 2017, and
- (b) the day on which it identifies the registrable person as such.

(3) The information required by paragraph (2) is, in respect of each registrable person whose required particulars the eligible Scottish partnership has been unable to confirm, a statement that it knows or has reasonable cause to believe that there is a registrable person in relation to the eligible Scottish partnership but has been unable to confirm all the required particulars of that registrable person.

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

- C10** [Reg. 25\(2\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. 2, **28**

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### **Additional matters where investigations by an eligible Scottish partnership are ongoing**

26.—(1) This regulation applies to an eligible Scottish partnership which—

- (a) either—
  - (i) has not delivered any required particulars to the registrar, or
  - (ii) becomes aware that all the persons whose required particulars delivered by it to the registrar have ceased to be registrable persons or registrable relevant legal entities, as the case may be;
- (b) is not required to deliver to the registrar any statement of additional matters under regulation 23, 24 or 25; and
- (c) has not completed taking reasonable steps under regulation 10 to find out if any person is a registrable person or a registrable relevant legal entity in relation to the eligible Scottish partnership.

(2) The eligible Scottish partnership must comply with the requirement in paragraph (3) within the period of 14 days beginning with the day this regulation applies to it, unless any of sub-paragraphs (a)(i), (b) or (c) cease to apply to the eligible Scottish partnership before it complies with that requirement.

(3) The requirement is to deliver to the registrar a statement that the eligible Scottish partnership has not yet completed taking reasonable steps to find out if any person is a registrable person or a registrable relevant legal entity in relation to it.

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

**C11** [Reg. 26\(2\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. 2, **29**

### **Additional matters where there is a failure to comply with a notice given under regulation 10**

27.—(1) This regulation applies where—

- (a) an eligible Scottish partnership has given a notice under regulation 10, and
- (b) the addressee of the notice has failed to comply with the notice within the time specified in it (the “specified time”).

(2) The eligible Scottish partnership must deliver to the registrar within the period of 14 days beginning with the day after the end of the specified time a statement that it has given a notice under regulation 10 which has not been complied with.

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

**C12** [Reg. 27\(2\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. 2, **30**

### **Additional matters where there is a failure to comply with a notice given under regulation 11**

28.—(1) This regulation applies where—

- (a) an eligible Scottish partnership has given a notice under regulation 11, and
- (b) the addressee of the notice has failed to comply with the notice within the time specified in it (the “specified time”).

(2) The eligible Scottish partnership must deliver to the registrar within the period of 14 days beginning with the day after the end of the specified time a statement that it has given a notice under regulation 11 which has not been complied with.

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

**C13** [Reg. 28\(2\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020](#) (S.I. 2020/645), regs. 2, **31**

**Additional matters where a notice given under regulation 10 or 11 is complied with after the time specified in the notice**

**29.**—(1) This regulation applies where—

- (a) a statement has been delivered to the registrar under regulation 27 or 28, and
- (b) the addressee of the notice to which the statement relates has complied with the notice after the time specified in the notice.

(2) The eligible Scottish partnership must within the period of 14 days beginning with the day it becomes aware that the notice has been complied with deliver to the registrar a statement—

- (a) that the notice has been complied with after the time specified in the notice, and
- (b) providing the date on which the notice was complied with.

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

**C14** [Reg. 29\(2\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020](#) (S.I. 2020/645), regs. 2, **32**

**Additional matters where an eligible Scottish partnership has issued a restrictions notice**

**30.**—(1) This regulation applies where an eligible Scottish partnership has issued a restrictions notice under paragraph 1 of Schedule 2.

(2) The eligible Scottish partnership must within the period of 14 days beginning with the day on which it issues the restrictions notice deliver to the registrar a statement that it has issued a restrictions notice under paragraph 1 of Schedule 2.

(3) Where the eligible Scottish partnership withdraws the restrictions notice under paragraph 10 of Schedule 2, the eligible Scottish partnership must deliver to the registrar a statement—

- (a) that it has withdrawn the restrictions notice by giving a withdrawal notice, and
- (b) providing the date specified in the withdrawal notice as the date on which the withdrawal notice was given.

(4) Where a court makes an order under paragraph 7 of Schedule 2 directing that a relevant interest in the eligible Scottish partnership cease to be subject to restrictions, the eligible Scottish partnership must deliver to the registrar a statement—

- (a) that the court has made an order under paragraph 7 of Schedule 2 directing that a relevant interest in the eligible Scottish partnership cease to be subject to restrictions; and
- (b) providing the date on which that order takes effect.

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

**C15** [Reg. 30\(2\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. 2, **33**

#### End-dating of additional matters

**31.** Where a statement delivered to the registrar in accordance with regulation 23, 24, 25 or 26 ceases to be true, the eligible Scottish partnership must deliver to the registrar within the period of 14 days beginning with the day it becomes aware that the additional matter has ceased to be true, a statement—

- (a) that the additional matter has ceased to be true, and
- (b) providing the date on which the additional matter ceased to be true.

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

**C16** [Reg. 31](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. 2, **34**

#### Offences in relation to this Part

**32.**—(1) If an eligible Scottish partnership makes any default in complying with any of the duties in regulation 19, 20, and 23 to 31, an offence is committed by—

- (a) the eligible Scottish partnership, and
- (b) every officer of the eligible Scottish partnership who is in default.

(2) A person guilty of an offence under this regulation is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

#### Information as to the state of the register

**33.**—(1) When a person inspects or requests a copy of material on the register relating to an eligible Scottish partnership the person may ask the eligible Scottish partnership to confirm that all information that the eligible Scottish partnership is required to deliver to the registrar under this Part has been delivered.

(2) If an eligible Scottish partnership fails to respond to a request under paragraph (1) within the period of 14 days beginning with the day on which it receives the request, an offence is committed by—

- (a) the eligible Scottish partnership, and
- (b) every officer of the eligible Scottish partnership who is in default.

(3) A person guilty of an offence under this regulation is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

#### Power of court to order an eligible Scottish partnership to remedy default or delay

**34.**—(1) This regulation applies if—

- (a) the name of a person is without sufficient cause included in, or omitted from, information that an eligible Scottish partnership delivers to the registrar under this Part concerning

persons who are registrable persons or registrable relevant legal entities in relation to the eligible Scottish partnership, or

- (b) default is made or unnecessary delay takes place in informing the registrar under this Part that a person—
  - (i) has become a registrable person or a registrable relevant legal entity in relation to the eligible Scottish partnership, or
  - (ii) has ceased to be a registrable person or a registrable relevant legal entity in relation to it.

(2) The person aggrieved, or any other interested party, may apply to the court for an order requiring the eligible Scottish partnership to deliver to the registrar the information or statements necessary to rectify the position.

(3) The court may either refuse the application or may make the order and order the eligible Scottish partnership to pay any damages sustained by any party aggrieved.

(4) On such an application, the court may decide—

- (a) any question as to whether the name of any person who is a party to the application should or should not be included in or omitted from information delivered to the registrar under this Part about persons who are a registrable person or a registrable relevant legal entity in relation to the eligible Scottish partnership, and
- (b) any question necessary or expedient to be decided for rectifying the position.

(5) The reference in this regulation to “any other interested party” is to—

- (a) any partner in the eligible Scottish partnership, and
- (b) any other person who is a registrable person or a registrable relevant legal entity in relation to the eligible Scottish partnership.

## PART 6

### Confirmation statement

#### Duty to deliver a confirmation statement

**35.**—(1) An eligible Scottish partnership must, within the period of 14 days beginning the day after the end of each review period<sup>M16</sup>, deliver to the registrar—

- (a) such information as is necessary to ensure that the eligible Scottish partnership is able to make the statement referred to in sub-paragraph (b), and
- (b) a statement (a “confirmation statement”) confirming that all information required to be delivered by the eligible Scottish partnership to the registrar in relation to the confirmation period concerned under any duty mentioned in paragraph (2) either—
  - (i) has been delivered, or
  - (ii) is being delivered at the same time as the confirmation statement.

(2) The duties are—

- (a) to deliver the information required in Part 5 (duty to deliver information to the registrar);
- (b) in relation to a Scottish limited partnership, to deliver a change in the details required to be provided to the registrar pursuant to section 9 of the Limited Partnerships Act 1907 (registration of changes to partnerships); and

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- (c) in relation to a Scottish qualifying partnership, to notify a change in the details required to be provided to the registrar by regulation 7 (notification of changes to the registration information).

(3) A partnership which has served a notice under regulation 8 (effect of a Scottish general partnership ceasing to be a qualifying partnership) is not required to comply with paragraph (1) during any period in which it is not a qualifying partnership.

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

- C17** [Reg. 35](#): power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020](#) (c. 12), [ss. 39\(1\)](#), 40(f), 49(1) (with [ss. 2\(2\)](#), 5(2), 39(8)(9))
- C18** [Reg. 35\(1\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020](#) (S.I. 2020/645), [regs. 2](#), [35](#)

#### Marginal Citations

- M16** See regulation 37 for the meaning of “review period”.

### Meaning of “confirmation period” and “confirmation date”

**36.** In this Part—

“confirmation period” means—

- (a) in relation to the first confirmation statement provided by a Scottish limited partnership registered before the commencement day, the period beginning with 24th July 2017 and ending with the confirmation date;
- (b) in relation to the first confirmation statement provided by a Scottish limited partnership registered on or after the commencement day, the period beginning with its registration date and ending with the confirmation date;
- (c) in relation to a Scottish limited partnership's subsequent confirmation statement, the period beginning with the day after the confirmation date of the previous confirmation statement, and ending with the confirmation date of the confirmation statement concerned;
- (d) in relation to a Scottish qualifying partnership's first confirmation statement following a registration under regulation 5, the period beginning with the date of that registration under regulation 5 and ending with the confirmation date;
- (e) in relation to a Scottish qualifying partnership's subsequent confirmation statement, the period beginning with the day after the confirmation date of the previous confirmation statement and ending with the confirmation date of the confirmation statement concerned;

“confirmation date” means the day specified as the confirmation date in the confirmation statement to which the confirmation period relates.

### Review period

**37.—**(1) The confirmation date of a confirmation statement must be no later than the last day of the review period to which it relates.

(2) For the purposes of this Part, each of the following is a review period—

- (a) in relation to a Scottish limited partnership—

- (i) registered before the commencement day, the period beginning with 24th July 2017 and ending on the day before the first anniversary of its registration date occurring after the commencement day;
  - (ii) registered on or after the commencement day, the period of 12 months beginning on its registration date;
  - (b) in relation to a Scottish qualifying partnership, the period of 12 months beginning on its registration date;
  - (c) in relation to any eligible Scottish partnership, each period of 12 months beginning with the day after the end of the previous review period.
- (3) But where an eligible Scottish partnership delivers a confirmation statement with a confirmation date which is earlier than the last day of the review period concerned, the next review period is the period of 12 months beginning with the day after the confirmation date.

[<sup>F5</sup>(4) For the purpose of making a confirmation statement, an eligible Scottish partnership is entitled to assume that information that has been delivered to the registrar has been properly delivered unless the registrar has notified the eligible Scottish partnership otherwise.]

#### Textual Amendments

**F5** Reg. 37(4) substituted for reg. 37(4)(5) (26.10.2023 for specified purposes) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\), ss. 127, 219\(1\)\(2\)\(b\)](#)

#### Failure to deliver a confirmation statement

**38.**—(1) If an eligible Scottish partnership fails to deliver a confirmation statement before the end of the period of 14 days beginning the day after the end of a review period an offence is committed by—

- (a) the eligible Scottish partnership, and
  - (b) every officer of the eligible Scottish partnership who is in default.
- (2) A person guilty of an offence under subsection (1) is liable on summary conviction—
- (a) in England and Wales to a fine, and, for continued contravention, a daily default fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale;
  - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.
- (3) The contravention continues until such time as a confirmation statement specifying a confirmation date no later than the last day of the review period concerned is delivered by the eligible Scottish partnership to the registrar.
- (4) It is a defence for an officer charged with an offence under subsection (1) to prove that the person took all reasonable steps to avoid the commission or continuation of the offence.
- (5) In the case of continued contravention, an offence is also committed by every officer of the eligible Scottish partnership who did not commit an offence under subsection (1) in relation to the initial contravention but who is in default in relation to the continued contravention.
- (6) A person guilty of an offence under subsection (5) is liable on summary conviction—
- (a) in England and Wales, to a fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale for each day on which the contravention continues and the person is in default;

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- (b) in Scotland or Northern Ireland, to a fine not exceeding one-tenth of level 5 on the standard scale for each day on which the contravention continues and the person is in default.

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

**C19** [Reg. 38\(1\)](#) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. 2, **36**

## PART 7

### The protection of usual residential address information

#### Information as to usual residential address

**39.—(1)** This Part makes provision for protecting, in relation to a registrable person, information—

- (a) as to the usual residential address of the individual, and
- (b) if applicable, that the individual's service address is the individual's usual residential address.

(2) The information in paragraph (1) is referred to in this Part as “URA information”.

(3) An individual's information does not cease to be URA information on the individual ceasing to be a registrable person in relation to an eligible Scottish partnership.

(4) References in this Part to a registrable person include, for the purpose of this Part, a person who used to be a registrable person.

(5) This Part does not apply to URA information relating to a registrable person where an application under regulation 48, 49 or 50 has been granted with respect to that information and has not been revoked.

#### Restriction on use or disclosure of URA information by an eligible Scottish partnership

**40.—(1)** An eligible Scottish partnership must not use or disclose URA information relating to a registrable person in relation to the eligible Scottish partnership, other than—

- (a) for communicating with the person;
- (b) to comply with a requirement in these Regulations as to information to be delivered to the registrar;
- (c) to comply with regulation 43 (corporate bodies: obligations) of the 2017 Money Laundering Regulations; or
- (d) in accordance with regulation 43 (disclosure under court order) of these Regulations.

(2) Paragraph (1) does not prohibit any use or disclosure of URA information with the consent of the person concerned.

#### Restriction on use or disclosure of URA information by the registrar

**41.—(1)** The registrar must omit URA information from the material on the register that is available for inspection where—

- (a) it is contained in a document delivered to the registrar in which such information is required to be stated, and



- (b) in the case of a document having more than one part, it is contained in a part of the document in which such information is required to be stated.
- (2) The registrar is not obliged to check other documents or (as the case may be) other parts of the document to ensure the absence of URA information.
- (3) The registrar must not use or disclose URA information except—
  - (a) as permitted by regulation 42 (permitted use or disclosure), or
  - (b) in accordance with regulation 43 (disclosure under court order).

#### **Permitted use or disclosure by the registrar**

**42.**—(1) The registrar may use URA information relating to a registrable person for communicating with the person in question.

(2) The registrar may disclose URA information to one or more of the specified public authorities listed in Schedule 4 if in relation to the specified public authority the conditions in Part 1 of Schedule 5 are satisfied.

#### **Disclosure under court order**

**43.**—(1) The court may make an order for the disclosure by an eligible Scottish partnership or the registrar of URA information relating to a registrable person in relation to the eligible Scottish partnership if—

- (a) there is evidence that the service of documents at a service address other than the person's usual residential address is not effective to bring them to the person's notice, or
- (b) it is necessary or expedient for the information to be provided in connection with the enforcement of an order or decree of the court,

and the court is otherwise satisfied that it is appropriate to make the order.

- (2) An order for disclosure by the registrar may only be made if the eligible Scottish partnership—
  - (a) does not have the person's usual residential address, or
  - (b) has been dissolved.
- (3) The order may be made on the application of—
  - (a) a trustee or interim trustee in the sequestration under the Bankruptcy (Scotland) Act 2016<sup>M17</sup> of the estate of the eligible Scottish partnership,
  - (b) a creditor or partner in the eligible Scottish partnership, or
  - (c) any other person appearing to the court to have a sufficient interest.
- (4) The order must specify the persons to whom, and purposes for which, disclosure is authorised.

#### **Marginal Citations**

**M17** 2016 asp 21.

## PART 8

### The protection of secured information

#### **Circumstances in which the registrar must omit secured information from material on the register available for public inspection**

**44.**—(1) In this Part and in Part 10 “secured information” means the required particulars of a registrable person in relation to an eligible Scottish partnership, other than the information that restrictions on using or disclosing the individual's required particulars are in force under this Part.

(2) The registrar must omit secured information from the material on the register that is available for public inspection if—

- (a) in relation to that information an application has been made under regulation 48, 49 or 50 which—
  - (i) has not yet been determined by the registrar and has not been withdrawn under regulation 52 (withdrawal of an application);
  - (ii) has been determined by the registrar in favour of the applicant and the determination has not ceased to have effect under regulation 55 (duration of a determination);
  - (iii) was unsuccessful and the period of 42 days beginning with the date of the notice sent under regulation 48(5), 49(5) or 50(5) has not passed;
  - (iv) was unsuccessful and an appeal to the court in respect of that application under regulation 53 (appealing against an unsuccessful application) has not been determined by the court; or
  - (v) was unsuccessful and the applicant has successfully appealed the determination; and
- (b) the information is contained in a document delivered to the registrar in which such information is required to be stated and, in the case of a document having more than one part, the information is contained in a part of the document in which such information is required to be stated.

(3) The registrar is not obliged to check documents, other than those described in paragraph (2)(b), to ensure the absence of secured information in relation to which an application under regulation 48, 49 or 50 has been made.

(4) If the secured information in relation to which an application under regulation 48, 49 or 50 is made is available for public inspection on the register at the time that the application is made, the registrar must comply with paragraph (2) as soon as reasonably practicable.

(5) For the purposes of this regulation an application under regulation 48, 49 or 50 is made when it has been registered by the registrar.

#### **Circumstances in which the registrar must not use or disclose secured information**

**45.**—(1) Save as permitted in paragraph (2), the registrar must not use or disclose secured information if an application under regulation 48, 49 or 50 has been made in relation to that information which—

- (a) has not yet been determined by the registrar and has not been withdrawn under regulation 52 (withdrawal of an application);
- (b) has been determined by the registrar in favour of the applicant and the determination has not ceased to have effect under regulation 55 (duration of a determination);
- (c) was unsuccessful and the period of 42 days beginning with the date of the notice sent under regulation 48(5), 49(5) or 50(5) has not passed;

- (d) was unsuccessful and an appeal to the court in respect of that application under regulation 53 (appealing against an unsuccessful application) has not been determined by the court; or
  - (e) was unsuccessful and the applicant has successfully appealed the determination.
- (2) The registrar may—
- (a) use or disclose secured information for communicating with the registrable person to whom the application under regulation 48, 49 or 50 relates and, if different, the applicant;
  - (b) disclose secured information on request to a specified public authority listed in Schedule 4 where the conditions specified in Part 1 of Schedule 5 are satisfied; and
  - (c) disclose the information specified in paragraph (3) on request to—
    - (i) a credit institution, or
    - (ii) a financial institutionwhich satisfies the conditions specified in Part 2 of Schedule 5.
- (3) The secured information for disclosure under paragraph (2)(c) is, in relation to the registrable person—
- (a) the individual's name,
  - (b) a service address,
  - (c) the country or territory (or part of the United Kingdom) in which the individual is usually resident,
  - (d) nationality,
  - (e) the month and year of birth,
  - (f) the date on which the individual became a registrable person in relation to the eligible Scottish partnership to which the secured information relates<sup>M18</sup>, and
  - (g) the nature of the individual's control over that eligible Scottish partnership.
- (4) The registrar may rely on a statement delivered to the registrar by a credit institution or a financial institution under Part 2 of Schedule 5 as sufficient evidence of the matters stated therein.
- (5) For the purposes of this regulation an application under regulation 48, 49 or 50 is made when it has been registered by the registrar.

**Marginal Citations**

**M18** See regulation 17(5) in relation to an individual who is a registrable person on the commencement day.

**Fee payable for the disclosure by the registrar of secured information to a specified public authority**

- 46.**—(1) On making a request for the disclosure of secured information under regulation 45(2)
- (b) the specified public authority must pay a fee to the registrar for the disclosure of that information.
- (2) The fee payable under paragraph (1) is—
- (a) where the request for secured information by the specified public authority is made by reference to an individual, £5.00 per individual specified in the request; or
  - (b) where the request for secured information by the specified public authority is made by reference to an eligible Scottish partnership, £5.00 per eligible Scottish partnership specified in the request.

### **Fee payable for the disclosure by the registrar of secured information to a credit institution or a financial institution**

47.—(1) A credit institution or a financial institution which makes a request under regulation 45(2)(c) and Schedule 5 for the disclosure of information must pay a fee to the registrar for the disclosure of the information.

(2) The fee payable under paragraph (1) is—

- (a) where the request for information is made by reference to an individual, £5.00 per individual specified in the request; or
- (b) where the request for information is made by reference to an eligible Scottish partnership, £5.00 per eligible Scottish partnership specified in the request.

### **Application by an individual requiring the registrar to refrain from using or disclosing that individual's secured information**

48.—(1) An individual may make an application to the registrar requiring the registrar to refrain from using or disclosing secured information relating to that individual if the individual—

- (a) is a registrable person in relation to an eligible Scottish partnership;
- (b) proposes to become a registrable person in relation to an eligible Scottish partnership; or
- (c) used to be a registrable person in relation to an eligible Scottish partnership.

(2) The grounds on which an application may be made are that the applicant reasonably believes that if that secured information is disclosed by the registrar—

- (a) the activities of the eligible Scottish partnership; or
- (b) one or more characteristics or personal attributes of the applicant when associated with the eligible Scottish partnership,

will put the applicant or a person living with the applicant at serious risk of being subjected to violence or intimidation.

(3) The application must—

- (a) contain—
  - (i) a statement of the grounds on which the application is made;
  - (ii) the name and any former name of the applicant;
  - (iii) the date of birth of the applicant;
  - (iv) the usual residential address of the applicant;
  - (v) the e-mail address of the applicant, if any; and
  - (vi) the name and, if applicable, the registered number of the eligible Scottish partnership in relation to which the applicant is, proposes to become, or used to be a registrable person.
- (b) be accompanied by evidence which supports the applicant's statement of the grounds on which the application is made.

(4) Where an individual who is or used to be a registrable person in relation to an eligible Scottish partnership sends an application under paragraph (1) to the registrar in relation to the eligible Scottish partnership, that individual must inform that eligible Scottish partnership of that fact as soon as reasonably practicable.

(5) The registrar must determine the application and, within the period of 7 days beginning with the date on which the determination is made, send to the applicant notice of the determination.

(6) Where the application is unsuccessful, the notice under paragraph (5) must inform the applicant of the applicant's right to apply for permission to appeal against the determination within 28 days beginning with the date of the notice.

### **Application by an eligible Scottish partnership requiring the registrar to refrain from using or disclosing an individual's secured information**

**49.—**(1) An eligible Scottish partnership (“the applicant”) may make an application to the registrar requiring the registrar to refrain from using or disclosing secured information relating to an individual (“S”) who—

- (a) is a registrable person;
- (b) proposes to become a registrable person; or
- (c) used to be a registrable person,

in relation to the applicant.

(2) An eligible Scottish partnership may only make an application under paragraph (1) where S has given consent for the eligible Scottish partnership to make the application on S's behalf.

(3) The grounds on which an application may be made are that the applicant reasonably believes that if the secured information is disclosed by the registrar—

- (a) the activities of the applicant; or
- (b) one or more characteristics or personal attributes of S when associated with the applicant,

will put S or a person living with S at serious risk of being subjected to violence or intimidation.

(4) The application must—

- (a) contain—
  - (i) a statement of the grounds on which the application is made;
  - (ii) confirmation that S consents to the making of the application;
  - (iii) the name and, if applicable, the registered number of the applicant;
  - (iv) an address at which documents may be effectively served on the applicant;
  - (v) the e-mail address of the applicant, if any;
  - (vi) the name and any former name of S;
  - (vii) the date of birth of S;
  - (viii) the usual residential address of S; and
  - (ix) the e-mail address of S, if any; and
- (b) be accompanied by evidence which supports the applicant's statement of the grounds on which the application is made.

(5) The registrar must determine the application and, within the period of 7 days beginning with the date on which that the determination is made, send to the applicant and to S notice of the determination.

(6) Where the application is unsuccessful, the notice under paragraph (5) must inform the applicant of the applicant's right to apply for permission to appeal against the determination within the period of 28 days beginning with the date of the notice.

### **Application by a prospective partner in a prospective eligible Scottish partnership requiring the registrar to refrain from using or disclosing an individual's secured information**

**50.**—(1) A prospective partner in a prospective eligible Scottish partnership (“the applicant”) may make an application to the registrar requiring the registrar to refrain from using or disclosing secured information relating to an individual (“S”) who proposes to become, on or after the formation of the eligible Scottish partnership, a registrable person in relation to the prospective eligible Scottish partnership.

(2) A prospective partner in a prospective eligible Scottish partnership may only make an application under paragraph (1) where S has given consent for the prospective partner to make the application on S's behalf.

(3) The grounds on which an application may be made are that the applicant reasonably believes that if the secured information is disclosed by the registrar—

- (a) the proposed activities of the prospective eligible Scottish partnership, or
- (b) one or more characteristics or personal attributes of S when associated with the prospective eligible Scottish partnership,

will put S or a person living with S at serious risk of being subjected to violence or intimidation.

(4) The application must—

- (a) contain—
  - (i) a statement of the grounds on which the application is made;
  - (ii) confirmation that S consents to the making of the application;
  - (iii) the name and any former name of the applicant;
  - (iv) the usual residential address of the applicant;
  - (v) the e-mail address of the applicant, if any;
  - (vi) the proposed name of the eligible Scottish partnership to which the application relates;
  - (vii) the name and any former name of S;
  - (viii) the date of birth of S;
  - (ix) the usual residential address of S; and
  - (x) the e-mail address of S, if any; and
- (b) be accompanied by evidence which supports the applicant's statement of the grounds on which the application is made.

(5) The registrar must determine the application and, within the period of 7 days beginning with the date on which the determination is made, send to the applicant and to S notice of the determination.

(6) Where the application is unsuccessful, the notice under paragraph (5) must inform the applicant of the applicant's right to apply for permission to appeal against the determination within the period of 28 days beginning with the date of the notice.

### **Matters relating to an application made under regulation 48, 49 or 50**

**51.**—(1) For the purpose of determining an application made under regulation 48, 49 or 50 the registrar may—

- (a) direct that additional information or evidence should be delivered to the registrar;

- (b) refer any question relating to an assessment of the nature or extent of any risk of violence or intimidation to a relevant body or to any other person the registrar considers may be able to assist in making that assessment; and
  - (c) accept any answer to a question referred under paragraph (1)(b) as providing sufficient evidence of the nature or extent of any risk.
- (2) The registrar must not make available for public inspection—
- (a) any application made under regulation 48, 49 or 50;
  - (b) any documents provided in support of that application;
  - (c) any notice provided under regulation 52 (notice of withdrawal of application);
  - (d) any notice provided under regulation 53 (notice of an appeal);
  - (e) any notice provided under regulation 55 (notice that determination no longer wanted);
  - (f) any notice provided under regulation 56 (representations as to why determination should not be revoked); or
  - (g) any notice provided under regulation 82 (protection for registrable persons applying for protection of secured information).
- (3) A person who makes an application under regulation 48, 49 or 50 must inform the registrar in writing without delay upon becoming aware of any change to any information or evidence provided to the registrar in connection with the application.
- (4) For the purposes of this regulation an application under regulation 48, 49 or 50 is made when it has been registered by the registrar.

#### **Withdrawal of an application made under regulation 48, 49 or 50**

**52.**—(1) If an individual in relation to whom an application has been made under regulation 48, 49 or 50 that has not yet been determined notifies the registrar in writing that the individual no longer wishes the registrar to determine the application, the registrar is not required to determine the application under regulation 48(5), 49(5) or 50(5) (as the case may be).

(2) Where an individual in relation to whom an application under regulation 48 or 49 has been made sends a notice to the registrar under paragraph (1), that individual must notify the eligible Scottish partnership to which the application related of this fact as soon as reasonably practicable.

(3) Where an individual in relation to whom an application under regulation 50 has been made sends a notice to the registrar under paragraph (1), that individual must notify the prospective partners who made the application and, if formed, the eligible Scottish partnership to which the application related of this fact as soon as reasonably practicable.

(4) For the purposes of this regulation an application under regulation 48, 49 or 50 is made when it has been registered by the registrar.

#### **Appeal against an unsuccessful application made under regulation 48, 49 or 50**

**53.**—(1) Subject to paragraph (2), an applicant who has received notice under regulation 48(5), 49(5) or 50(5) that the applicant's application has been unsuccessful may appeal to the High Court or, in Scotland, the Court of Session on the grounds that the determination—

- (a) is unlawful;
- (b) is irrational or unreasonable; or
- (c) has been made on the basis of a procedural impropriety or otherwise contravenes the rules of natural justice.

(2) No appeal may be brought unless the permission of the court has been obtained.

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(3) No application for such permission may be made after 28 days beginning with the date of the notice under regulation 48(5), 49(5) or 50(5) unless the court is satisfied that there was good reason for the failure of the applicant to seek permission before the end of that period.

(4) An applicant who seeks permission to appeal must serve written notice of the application on the registrar within the period of 7 days beginning with the day on which the application for permission was issued.

(5) The court determining an appeal may—

- (a) dismiss the appeal; or
- (b) quash the determination.

(6) Where the court quashes a determination it may refer the matter to the registrar with a direction to reconsider it and make a determination in accordance with the findings of the court.

### **Unsuccessful determination made under regulation 48, 49 or 50**

**54.**—(1) This regulation applies where the registrar has made a determination in respect of an application made under regulation 48, 49 or 50 which is not in favour of the applicant and to which regulation 82 does not apply.

(2) The registrar must make secured information on the register to which the application under regulation 48, 49 or 50 relates available for public inspection—

- (a) where notice of an application for permission to appeal has not been served on the registrar in accordance with regulation 53(4), as soon as reasonably practicable after the end of the period of 42 days beginning with the date of the notice given under regulation 48(5), 49(5) or 50(5); or
- (b) where notice of an application for permission to appeal has been served on the registrar in accordance with regulation 53(4), as soon as reasonably practicable after—
  - (i) the court has dismissed the application for permission to appeal or the appeal and there is no further appeal pending; or
  - (ii) the registrar becomes aware that the application for permission to appeal or the appeal has been subsequently withdrawn or abandoned.

(3) Where the registrar makes secured information available for public inspection on the register under this regulation, the registrar must notify the individual to whom the secured information relates and the eligible Scottish partnership to which the application under regulation 48, 49 or 50 related of that action as soon as reasonably practicable.

### **Duration of a determination under regulation 48, 49 or 50**

**55.**—(1) A determination under regulation 48(5), 49(5) or 50(5) that an application is successful continues to have effect until—

- (a) either—
  - (i) the individual to whom the determination relates; or
  - (ii) that individual's personal representative,
 notifies the registrar in writing that the individual wishes the determination to cease to have effect; or
- (b) the registrar revokes the determination under regulation 56.

(2) Where a notice is given under paragraph (1)(a), the person giving the notice must notify the eligible Scottish partnership to which the application that was determined relates of the notice given to the registrar.



(3) In this regulation “personal representative” means the executor or administrator for the time being of a deceased person.

### **Revocation of a determination under regulation 48(5), 49(5) or 50(5)**

**56.**—(1) The registrar may revoke a determination made under regulation 48(5), 49(5) or 50(5) that an application is successful if—

- (a) the applicant in relation to the determination or (if different) the individual to whom the application relates has been found guilty of an offence under section 1112 of the Companies Act 2006 (general false statement offence) in respect of purported compliance with any provision of this Part;
- (b) the registrar has sent a notice in accordance with paragraph (2) to the applicant in relation to the determination and (if different) the individual to whom the determination relates; and
- (c) the period of 28 days beginning with the date of that notice has expired.

(2) The notice mentioned in paragraph (1)(b) must inform the addressee—

- (a) of the registrar's intention to revoke the determination;
- (b) that the addressee may, within the period of 28 days beginning with the date of the notice, deliver representations in writing to the registrar as to why the registrar should not revoke the determination; and
- (c) that if the registrar receives such representations within that period, the registrar will have regard to the representations in deciding whether to revoke the determination.

(3) If within the period specified in paragraph (2)(b) an addressee of the notice delivers representations in writing to the registrar as to why the registrar should not revoke the determination, the registrar must have regard to the representations in deciding whether to revoke the determination.

(4) The registrar must send notice of the registrar's decision as to whether to revoke a determination to the applicant in relation to the determination and (if different) the individual to whom the determination relates within the period of 7 days beginning with the date of the decision.

(5) Where the registrar has made a decision to revoke a determination, the registrar must make secured information on the register to which the determination relates available for public inspection as soon as reasonably practicable after sending the notice mentioned in paragraph (4).

(6) Where the registrar makes secured information available for public inspection on the register under this regulation, the registrar must notify the individual to whom the secured information relates and the eligible Scottish partnership to which the application under regulation 48, 49 or 50 related of that action as soon as reasonably practicable.

### **Protection by an eligible Scottish partnership of secured information**

**57.**—(1) Subject to paragraph (2), an eligible Scottish partnership must not use or disclose secured information relating to an individual (“S”) if—

- (a) in relation to that information an application has been made under regulation 48, 49 or 50; and
- (b) the eligible Scottish partnership has not received notification under regulation 52(2), 52(3), 54(3), 55(2), 56(6) or 82(6)(b).

(2) The eligible Scottish partnership may use or disclose secured information relating to S—

- (a) for communicating with S;
- (b) in order to comply with a requirement of these Regulations for information to be delivered to the registrar;

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- (c) where S has given consent for the eligible Scottish partnership to use or disclose secured information relating to S; or
  - (d) to the extent necessary in order to comply with regulation 43 of the 2017 Money Laundering Regulations (corporate bodies: obligations).
- (3) For the purposes of this regulation, an application has been made—
- (a) under regulation 48(1)(a) or 48(1)(c) when the applicant has informed the eligible Scottish partnership under regulation 48(4) that the applicant has made an application;
  - (b) under regulation 48(1)(b) when the eligible Scottish partnership has received the particular required by regulation 17(1)(i) (required particulars) in relation to that individual;
  - (c) under regulation 49 when the eligible Scottish partnership sends the application to the registrar; or
  - (d) under regulation 50 when the prospective partner sends the application to the registrar.

## PART 9

### Application of the Companies Act 2006

#### **Application of Part 35 of the Companies Act 2006**

**58.** Section 1066 (registered numbers) of the Companies Act 2006 applies to Scottish qualifying partnerships with the following modifications—

- (a) for references to a “company” substitute “ Scottish qualifying partnership ”; and
- (b) omit subsections (5) and (6).

**59.** Section 1081 (annotation of the register) of the Companies Act 2006 applies to eligible Scottish partnerships with the following modifications—

- (a) in subsection (1), omit paragraphs (e) and (f);
- (b) omit subsection (1A);
- (c) for subsection (2), substitute—
  - “(2) Where it appears to the registrar that material on the register is misleading or confusing, the registrar may place a note in the register containing such information as appears to the registrar to be necessary to remedy, as far as possible, the misleading or confusing nature of the material.”;
- (d) omit subsection (5);
- (e) in subsection (6)—
  - (i) omit “or (1A), or in pursuance of regulations under”, and
  - (ii) for “all purposes of the Companies Acts” substitute “ the purposes of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 ”; and
- (f) omit subsection (7).

**60.** The following provisions of the Companies Act 2006 apply to information on the register delivered to the registrar by eligible Scottish partnerships under these Regulations—

- (a) section 1085 (inspection of the register);

- (b) section 1086 (right to a copy of material on the register), with the omission of subsection (2).

**61.** Section 1087 (material not available for public inspection) of the Companies Act 2006 applies in relation to information delivered to the registrar by eligible Scottish partnerships under these Regulations modified so that it reads as follows—

**“Material not available for public inspection**

**1087.**—(1) The registrar must not make available for public inspection on the register material which is excluded from public inspection by or under any enactment.

(2) A restriction applying by reference to material deriving from a particular description of document does not affect the availability for public inspection of the same information contained in material derived from another description of document in relation to which no such restriction applies.

(3) Material to which this section applies need not be retained by the registrar for longer than appears to the registrar reasonably necessary for the purposes for which the material was delivered to the registrar.”

[<sup>F6</sup>**61A.** Section 1087ZA of the Companies Act 2006 (required particulars available for public inspection for limited period) applies to eligible Scottish partnerships, modified so that it reads as follows—

**“Required particulars available for public inspection for limited period**

**1087ZA.**—(1) This section applies where—

- (a) a document is delivered to the registrar by an eligible Scottish partnership under regulation 19 (duty to deliver information to the registrar) of the Scottish partnerships regulations; or
- (b) a document is delivered to the registrar by an eligible Scottish partnership under regulation 20 (duty to deliver information about a relevant change) of the Scottish partnerships regulations.

(2) The document, and any record of the information contained in the document, must not be made available by the registrar for public inspection after the expiration of ten years beginning with the date on which the registrar is notified of the dissolution of the eligible Scottish partnership.

(3) Subsection (2) does not affect the availability for public inspection of the same information contained in material derived from another description of document in relation to which no such restriction applies.

(4) For the purposes of this section—

“eligible Scottish partnership” has the meaning given in regulation 2 (interpretation) of the Scottish partnerships regulations.

“the Scottish partnerships regulations” means the Scottish Partnerships (Register of People with Significant Control) Regulations 2017.”]

**Textual Amendments**

- F6** Reg. 61A inserted (10.1.2020) by [The Money Laundering and Terrorist Financing \(Amendment\) Regulations 2019 \(S.I. 2019/1511\)](#), regs. 1(2), **20(2)**

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**62.** Section 1087A of the Companies Act 2006 applies in relation to information delivered to the registrar by an eligible Scottish partnership under these Regulations modified so that it reads as follows—

**“Restricted DOB information**

**1087A.**—(1) Information is “restricted DOB information” if—

- (a) it is DOB information,
- (b) it is contained in a document delivered to the registrar,
- (c) the document is one in which such information is required to be stated, and
- (d) if the document has more than one part, the part in which the information is contained is a part in which such information is required to be stated.

(2) “DOB information” is information as to the day of the month (but not the month or year) on which an individual who is a registrable person in relation to an eligible Scottish partnership was born.

(3) Information about an individual does not cease to fall within subsection (1) when the individual ceases to be a registrable person.

(4) Nothing in subsection (1) obliges the registrar to check other documents or (as the case may be) other parts of the document to ensure the absence of DOB information.”

**63.** Section 1087B applies in relation to information delivered to the registrar by an eligible Scottish partnership under these Regulations modified so that it reads as follows—

**“Disclosure of restricted DOB information**

**1087B.**—(1) The registrar must not disclose an individual's restricted DOB information unless—

- (a) the same information about the individual (whether in the same or a different capacity) is made available by the registrar for public inspection as a result of being contained in another description of document in relation to which no restriction under section 1087 of the Companies Act 2006 (as modified) applies (see subsection (2) of that section), or
- (b) disclosure of the information by the registrar is permitted by subsection (2) or another provision of this Act.

(2) The registrar may disclose an individual's restricted DOB information to a public authority (“specified public authority”) listed in Schedule 4 to the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 if the conditions in Part 1 of Schedule 5 to those Regulations are satisfied.”

**64.** Section 1088 (application to registrar to make address unavailable for inspection) of the Companies Act 2006 applies to eligible Scottish partnerships, modified so that it reads as follows—

**“Modification of the Companies (Disclosure of Address) Regulations 2009**

**1088.**—(1) The provisions of the Companies (Disclosure of Address) Regulations 2009<sup>M19</sup> set out in subsection (2) apply with respect to applications to the registrar to make an address unavailable for public inspection, with the modifications specified in subsection (3).

- (2) The provisions referred to in subsection (1) are—
  - (a) Part 3 (application to make an address unavailable for public inspection under section 1088);
  - (b) Part 4 (matters relating to applications under section 1088); and
  - (c) any other provisions of the Regulations having effect for the purposes of those provisions.
- (3) Those provisions apply with the following modifications—
  - (a) in regulation 1(2) for the definition of “former name” substitute—

““former name” means a name by which the individual was formerly known and which has been notified to the registrar under section 8A(5) of the Limited Partnerships Act 1907 or under Part 5 of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017;”
  - (b) for [F7 regulation 9 (application under section 1088 to make an address unavailable for public inspection by an individual)] substitute—

[F8“9.—( 1) Where an individual’s usual residential address is on the register, that individual may make a section 1088 application in respect of that address where, in the individual’s capacity as a registrable person, that address was placed on the register either—

- (a) as a service address in a statement of initial significant control delivered to the registrar under section 8A of the Limited Partnerships Act 1907, or
  - (b) as a service address included in the required particulars of a registrable person delivered to the registrar to comply with an obligation in Part 5 of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017.
- (2) The application must contain—
- (a) the name and any former name of the applicant;
  - (b) the usual residential address of the applicant that is to be made unavailable for public inspection;
  - (c) an address for correspondence in respect of the application;
  - (d) the name and registered number of each eligible Scottish partnership in respect of which the applicant has indicated in the application that the applicant’s usual residential address was placed on the register;
  - (e) in respect of each eligible Scottish partnership falling within subparagraph (d)—
    - (i) the name of the document in which that usual residential address appears on the register,
    - (ii) where that document is a form, the number and title of the form, and
    - (iii) the registration date of that document;
  - (f) where the application includes an eligible Scottish partnership which is required to maintain a current address for the applicant on the register, the service address which is to replace the usual residential address; and
  - (g) the date of birth of the applicant.”];

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- (c) omit regulations [F9]10, 11 and 12];
- <sup>F10</sup>(d) .....
- (e) for regulation 13 (effect of a successful section 1088 application) substitute—

[F11]13.—(1) This regulation applies in relation to a section 1088 application made under regulation 9.

(2) The registrar must make the specified address unavailable for public inspection in the places on the register where the applicant has indicated, in the application, that it appears.

(3) Where the application relates to an entry concerning an eligible Scottish partnership which is required to maintain a current address on the register for the applicant, the registrar must make the specified address unavailable for public inspection by replacing it with the service address provided by the applicant.

(4) In any other case, the registrar must make the specified address unavailable for public inspection by removing all elements of that address except—

- (a) for a United Kingdom address—
  - (i) the outward code from the postcode, or
  - (ii) where the address on the register does not include the outward code from the postcode, any information in that address that denotes a geographical area which is equivalent to or larger than the area represented by the outward code of the postcode which applies to that address; and
- (b) for an address other than a United Kingdom address, the country or territory and the name of the next principal unit of geographical subdivision of that country or territory (e.g. the state, region, province, county, district, municipality or equivalent) if there is one included in that address as it appears on the register.

(5) In this regulation—  
 “specified address” means the address specified in the application as being the one to be made unavailable for public inspection; and  
 “outward code” means the part of a postcode before the internal space but not the number and letters which come after that space.”];

[F12] (i) omit regulations 14 to 16.”]

**Textual Amendments**

- F7** Words in reg. 64 substituted (26.4.2018) by [The Companies \(Disclosure of Address\) \(Amendment\) Regulations 2018 \(S.I. 2018/528\)](#), regs. 1(1), **6(2)(a)** (with reg. 8)
- F8** Words in reg. 64 substituted (26.4.2018) by [The Companies \(Disclosure of Address\) \(Amendment\) Regulations 2018 \(S.I. 2018/528\)](#), regs. 1(1), **6(2)(b)** (with reg. 8)
- F9** Words in reg. 64 substituted (26.4.2018) by [The Companies \(Disclosure of Address\) \(Amendment\) Regulations 2018 \(S.I. 2018/528\)](#), regs. 1(1), **6(2)(c)** (with reg. 8)
- F10** Words in reg. 64 omitted (26.4.2018) by virtue of [The Companies \(Disclosure of Address\) \(Amendment\) Regulations 2018 \(S.I. 2018/528\)](#), regs. 1(1), **6(2)(d)** (with reg. 8)
- F11** Words in reg. 64 substituted (26.4.2018) by [The Companies \(Disclosure of Address\) \(Amendment\) Regulations 2018 \(S.I. 2018/528\)](#), regs. 1(1), **6(2)(e)** (with reg. 8)

**F12** Words in reg. 64 substituted (26.4.2018) by [The Companies \(Disclosure of Address\) \(Amendment\) Regulations 2018 \(S.I. 2018/528\)](#), regs. 1(1), **6(2)(f)** (with reg. 8)

**Marginal Citations**

**M19** [S.I. 2009/214](#).

**65.** Section 1089 (form of application for inspection or copy) of the Companies Act 2006 applies in relation to information delivered to the registrar by an eligible Scottish partnership under these Regulations, with the omission of subsection (2).

**66.** Section 1090 (form and manner in which copies to be provided) of the Companies Act 2006 applies in relation to information delivered to the registrar by an eligible Scottish partnership under these Regulations, modified so that it reads as follows—

**“Form and manner in which copies to be provided**

**1090.** The registrar may determine the form and manner in which copies are to be provided under section 1086.”

**67.** Section 1091 (certification of copies as accurate) of the Companies Act 2006 applies to information delivered to the registrar by an eligible Scottish partnership under these Regulations, modified so that it reads as follows—

**“Certification of copies as accurate**

**1091.—(1)** Copies provided under section 1086 in hard copy form must be certified as true copies unless the applicant dispenses with such certification.

(2) A copy provided under section 1086, certified by the registrar (whose official position it is unnecessary to prove) to be an accurate record of the contents of the original document, is in all legal proceedings admissible in evidence—

(a) as of equal validity with the original document, and

(b) as evidence (in Scotland, sufficient evidence) of any fact stated in the original document of which direct oral evidence would be admissible.

(3) Copies provided by the registrar may, instead of being certified in writing to be an accurate record, be sealed with the registrar's official seal.

(4) In subsection (1) “hard copy form”, in relation to a document or information sent or supplied, is a document or information sent or supplied in a paper copy or similar form capable of being read.”

<sup>[F13]</sup>**67A.** Section 1095A of the Companies Act 2006 (rectification of register to resolve a discrepancy) applies to eligible Scottish partnerships, modified so that it reads as follows—

**“Rectification of register to resolve a discrepancy**

**1095A.—(1)** This section applies where—

(a) a discrepancy in information relating to an eligible Scottish partnership is reported to the registrar under regulation 30A(2) of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017

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(requirement to report discrepancies in information about beneficial ownership), and

(b) the registrar determines, having investigated the discrepancy under regulation 30A(5) of those Regulations, that there is a discrepancy.

(2) The registrar may remove material from the register if doing so is necessary to resolve the discrepancy.

(3) In this section “eligible Scottish partnership” has the meaning given in regulation 2 of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017.”.]

#### Textual Amendments

**F13** Reg. 67A inserted (10.1.2020) by [The Money Laundering and Terrorist Financing \(Amendment\) Regulations 2019 \(S.I. 2019/1511\)](#), regs. 1(2), **20(3)**

**68.** Section 1103 (documents to be drawn up and delivered in English) of the Companies Act 2006 applies to documents delivered to the registrar by an eligible Scottish partnership under these Regulations, modified so that it reads as follows—

#### “Documents to be drawn up and delivered in English

**1103.** All documents required to be delivered to the registrar must be drawn up and delivered in English.”

**69.** Section 1112 (general false statement offence) of the Companies Act 2006 applies in relation to information delivered to the registrar by an eligible Scottish partnership under these Regulations, with the following modifications—

(a) in subsection (1)(a), for “the Companies Acts” substitute “ the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 ”; and

(b) in subsection (2)(b)(i), omit “not exceeding the statutory maximum”.

#### Application of Part 36 of the Companies Act 2006

**70.** Section 1125 (meaning of “daily default fine”) of the Companies Act 2006 applies in relation to these Regulations, modified so that in subsection (1) for “the Companies Acts” substitute “ the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 ”.

**71.** Section 1127 (summary proceedings: venue) of the Companies Act 2006 applies in relation to offences under these Regulations, with the following modifications in subsection (1)—

(a) for “the Companies Acts” substitute “ the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 ”; and

(b) for “body corporate” and “body” substitute “ legal entity ”.

**72.** Section 1128 (summary proceedings: time limit for proceedings) of the Companies Act 2006 applies, modified so that for every occurrence of “the Companies Acts” substitute “ the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 ”.



73. Section 1129 (legal professional privilege) of the Companies Act 2006 applies in relation to offences under these Regulations, modified so that for “the Companies Acts” and “those Acts” substitute “ the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 ”.

74. Section 1132 (production and inspection of documents where offence suspected) of the Companies Act 2006 applies, with the following modifications—

- (a) for each occurrence of “a company” and “the company” substitute “ an eligible Scottish partnership ” or “the eligible Scottish partnership”, as the case may be; and
- (b) for “secretary of the company, or such other officer of it” substitute “ such officer of the eligible Scottish partnership ”.

#### **Application of Part 37 of the Companies Act 2006**

75. Section 1156 (meaning of “the court”) of the Companies Act 2006 applies, modified so that for every occurrence of “the Companies Acts” substitute “ the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 ”.

76. Section 1157 (power of court to grant relief in certain cases) of the Companies Act 2006 applies, with the following modifications—

- (a) in subsection (1)(a), for “a company” substitute “ an eligible Scottish partnership ”;
- (b) omit subsection (1)(b); and
- (c) in subsection (1) and (2) omit “or person”.

#### **Interpretation of this Part**

77.—(1) The provisions of this Part have effect together with any other provisions of the Companies Act 2006 having effect for the purposes of those provisions.

(2) Subject to paragraph (1), a term used in a provision of the Companies Act 2006 as applied by this Part which has a meaning given elsewhere in these Regulations has that meaning in this Part.

## **PART 10**

### **Consequential amendments, transitional provision, and review**

#### **Consequential amendment to the Companies Act 2006**

78. In section 790C(7) of the Companies Act 2006, after paragraph (a) insert—

- “(aa) it is an eligible Scottish partnership within the meaning of regulation 3(2) of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017.”

#### **Consequential amendment to the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009**

79. In regulation 31B(3) of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 <sup>M20</sup>, in the modification of section 790C(7) of the Companies Act 2006, after paragraph (a) insert—

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- “(aa) it is an eligible Scottish partnership within the meaning of regulation 3(2) of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017.”

**Marginal Citations**

M20 [S.I. 2009/1804](#).

**Transitional provision in relation to regulations 78 and 79**

**80.**—(1) Where as a result of the amendment made by regulation 78 and 79 an eligible Scottish partnership is a registrable relevant legal entity in relation to a company or a limited liability partnership on the commencement day, the date on which the eligible Scottish partnership became a registrable relevant legal entity is the commencement day.

(2) Where as a result of the amendment made by regulation 79 or 80 a relevant change occurs such that, with effect from the commencement day—

- (a) an individual ceases to be a registrable person, or
- (b) a legal entity ceases to be a registrable relevant legal entity,

the date of the relevant change is the commencement day.

(3) In paragraph (1), “limited liability partnership” means a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000<sup>M21</sup>;

**Marginal Citations**

M21 [2000 c.12](#).

**Consequential amendment to the Limited Partnerships (Forms) Rules 2009**

**81.**—(1) The Limited Partnerships (Forms) Rules 2009<sup>M22</sup> are amended as follows.

(2) In rule 3 (forms to be used for the purpose of the Limited Partnerships Act 1907)—

- (a) in paragraph (1) after “Act” insert “ in England and Wales or Northern Ireland ”;
- (b) after paragraph (1) insert—

“(1A) Subject to paragraph (1B), the form in Part 2 of the Schedule must be used for an application for the registration of a limited partnership under the 1907 Act in Scotland which is not accompanied by an application for designation as a private fund limited partnership under that Act.

(1B) Where an application under Part 8 of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 is being made to omit disclosure of secured information<sup>M23</sup> about an individual who will count as a registrable person from the register, the prospective limited partnership must obtain from the registrar and use an alternative version of the form in Part 2 of the Schedule enabled with security features to apply for registration of the limited partnership under the 1907 Act in Scotland.”;

- (c) in paragraph (3) after “Act” insert “ in England and Wales or Northern Ireland ”;
- (d) after paragraph (3) insert—

“(3A) Subject to paragraph (3B), the form in Part 5 of the Schedule must be used for any application for the registration of a limited partnership under the 1907 Act in

Scotland which is accompanied by an application for designation as a private fund limited partnership under that Act.

(3B) Where an application under Part 8 of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 is being made to omit disclosure of secured information about an individual who will count as a registrable person from the register, the prospective private fund limited partnership must obtain from the registrar and use an alternative version of the form in Part 5 of the Schedule enabled with security features to apply for registration of the limited partnership under the 1907 Act in Scotland.”;

(e) after paragraph (4) insert—

“(5) In this regulation “secured information” means the required particulars of a registrable person other than the information in regulation 17(1)(i) of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017.”

(3) After rule 3 insert—

#### “Reproduction of Forms

4.—(1) A person reproducing the form in Part 2 or 5 of the Schedule for delivery to the registrar must obtain an image of the barcode set out on that form from the registrar.

(2) The barcode must be included in the form in Part 2 or 5 of the Schedule in the format supplied by the registrar, in black ink, 13.5 mm high and 70.5 mm wide.

(3) The barcode must be located on the form as shown in Part 2 or 5 of the Schedule as follows—

- (a) 41mm from the left edge of the A4 page,
- (b) 47.5mm from the top edge of the A4 page,
- (c) 236mm from the bottom of the A4 page; and
- (d) 98.55mm from the right edge of the A4 page.”

(4) For the Schedule substitute the new Schedule set out in Schedule 6 to these Regulations.

#### Marginal Citations

**M22** S.R. 2009/2160.

**M23** See regulation 44(1) for the meaning of “secured information”.

#### Protection for registrable persons applying for protection of secured information

82.—(1) This regulation applies where—

- (a) an individual is a registrable person in relation to an eligible Scottish partnership on the commencement day;
- (b) before 24 July 2017 an application is made under regulation 48, 49 or 50 for the protection of secured information relating to the individual; and
- (c) the registrar determines that the application is unsuccessful.

(2) Subject to paragraph (3), during the protected period, the registrar—

- (a) must not use or disclose secured information relating to the individual, and
- (b) must omit the information referred to in sub-paragraph (a) from the material on the register that is available for public inspection.

(3) The registrar may use or disclose secured information relating to the individual—

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- (a) for communicating with the individual, and
  - (b) where the application was made under regulation 49, for communicating with the eligible Scottish partnership which made the application.
- (4) Paragraph (5) applies where the individual ceases to be a registrable person in relation to the eligible Scottish partnership before the end of the protected period.
- (5) If, before the end of the protected period, the registrar receives notice from the individual setting out the date on which that individual ceased to be a registrable person in relation to the eligible Scottish partnership, the registrar—
- (a) must not use or disclose secured information relating to the individual which the registrar obtained before the end of the protected period, and
  - (b) must omit the information referred to in sub-paragraph (a) from the material on the register that is available for public inspection.
- (6) Where the registrar does not receive notice under paragraph (5), the registrar must as soon as reasonably practicable after the end of the protected period—
- (a) make the secured information available on the register for public inspection, and
  - (b) notify the individual and the eligible Scottish partnership to which the application under regulation 48, 49 or 50 related of the action taken under sub-paragraph (a).
- (7) In relation to an application to which this regulation applies regulation 54 (unsuccessful determination of application for protection of secured information) does not apply.
- (8) For the purposes of this regulation an application under regulation 48, 49 or 50 is made when it is registered by the registrar.
- (9) In this regulation—  
“protected period” means, in relation to an appeal under regulation 53 (appeal against unsuccessful application under regulation 48, 49 or 50)—
- (a) where no such appeal has been brought, 12 weeks beginning with the day on which notice of the registrar's determination was sent under regulation 48(5), 49(5) or 50(5) of those regulations,
  - (b) where such an appeal has been brought and dismissed, 12 weeks beginning with the day on which the court dismissed the appeal in accordance with regulation 53(5), or
  - (c) where such an appeal has been brought and subsequently withdrawn or abandoned, 12 weeks beginning with the day on which the registrar became aware that the appeal had been withdrawn or abandoned.

## Review

- 83.**—(1) The Secretary of State must from time to time—
- (a) carry out a review of these Regulations;
  - (b) set out the conclusions of the review in a report; and
  - (c) publish the report.
- (2) The report must in particular—
- (a) set out the objectives intended to be achieved by the regulatory system established by these Regulations;
  - (b) assess the extent to which those objectives have been achieved; and
  - (c) assess whether those objectives remain appropriate and, if so, the extent to which they could be achieved in another way that imposed less regulation.
- (3) Reports under this regulation are to be published at intervals not exceeding five years.

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Department for Business, Energy and Industrial  
Strategy

*Margot James*  
Parliamentary Under Secretary of State

## SCHEDULE 1

Regulation 3

References to people with significant control over an eligible Scottish partnership

**PART 1**

## The specified conditions

**Introduction**

1. This Part of this Schedule specifies the conditions at least one of which must be met by an individual (“X”) in relation to an eligible Scottish partnership (“eligible Scottish partnership Y”) in order for the individual to be a person with “significant control” over the eligible Scottish partnership Y.

**Ownership of right to surplus assets on a winding up**

2. The first condition is that X holds, directly or indirectly, the right to more than 25% of any surplus assets<sup>M24</sup> in eligible Scottish partnership Y on a winding up.

**Marginal Citations**

**M24** See paragraph 12 for the meaning of “the right to surplus assets of an eligible Scottish partnership on a winding up”.

**Ownership of voting rights**

3. The second condition is that X holds, directly or indirectly, more than 25% of the voting rights<sup>M25</sup> in eligible Scottish partnership Y.

**Marginal Citations**

**M25** See paragraph 14 for the meaning of “voting rights”.

**Ownership of right to appoint or remove the persons entitled to manage the eligible Scottish partnership**

4. The third condition is that X holds the right, directly or indirectly, to appoint or remove the majority of the persons who are entitled to take part in the management<sup>M26</sup> of eligible Scottish partnership Y.

**Marginal Citations**

**M26** See paragraph 14(4) for the meaning of “entitled to take part in the management” of an eligible Scottish partnership.

**Significant influence or control**

5. The fourth condition is that X has the right to exercise, or actually exercises, significant influence or control over eligible Scottish partnership Y.

### Trusts, partnerships etc.

6. The fifth condition is that—
- (a) the trustees of a trust or the members of a firm that, under the law by which it is governed, is not a legal person meet any of the other specified conditions (in their capacity as such) in relation to eligible Scottish partnership Y, or would do so if they were individuals, and
  - (b) X has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or firm.

## PART 2

### Holding an interest in an eligible Scottish partnership etc.

#### Introduction

7. This Part of this Schedule specifies the circumstances in which, for the purposes of paragraph (5) or (8) of regulation 3—

- (a) a person (“V”) is to be regarded as holding an interest in an eligible Scottish partnership (“eligible Scottish partnership W”);
- (b) an interest held by V in eligible Scottish partnership W is to be regarded as held through a legal entity.

#### Holding an interest

- 8.—(1) V holds an interest in eligible Scottish partnership W if—
- (a) V holds, directly or indirectly, the right to surplus assets of eligible Scottish partnership W on a winding up,
  - (b) V holds, directly or indirectly, voting rights in eligible Scottish partnership W,
  - (c) V holds, directly or indirectly, the right to appoint or remove any of the persons entitled to take part in the management of eligible Scottish partnership W,
  - (d) V has the right to exercise, or actually exercises, significant influence or control over eligible Scottish partnership W, or
  - (e) sub-paragraph (2) is satisfied.
- (2) This sub-paragraph is satisfied where—
- (a) the trustees of a trust or the members of a firm that, under the law by which it is governed, is not a legal person hold an interest in eligible Scottish partnership W in a way mentioned in sub-paragraph (1)(a) to (d), and
  - (b) V has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or firm.

#### Interests held through a legal entity

- 9.—(1) This paragraph applies where V—
- (a) holds an interest in eligible Scottish partnership W by virtue of indirectly holding a right, and
  - (b) does so by virtue of having a majority stake<sup>M27</sup> in—
    - (i) a legal entity (“L”) which holds the right directly, or

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- (ii) a legal entity that is part of a chain of legal entities such as is described in paragraph 13(1)(b) that includes L.
- (2) Where this paragraph applies, V holds the interest in eligible Scottish partnership W—
  - (a) through L, and
  - (b) through each other legal entity in the chain mentioned in sub-paragraph (1)(b)(ii).

**Marginal Citations**

M27 See paragraph 13(2) for the meaning of “majority stake”.

## PART 3

### Interpretation of Schedule 1

#### Introduction

**10.** This Part sets out rules for the interpretation of this Schedule, save that paragraph 17(1) does not apply to the interpretation of paragraph 2.

#### Joint interests and joint arrangements

**11.—**(1) If two or more persons hold a right jointly, each of them is treated for the purposes of this Schedule as holding that right.

(2) If the right held by a person and the right held by another person are the subject of a joint arrangement between those persons, each of them is treated for the purposes of this Schedule as holding the combined rights of both of them.

(3) A “joint arrangement” is an arrangement between the holders of a right that they will exercise all or substantially all the rights conferred by their respective rights jointly in a way that is pre-determined by the arrangement.

(4) “Arrangement” has the meaning given by paragraph 16(3).

#### The right to surplus assets of an eligible Scottish partnership on a winding up

**12.** To the extent that the holding of a right to any surplus assets of an eligible Scottish partnership on a winding up is not expressly provided for, each partner in the eligible Scottish partnership shall be treated as holding the right to an equal share in any surplus assets on a winding up.

#### Right held “indirectly”

**13.—**(1) A person holds a right “indirectly” if the person has a majority stake in a legal entity and that entity—

- (a) holds that right, or
- (b) is part of a chain of legal entities—
  - (i) each of which (other than the last) has a majority stake in the entity immediately below it in the chain, and
  - (ii) the last of which holds that right.

(2) For these purposes, A has a “majority stake” in B if—



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- (a) A holds a majority of the voting rights in B,
  - (b) A is a member of B and has the right to appoint or remove a majority of the board of directors of B,
  - (c) A is a member of B and controls alone, pursuant to an agreement with other shareholders or members, a majority of the voting rights in B, or
  - (d) A has the right to exercise, or actually exercises, dominant influence or control over B within the meaning of section 1162 of the Companies Act 2006.
- (3) In the application of this paragraph to the right to appoint or remove a majority of the board of directors, a legal entity is to be treated as having the right to appoint a director if—
- (a) a person's appointment as director follows necessarily from that person's appointment as director of the legal entity, or
  - (b) the directorship is held by the legal entity itself.
- (4) In this paragraph—
- (a) references to the right to appoint to or remove a majority of the board of directors of a legal entity are to the right to appoint or remove directors holding a majority of the voting rights at meetings of the board on all or substantially all matters, and
  - (b) references to a board of directors, in the case of an entity that does not have such a board, are to be read as references to the equivalent management body of that entity.

#### **Voting rights and the right to appoint or remove persons entitled to take part in management**

**14.**—(1) A reference to the voting rights in a legal entity is to the rights conferred on shareholders in respect of their shares (or, in the case of an entity not having a share capital, on members) to vote at general meetings of the entity on all or substantially all matters.

(2) In relation to a legal entity that does not have general meetings at which matters are decided by the exercise of voting rights—

- (a) a reference to exercising voting rights in the entity is to be read as a reference to exercising rights in relation to the entity that are equivalent to those of a person entitled to exercise voting rights in a company;
- (b) a reference to exercising more than 25% of the voting rights in the entity is to read as a reference to exercising the right under the constitution of the entity to block changes to the overall policy of the entity or to the terms of its constitution.

(3) The voting rights in a legal entity are to be reduced by any rights held by the entity itself.

(4) The right to appoint or remove a majority of the persons who are entitled to take part in the management of an eligible Scottish partnership includes the right to appoint or remove those persons who hold a majority of the voting rights at meetings of the management body of the eligible Scottish partnership.

#### **Rights held by nominees**

**15.** A right held by a person as nominee for another is to be treated for the purposes of this Schedule as held by the other (and not by the nominee).

#### **Rights treated as held by person who controls their exercise**

**16.**—(1) Where a person controls a right, the right is to be treated for the purposes of this Schedule as held by that person (and not by the person who in fact holds the right, unless that person also controls it).

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(2) A person “controls” a right if, by virtue of any arrangement between that person and others, the right is exercisable only—

- (a) by that person,
- (b) in accordance with that person's directions or instructions, or
- (c) with that person's consent or concurrence.

(3) “Arrangement” includes—

- (a) any scheme, agreement or understanding, whether or not it is legally enforceable, and
- (b) any convention, custom or practice of any kind.

(4) Something does not count as an arrangement unless there is at least some degree of stability about it (whether by its nature or terms, the time it has been in existence or otherwise).

### **Rights exercisable only in certain circumstances etc.**

**17.**—(1) Rights that are exercisable only in certain circumstances are to be taken into account only—

- (a) when the circumstances have arisen, and for so long as they continue to obtain, or
- (b) when the circumstances are within the control of the person having the rights.

(2) But rights that are exercisable by an administrator or by creditors while a legal entity is in relevant insolvency proceedings are not to be taken into account even while the entity is in those proceedings.

(3) “Relevant insolvency proceedings” means—

- (a) administration within the meaning of the Insolvency Act 1986 <sup>M28</sup>,
- (b) administration within the meaning of the Insolvency (Northern Ireland) Order 1989 <sup>M29</sup>, or
- (c) proceedings under the insolvency law of another country or territory during which an entity's assets and affairs are subject to the control or supervision of a third party or creditor.

(4) Rights that are normally exercisable but are temporarily incapable of exercise are to continue to be taken into account.

#### **Marginal Citations**

**M28** 1986 c.45.

**M29** S.I. 1989/2405 (N.I. 19).

### **Rights attached to shares held by way of security**

**18.** Rights attached to shares held by way of security provided by a person are to be treated for the purposes of this Schedule as held by that person—

- (a) where apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights are exercisable only in accordance with that person's instructions, and
- (b) where the shares are held in connection with the granting of loans as part of normal business activities and apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights are exercisable only in that person's interests.

## Meaning of “significant influence or control”

19. Regard must be had to any guidance on the meaning of “significant influence and control” issued for the purposes of this Schedule by the Secretary of State.

## SCHEDULE 2

Regulation 15

### Enforcement of disclosure requirements

#### Right to issue restrictions notice

1.—(1) This paragraph applies if—

- (a) a notice under regulation 10 (duty to investigate) or 11 (duty to keep information up to date) is served by an eligible Scottish partnership on a person who has a relevant interest in the eligible Scottish partnership, and
- (b) the person fails to comply with that notice within the time specified in it.

(2) The eligible Scottish partnership may give the person a notice under this paragraph (a “warning notice”) informing the person that it is proposing to issue the person with a notice (a “restrictions notice”) with respect to the relevant interest.

(3) The eligible Scottish partnership may issue the restrictions notice if, by the end of the period of one month beginning with the day on which the warning notice was given—

- (a) the person has not complied with the notice served under regulation 10 or 11, and
- (b) the eligible Scottish partnership has not been provided with a valid reason sufficient to justify the person's failure to comply with the notice served under that regulation.

(4) A restrictions notice is issued on a person by sending the notice to the person.

(5) The effect of a restrictions notice is set out in paragraph 3.

(6) In deciding whether to issue a restrictions notice, the eligible Scottish partnership must have regard to the effect of the notice on the rights of third parties in respect of the relevant interest.

#### Relevant interests

2.—(1) For the purposes of this Schedule, a person has a relevant interest in an eligible Scottish partnership if the person—

- (a) holds any interest in the eligible Scottish partnership,
- (b) holds any voting rights in the eligible Scottish partnership, or
- (c) holds the right to appoint or remove any of the persons who are entitled to take part in the management of the eligible Scottish partnership.

(2) References to the “relevant interest” are to the interest or right in question.

(3) Parts 2 and 3 of Schedule 1 apply for the interpretation of sub-paragraph (1) save that, where the relevant interest is by virtue of paragraph 15 or 16 of that Schedule treated for the purposes of that Schedule as held by a person other than the person who in fact holds the interest, both the holder and the other person are to be regarded for the purposes of this Schedule as having the relevant interest.

#### Effect of restrictions notice

3.—(1) The effect of a restrictions notice issued under paragraph 1 with respect to a relevant interest is as follows—

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- (a) any transfer of the interest is void,
  - (b) no rights are exercisable in respect of the interest,
  - (c) except in a liquidation or a sequestration of the eligible Scottish partnership under the Bankruptcy (Scotland) Act 2016, no payment may be made of sums due from the eligible Scottish partnership in respect of the interest, whether in respect of capital or otherwise.
- (2) An agreement to transfer an interest that is subject to the restriction in sub-paragraph (1)(a) is void.
- (3) Sub-paragraph (2) does not apply to an agreement to transfer the interest on the making of an order under paragraph 7 made by virtue of sub-paragraph (3)(b) of that paragraph (removal of restrictions in case of court-approved transfer).
- (4) An agreement to transfer any associated right (otherwise than in a liquidation) is void.
- (5) Sub-paragraph (4) does not apply to an agreement to transfer any such right on the making of an order under paragraph 7 made by virtue of sub-paragraph (3)(b) of that paragraph (removal of restrictions in case of court-approved transfer).
- (6) An “associated right”, in relation to a relevant interest, is a right to receive payment of any sums due from the eligible Scottish partnership in respect of the relevant interest.
- (7) The provisions of this paragraph are subject to any directions given under paragraph 4.

#### **Protection of third party rights**

- 4.—(1) The court may give a direction under this paragraph if, on application by any person aggrieved, the court is satisfied that a restrictions notice issued by the eligible Scottish partnership under paragraph 1 unfairly affects the rights of third parties in respect of the relevant interest.
- (2) The direction is given for the purpose of protecting those third party rights.
- (3) The direction is a direction that certain acts will not constitute a breach of the restrictions placed on the relevant interest by the restrictions notice.
- (4) An order containing a direction under this paragraph—
- (a) must specify the acts that will not constitute a breach of the restrictions, and
  - (b) may confine the direction to cases where those acts are done by persons, or for purposes, described in the order.
- (5) The direction may be given subject to such terms as the court thinks fit.

#### **Breach of restrictions**

- 5.—(1) A person commits an offence if the person does anything listed in sub-paragraph (2) knowing that the interest is subject to restrictions.
- (2) The things are—
- (a) exercising or purporting to exercise any right to dispose of a relevant interest,
  - (b) exercising or purporting to exercise any right to dispose of any right to be issued with a relevant interest, or
  - (c) voting in respect of a relevant interest (whether as holder of the interest or as proxy) or appointing a proxy to vote in respect of a relevant interest.
- (3) A person who has a relevant interest that the person knows to be subject to restrictions commits an offence if the person—
- (a) knows a person to be entitled (apart from the restrictions) to vote in respect of the interest, whether as holder or as proxy,

- (b) does not know the person to be aware of the fact that the interest is subject to restrictions, and
  - (c) fails to notify the person of that fact.
- (4) A person commits an offence if the person—
- (a) either has a relevant interest that the person knows to be subject to restrictions or is entitled to an associated right, and
  - (b) enters in that capacity into an agreement that is void by virtue of paragraph 3(2) or (4).
- (5) References in this Schedule to an interest being “subject to restrictions” are to an interest being subject to restrictions by virtue of a restrictions notice under paragraph 1.
- 6.—**(1) A person guilty of an offence under paragraph 5 is liable—
- (a) on conviction on indictment, to a fine;
  - (b) on summary conviction—
    - (i) in England and Wales, to a fine,
    - (ii) in Scotland or Northern Ireland, to a fine not exceeding the statutory maximum.
- (2) The provisions of paragraph 5 are subject to any direction given under paragraph 4 or 7.

### **Relaxation of restrictions**

- 7.—**(1) An application may be made to the court for an order directing that the relevant interest cease to be subject to restrictions.
- (2) An application for an order under this paragraph may be made by the eligible Scottish partnership in question or by any person aggrieved.
- (3) The court must not make an order under this paragraph unless—
- (a) it is satisfied that the information required by the notice served under regulation 10 or 11 has been disclosed to the eligible Scottish partnership and no unfair advantage has accrued to any person as a result of the earlier failure to make that disclosure, or
  - (b) the relevant interest is to be transferred for valuable consideration and the court approves the transfer.
- (4) An order under this paragraph made by virtue of sub-paragraph (3)(b) may continue, in whole or in part, the restriction mentioned in paragraph 3(1)(c) so far as it relates to a right acquired or offer made before the transfer.
- (5) Where any restrictions continue in force under sub-paragraph (4)—
- (a) an application may be made under this paragraph for an order directing that the relevant interest cease to be subject to those restrictions, and
  - (b) sub-paragraph (3) does not apply in relation to the making of such an order.

### **Orders for sale**

- 8.—**(1) The court may order that the relevant interest subject to restrictions be sold subject to the court's approval as to the sale.
- (2) An application for an order under sub-paragraph (1) may only be made by the eligible Scottish partnership in question.
- (3) If the court makes an order under this paragraph, it may make such further order relating to the sale or transfer of the interest as it thinks fit.
- (4) An application for an order under sub-paragraph (3) may be made—

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- (a) by the eligible Scottish partnership in question,
  - (b) by the person appointed by or in pursuance of the order to effect the sale, or
  - (c) by any person with an interest in the relevant interest.
- (5) On making an order under sub-paragraph (1) or (3), the court may order that the applicant's costs (in Scotland, expenses) be paid out of the proceeds of sale.

**9.—(1)** If a relevant interest is sold in pursuance of an order under paragraph 8, the proceeds of the sale, less the costs of the sale, must be paid into court for the benefit of those who are beneficially interested in the relevant interest.

(2) A person who is beneficially interested in the relevant interest may apply to the court for the whole or part of those proceeds to be paid to that person.

(3) On such an application, the court must order the payment to the applicant of—

- (a) the whole of the proceeds of sale together with any interest on the proceeds, or
- (b) if another person was also beneficially interested in the relevant interest at the time of the sale, such proportion of the proceeds (and any interest) as the value of the applicant's interest bears to the total value of the relevant interest.

(4) If the court has ordered under paragraph 8 that the costs (in Scotland, expenses) of an applicant under that paragraph are to be paid out of the proceeds of sale, the applicant is entitled to payment of those costs (or expenses) out of the proceeds before any person receives any part of the proceeds under this paragraph.

### **The power of an eligible Scottish partnership to withdraw restrictions notice**

**10.** An eligible Scottish partnership that issues a person with a restrictions notice under paragraph 1 must by notice withdraw the restrictions notice if—

- (a) it is satisfied that there is a valid reason sufficient to justify the person's failure to comply with the notice served under regulation 10 or 11,
- (b) the notice served under regulation 10 or 11 is complied with,
- (c) it discovers that the rights of a third party in respect of the relevant interest are being unfairly affected by the restrictions notice, or
- (d) being a Scottish qualifying partnership, it delivers a notice to the registrar under regulation 8(1) (effect of a Scottish partnership ceasing to be a qualifying partnership).

### **Content of a warning notice**

**11.** A warning notice given under paragraph 1 of this Schedule must—

- (a) specify the date on which the warning notice is given;
- (b) be accompanied by a copy of the notice given under regulation 10 or 11 to which the warning notice relates;
- (c) identify the addressee's relevant interest in the eligible Scottish partnership by reference to the right in question;
- (d) state that the eligible Scottish partnership will consider reasons provided to it as to why the addressee failed to comply with the notice given under regulation 10 or 11;
- (e) explain the effect of a restrictions notice; and
- (f) state that, by virtue of a restrictions notice, certain acts or failures to act may constitute an offence.

### **Content of a restrictions notice**

- 12.** A restrictions notice issued under paragraph 1 of this Schedule must—
- (a) specify the date on which the restrictions notice is issued;
  - (b) be accompanied by a copy of the warning notice which preceded the restrictions notice;
  - (c) identify the addressee's relevant interest in the eligible Scottish partnership by reference to the right in question;
  - (d) explain the effect of the restrictions notice;
  - (e) state that, by virtue of the restrictions notice, certain acts or failures to act may constitute an offence; and
  - (f) state that an aggrieved person may apply to the court for an order directing that the relevant interest cease to be subject to restrictions.

### **Failure to comply with a regulation 10 or 11 notice: valid reason**

**13.** An eligible Scottish partnership must take into account any incapacity of the addressee of a notice given under regulation 10 or 11 in deciding what counts as a “valid reason” sufficient to justify the addressee's failure to comply with the notice.

### **Withdrawal of a restrictions notice**

- 14.** Where an eligible Scottish partnership is required to withdraw a restrictions notice under paragraph 10 of this Schedule by notice (a “withdrawal notice”), the withdrawal notice must—
- (a) be given within the period of 14 days beginning with the day the eligible Scottish partnership became required to withdraw the restrictions notice under that paragraph;
  - (b) specify the date on which the withdrawal notice is given;
  - (c) identify the addressee's relevant interest in the eligible Scottish partnership by reference to the right in question; and
  - (d) state that the relevant interest is no longer subject to restrictions.

### **Offences for failing to comply with notices**

**15.—(1)** A person to whom a notice under regulation 10 or 11 is addressed commits an offence if the person—

- (a) fails to comply with the notice, or
- (b) in purported compliance with the notice—
  - (i) makes a statement that the person knows to be false in a material particular, or
  - (ii) recklessly makes a statement that is false in a material particular.

(2) Where the person is a legal entity, an offence is also committed by every officer of the entity who is in default.

(3) A person does not commit an offence under sub-paragraph (1)(a) (or sub-paragraph (2) as it applies in relation to that sub-paragraph) if the person proves that the requirement to give information was frivolous or vexatious.

- (4) A person guilty of an offence under this paragraph 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—

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- (i) in England and Wales, to imprisonment for a term not exceeding three months or to a fine (or both);
- (ii) in Scotland and Northern Ireland, to imprisonment for a term not exceeding three months or to a fine not exceeding the statutory maximum (or both).

### **Offences for failing to provide information**

- 16.**—(1) A person commits an offence if the person—
- (a) fails to comply with a duty under regulation 14 or 15, or
  - (b) in purported compliance with such a duty—
    - (i) makes a statement that the person knows to be false in a material particular, or
    - (ii) recklessly makes a statement that is false in a material particular.
- (2) Where the person is a legal entity, an offence is also committed by every officer of the entity who is in default.
- (3) A person guilty of an offence under this paragraph 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 three months or to a fine (or both);
    - (ii) in Scotland and Northern Ireland, to imprisonment for a term not exceeding three months or to a fine not exceeding the statutory maximum (or both).

## SCHEDULE 3

Regulation 18

### Statements required as to the nature of control

## **PART 1**

### First Condition

- 1.** A statement that the person holds, directly or indirectly, the right to more than 25% but not more than 50% of the surplus assets of the eligible Scottish partnership on a winding up.
- 2.** A statement that the person holds, directly or indirectly, the right to more than 50% but less than 75% of the surplus assets of the eligible Scottish partnership on a winding up.
- 3.** A statement that the person holds, directly or indirectly, the right to 75% or more of the surplus assets of the eligible Scottish partnership on a winding up.

## **PART 2**

### Second Condition

- 4.** A statement that the person holds, directly or indirectly, more than 25% but not more than 50% of any voting rights in the eligible Scottish partnership.



5. A statement that the person holds, directly or indirectly, more than 50% but less than 75% of any voting rights in the eligible Scottish partnership.

6. A statement that the person holds, directly or indirectly, 75% or more of any voting rights in the eligible Scottish partnership.

## PART 3

### Third Condition

7. A statement that the person holds the right, directly or indirectly, to appoint or remove a majority of the persons who are entitled to take part in the management of the eligible Scottish partnership.

## PART 4

### Fourth Condition

8. A statement that the person has the right to exercise, or actually exercises, significant influence or control over the eligible Scottish partnership.

## PART 5

### Fifth Condition and Trusts

9. A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to more than 25% but not more than 50% of any surplus assets of the eligible Scottish partnership on a winding up.

10. A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to more than 50% but less than 75% of any surplus assets of the eligible Scottish partnership on a winding up.

11. A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to 75% or more of any surplus assets of the eligible Scottish partnership on a winding up.

12. A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of any voting rights in the eligible Scottish partnership.

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**13.** A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 50% but less than 75% of any voting rights in the eligible Scottish partnership.

**14.** A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, 75% or more of any the voting rights in the eligible Scottish partnership.

**15.** A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons who are entitled to take part in the management of the eligible Scottish partnership.

**16.** A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the eligible Scottish partnership.

## **PART 6**

### **Fifth Condition and Firms**

**17.** A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
- (b) the members of that firm (in their capacity as such) hold, directly or indirectly, the right to more than 25% but not more than 50% of any surplus assets of the eligible Scottish partnership on a winding up.

**18.** A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
- (b) the members of that firm (in their capacity as such) hold, directly or indirectly, the right to more than 50% but less than 75% of any surplus assets of the eligible Scottish partnership on a winding up.

**19.** A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and

- (b) the members of that firm (in their capacity as such) hold, directly or indirectly, the right to 75% or more of any surplus assets of the eligible Scottish partnership on a winding up.
- 20.** A statement that—
- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
  - (b) the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of any voting rights in the eligible Scottish partnership.
- 21.** A statement that—
- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
  - (b) the members of that firm (in their capacity as such) hold, directly or indirectly, more than 50% but less than 75% of any voting rights in the eligible Scottish partnership.
- 22.** A statement that—
- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
  - (b) the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of any voting rights in the eligible Scottish partnership.
- 23.** A statement that—
- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
  - (b) the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of persons who are entitled to take part in the management of the eligible Scottish partnership.
- 24.** A statement that—
- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
  - (b) the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the eligible Scottish partnership.

## PART 7

### Interpretation of Schedule 3

- 25.** In this Schedule—
- (a) paragraph 12 of Schedule 1 has effect in relation to references to the right to surplus assets on the winding up of an eligible Scottish partnership;
  - (b) paragraph 14 of Schedule 1 has effect in relation to references to voting rights in an eligible Scottish partnership and to persons who are entitled to take part in the management of an eligible Scottish partnership;

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- (c) paragraph 19 of Schedule 1 has effect in relation to references to significant influence or control over an eligible Scottish partnership.

#### SCHEDULE 4

Regulation 42

##### Specified public authorities

- The Bank of England;
- the Charity Commission;
- the Charity Commission for Northern Ireland;
- the Commissioners for Her Majesty's Revenue and Customs;
- the Competition and Markets Authority;
- the Crown Office and Procurator Fiscal Service;
- the Director of Public Prosecutions;
- the Director of Public Prosecutions for Northern Ireland;
- the Financial Conduct Authority;
- the Food Standards Agency;
- the Gas and Electricity Markets Authority;
- the Gambling Commission;
- the Gangmasters Licensing Authority;
- the Government Communications Headquarters;
- the Health and Safety Executive;
- the Health and Safety Executive for Northern Ireland;
- the Marine Management Organisation;
- the Minister for the Cabinet Office;
- the National Crime Agency;
- the Northern Ireland Authority for Utility Regulation;
- any Northern Ireland Department;
- the Office of Communications;
- the Office of the Information Commissioner;
- the Office for Nuclear Regulation;
- the Office of the Scottish Charity Regulator;
- the Official Receiver for Northern Ireland;
- the Panel on Takeovers and Mergers;
- the Pensions Regulator;
- the Prudential Regulation Authority;
- the Registry of Credit Unions and Industrial and Provident Societies for Northern Ireland;
- the Regulator of Community Interest Companies;
- the Scottish Housing Regulator;

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- the Scottish Ministers;
- the Security Industry Authority;
- the Secret Intelligence Service;
- the Secretary of State;
- the Security Service;
- the Serious Fraud Office;
- the Treasury;
- the Treasury Solicitor;
- the Welsh Ministers;
- a local authority within the meaning of section 54(2) of the Companies Act 2006;
- an official receiver appointed under section 399 of the Insolvency Act 1986 <sup>M30</sup> (appointment, etc., of official receivers);
- a person acting as an insolvency practitioner within the meaning of section 388 of the Insolvency Act 1986 (meaning of “act as an insolvency practitioner”) or article 3 of the Insolvency (Northern Ireland) Order 1989 <sup>M31</sup> (“act as an insolvency practitioner”);
- an inspector appointed under Part 14 of the Companies Act 1985 <sup>M32</sup> (investigation of companies and their affairs: requisition of documents) or a person appointed under regulation 30 of the Open-Ended Investment Companies Regulations 2001 <sup>M33</sup> (power to investigate) or regulation 30 of the Open-Ended Investment Companies Regulations (Northern Ireland) 2004 <sup>M34</sup>;
- any person authorised to exercise powers under section 447 of the Companies Act 1985 (power to require documents and information), or section 84 of the Companies Act 1989 <sup>M35</sup> (exercise of powers by partners, etc.);
- any person exercising functions conferred by Part 6 of the Financial Services and Markets Act 2000 <sup>M36</sup> (official listing);
- a person appointed to make a report under section 166 or 166A (reports by skilled persons) of the Financial Services and Markets Act 2000 <sup>M37</sup>;
- a person appointed to conduct an investigation under section 167 (appointment of persons to carry out general investigations) or 168(3) or (5) (appointment of persons to carry out investigations in particular cases) of the Financial Services and Markets Act 2000;
- a person appointed under section 284 (power to investigate) of the Financial Services and Markets Act 2000;
- a police force within the meaning of section 101(1) of the Police Act 1996 <sup>M38</sup>;
- the Police Service of Northern Ireland;
- the Police Service of Scotland;
- the lead enforcement authority (as defined in section 33(1) of the Estate Agents Act 1979 <sup>M39</sup>) exercising functions under the Estate Agents Act 1979.

#### Marginal Citations

**M30** 1986 c.45.

**M31** S.I. 1989/2405; relevant amending instruments are S.I. 2002/223 and 2002/334.

**M32** 1985 c.6.

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- M33** S.I. 2001/1228; relevant amending instruments are S.I. 2009/553, 2010/22, 2011/1265, 2011/3049 and 2013/472.
- M34** S.I. 2004/335, amended by S.I. 2013/472; there are other amending instruments but none is relevant.
- M35** 1989 c.40.
- M36** 2000 c.8.
- M37** Section 166A was inserted by paragraph 6 of Schedule 12 to the [Financial Services Act 2012 \(c.21\)](#).
- M38** 1996 c.16; section 101(1) was amended by section 96(2) of the [Police Reform and Social Responsibility Act 2011 \(c.13\)](#).
- M39** 1979 c.38; the definition of “lead enforcement authority” was inserted by paragraph 1(11)(c) of Schedule 2(1) to the [Public Bodies \(Abolition of the National Consumer Council and Transfer of the Office of Fair Trading's Functions in relation to Estate Agents etc.\) Order 2014/631](#).

### Marginal Citations

- M30** 1986 c.45.
- M31** S.I. 1989/2405; relevant amending instruments are S.I. 2002/223 and 2002/334.
- M32** 1985 c.6.
- M33** S.I. 2001/1228; relevant amending instruments are S.I. 2009/553, 2010/22, 2011/1265, 2011/3049 and 2013/472.
- M34** S.I. 2004/335, amended by S.I. 2013/472; there are other amending instruments but none is relevant.
- M35** 1989 c.40.
- M36** 2000 c.8.
- M37** Section 166A was inserted by paragraph 6 of Schedule 12 to the [Financial Services Act 2012 \(c.21\)](#).
- M38** 1996 c.16; section 101(1) was amended by section 96(2) of the [Police Reform and Social Responsibility Act 2011 \(c.13\)](#).
- M39** 1979 c.38; the definition of “lead enforcement authority” was inserted by paragraph 1(11)(c) of Schedule 2(1) to the [Public Bodies \(Abolition of the National Consumer Council and Transfer of the Office of Fair Trading's Functions in relation to Estate Agents etc.\) Order 2014/631](#).

## SCHEDULE 5

Regulations 42 and 45

### Conditions for permitted disclosure

## PART 1

### Disclosure to Specified Public Authorities

1. The specified public authority has delivered to the registrar a statement that it intends to use the information only for the purpose of facilitating the carrying out by that specified public authority of a public function (“the permitted purpose”).

2. Subject to paragraph 3, the specified public authority has delivered to the registrar a statement that, where it supplies a copy of the information to a processor for the purpose of processing the information for use in respect of the permitted purpose, the specified public authority will—

- (a) ensure that the processor is one who carries on business [<sup>F14</sup>in the United Kingdom or] in the European Economic Area;
- (b) require that the processor does not transmit the information outside the [<sup>F15</sup>area comprising the United Kingdom and the European Economic Area]; and

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- (c) require that the processor does not disclose the information except to that specified public authority or an employee of that specified public authority.

**Textual Amendments**

- F14** Words in Sch. 5 para. 2(a) inserted (31.12.2020) by The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(a)(i)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)
- F15** Words in Sch. 5 para. 2(b) substituted (31.12.2020) by The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(a)(ii)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

3. Paragraph 2 does not apply where the specified public authority is the National Crime Agency, Secret Intelligence Service, Security Service or Government Communications Headquarters.

4. The specified public authority has delivered any information or evidence required by the registrar for the purpose of enabling the registrar to determine in accordance with these Regulations whether to disclose the information.

5. The specified public authority has complied with any requirement by the registrar to confirm the accuracy of the statements, information or evidence delivered to the registrar pursuant to this Part of this Schedule.

## PART 2

### Disclosure to a Credit Institution or a Financial Institution

6.—<sup>F16</sup>(1) The credit institution or financial institution, referred to in this Part as the “relevant institution,” maintains appropriate procedures to ensure that—

- (a) an independent person can investigate and audit the measures maintained by the relevant institution for the purpose of ensuring the security of any information disclosed to that institution; and

<sup>F17</sup>(b) for the purposes of ensuring that it complies with its <sup>F18</sup>obligations under the data protection legislation (as defined in section 3 of the Data Protection Act 2018).]

<sup>F19</sup>(2) .....

**Textual Amendments**

- F16** Sch. 5 para. 6(1): Sch. 5 para. 6 renumbered as Sch. 5 para. 6(1) (25.5.2018) by Data Protection Act 2018 (c. 12), s. 212(1), **Sch. 19 para. 420(2)** (with ss. 117, 209, 210); S.I. 2018/625, reg. 2(1)(g)
- F17** Sch. 5 para. 6(1)(b) substituted (25.5.2018) by Data Protection Act 2018 (c. 12), s. 212(1), **Sch. 19 para. 420(3)** (with ss. 117, 209, 210); S.I. 2018/625, reg. 2(1)(g)
- F18** Words in Sch. 5 para. 6(1)(b) substituted (31.12.2020) by The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(b)(i)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)
- F19** Sch. 5 para. 6(2) omitted (31.12.2020) by virtue of The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(b)(ii)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

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7. The relevant institution has delivered to the registrar a statement confirming that it is a credit institution or a financial institution, as the case may be, and that it meets the conditions in paragraph 6.

8. The relevant institution has delivered to the registrar a statement that it intends to use information only for the purpose of applying customer due diligence measures to the eligible Scottish partnership to which the secured information relates, in compliance with the institution's obligations under Part 3 (customer due diligence) of the 2017 Money Laundering Regulations.

9. The relevant institution has delivered to the registrar a statement that confirms the name and registered number of the eligible Scottish partnership in respect of which it is required to apply customer due diligence measures under the 2017 Money Laundering Regulations.

10. The relevant institution has delivered to the registrar a statement that it intends to take delivery of and to use the information only in the United Kingdom <sup>F20</sup>....

#### Textual Amendments

**F20** Words in Sch. 5 para. 10 omitted (31.12.2020) by virtue of The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/348), reg. 2, Sch. 2 para. 18(c) (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

11. The relevant institution has delivered to the registrar a statement that it will, where it supplies a copy of the information to a processor for the purpose of processing the information for use in respect of the purpose referred to in paragraph 8—

- (a) ensure that the processor is one who carries on business in the [<sup>F21</sup>United Kingdom];
- (b) require that the processor does not transmit the information outside the [<sup>F22</sup>United Kingdom]; and
- (c) require that the processor does not disclose the information except to that institution.

#### Textual Amendments

**F21** Words in Sch. 5 para. 11(a) substituted (31.12.2020) by The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/348), reg. 2, Sch. 2 para. 18(d) (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

**F22** Words in Sch. 5 para. 11(b) substituted (31.12.2020) by The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019 (S.I. 2019/348), reg. 2, Sch. 2 para. 18(d) (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

12. The relevant institution has delivered any information or evidence required by the registrar for the purpose of enabling the registrar to determine in accordance with these Regulations whether to disclose the information.

13. The relevant institution has complied with any requirement by the registrar to confirm the accuracy of the statements, information or evidence delivered to the registrar pursuant to this Part of this Schedule.

## PART 3

### Interpretation of Schedule 5

14. In this Schedule—



**Changes to legislation:** There are outstanding changes not yet made by the [legislation.gov.uk](https://legislation.gov.uk) editorial team to *The Scottish Partnerships (Register of People with Significant Control) Regulations 2017*. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

- (a) “processor” means any person who provides a service which consists of putting information into data form or processing information in data form and any reference to a processor includes a reference to the processor's employees;
- (b) “public function” includes—
  - (i) any function conferred by or in accordance with any provision contained in any enactment <sup>M40</sup>;
  - <sup>F23</sup>(ii) . . . . .
  - (iii) any similar function conferred on persons by or under provisions having effect as part of the law of a country or territory outside the United Kingdom; and
  - (iv) any function exercisable in relation to the investigation of any criminal offence or for the purpose of any criminal proceedings;
- (c) any reference to an employee of any person who has access to information includes any person working or providing services for the purposes of that person or employed by or on behalf of, or working for, any person who is so working or who is supplying such a service; and
- (d) any reference to the disclosure for the purpose of facilitating the carrying out of a public function includes disclosure in relation to, and for the purpose of, any proceedings whether civil, criminal or disciplinary in which the specified public authority engages while carrying out its public functions.

**Textual Amendments**

**F23** Sch. 5 para. 14(b)(ii) omitted (31.12.2020) by virtue of [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/348\)](#), reg. 2, **Sch. 2 para. 18(e)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

**Marginal Citations**

**M40** See section 1293 of the Companies Act 2006 for the meaning of “enactment”; section 1293 was amended by section 90(4) of the [Small Business, Enterprise and Employment Act 2015 \(c.26\)](#).

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SCHEDULE 6

Regulation 81

New Schedule to the Limited Partnerships (Forms) Rules 2009

“SCHEDULE

Rule 3

Forms to be used for the purposes of the Limited Partnerships Act 1907

**PART I**

Form for Registration of Limited Partnerships in England, Wales and Northern Ireland

A fee is payable with this form.

# LP5

**LIMITED PARTNERSHIPS ACT 1907**

**Application for Registration of a Limited Partnership in England, Wales or Northern Ireland**

(In accordance with section 8A of the Limited Partnerships Act 1907)

Use this form to apply to register a limited partnership in England, Wales or Northern Ireland

Do not use this form to apply to register a limited partnership in Scotland (use LP5(s))

Name of firm <sup>1</sup> \_\_\_\_\_

The general nature of the business

\_\_\_\_\_

Address of the proposed principal place of business of the limited partnership

\_\_\_\_\_

The term, if any, for which the limited partnership is to be entered into <sup>2</sup>

\_\_\_\_\_

\_\_\_\_\_

**Changes to legislation:** There are outstanding changes not yet made by the legislation.gov.uk editorial team to The Scottish Partnerships (Register of People with Significant Control) Regulations 2017. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

LP5  
Application for registration of a Limited Partnership

**Names and signatures**

Please give the name and signature of each general partner

Name	Signature

Please give the name, amount contributed and signature of each limited partner

Name	Amount contributed <sup>1</sup>	Signature

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**LP5**  
Application for registration of a Limited Partnership

- ❶ State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.
- ❷ This begins with the date of registration.
- ❸ State the amount contributed by each limited partner, and whether paid in cash, or how otherwise.

**This form is not to be used to apply for registration of a private fund limited partnership and does not include that application (use form LP7).**

**When you have completed the form, please send to the Registrar of Companies.**

Presented by:

Presenters reference:

**Changes to legislation:** There are outstanding changes not yet made by the [legislation.gov.uk](https://legislation.gov.uk) editorial team to *The Scottish Partnerships (Register of People with Significant Control) Regulations 2017*. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

## PART 2

### Form for Registration of Limited Partnerships in Scotland

A fee is payable with this form.

# LP5(s)

#### LIMITED PARTNERSHIPS ACT 1907

#### Application for Registration of a Limited Partnership in Scotland

(In accordance with section 8A of the Limited Partnerships Act 1907)

Use this form to apply to register a limited partnership in Scotland

Do not use this form to apply to register a limited partnership in England, Wales or Northern Ireland (use LP5)

Do not use this form if any individual person with significant control (PSC) is applying, or has applied for protection from disclosing their details on the public record. Contact [secureforms@companieshouse.gov.uk](mailto:secureforms@companieshouse.gov.uk) to obtain the correct form

Name of firm <sup>1</sup> \_\_\_\_\_

The general nature of the business

\_\_\_\_\_

Address of the proposed principal place of business of the limited partnership (this must be in Scotland)

\_\_\_\_\_

The term, if any, for which the limited partnership is to be entered into <sup>2</sup>

\_\_\_\_\_

**Changes to legislation:** There are outstanding changes not yet made by the legislation.gov.uk editorial team to The Scottish Partnerships (Register of People with Significant Control) Regulations 2017. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) View outstanding changes

LP5(s)  
Application for registration of a limited partnership in Scotland

### People with significant control (PSC)

Use this Part to tell us about people with significant control (either a registrable person or registrable relevant legal entity (RLE)) in respect of the LP.

Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us:  
secureforms@companieshouse.gov.uk

If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership, tick statement A and complete any relevant PSC sections.

If there will be no registrable person or RLE, tick statement B and go to signatures section.

**A**

#### Statement of initial significant control <sup>1</sup>

On registration, there will be a person who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership.

<sup>1</sup> **Statement of initial significant control**  
If there will be a person with significant control (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections C, D & E.

Please use continuation pages if necessary.

**B**

#### Statement of no PSC

(Please tick the statement below if appropriate )

There is no person identified as a person with significant control (either a registrable person or RLE) in relation to the limited partnership.

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LP5(s)

Application for registration of a limited partnership in Scotland

## Individual PSC

### Statement about individual PSC particulars

Please tick the box to confirm

- The proposed partners confirm that the person named below as an individual PSC knows that their particulars are being supplied as part of this application.

C1 Individual's details											
Title											
Full forename(s)											
Surname											
Country/State of residence <sup>1</sup>											
Nationality											
Month/year of birth <sup>2</sup>	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <table style="display: inline-table; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; text-align: center;">m</td> <td style="border: 1px solid black; width: 20px; text-align: center;">m</td> <td style="border: 1px solid black; width: 20px; text-align: center;">y</td> <td style="border: 1px solid black; width: 20px; text-align: center;">y</td> <td style="border: 1px solid black; width: 20px; text-align: center;">f</td> <td style="border: 1px solid black; width: 20px; text-align: center;">y</td> </tr> </table>	m	m	y	y	f	y				
m	m	y	y	f	y						
<b>C2 Individual's service address <sup>3</sup></b> Please show the individual's service address below. You must also complete the usual residential address in Section C4.											
Building name/number											
Street											
Post town											
County/Region											
Postcode	<table style="display: inline-table; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> </tr> </table>										
Country											

**1 Country/State of residence**  
This is in respect of the usual residential address as stated in section C4.

**2 Month and year of birth**  
Please provide month and year only. Provide full date of birth in section C3.

**3 Service address**  
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.  
  
If you provide the individual's residential address here it will appear on the public record.

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LP5(s)  
Application for registration of a limited partnership in Scotland



**This page is not shown on the public record**



Do not cover this barcode

<b>C3</b>	<b>Individual's date of birth<sup>1</sup></b>											
	Please complete the full date of birth below.											
Date of birth	<table border="1"> <tr> <td>0</td><td>9</td><td>8</td><td>7</td><td>6</td><td>5</td><td>4</td><td>3</td><td>2</td><td>1</td> </tr> </table>	0	9	8	7	6	5	4	3	2	1	<p><b>1 Date of birth</b> Please give the full date of birth. The day (dd) will not appear on the public record.</p>
0	9	8	7	6	5	4	3	2	1			

<b>C4</b>	<b>Individual's usual residential address<sup>2</sup></b>	
	Please complete the individual's usual residential address below.	
Building name/number		<p><b>2 Individual's usual residential address</b> You can state 'Same as service address' in this section if the usual residential address is same as the service address.  You cannot state 'Same as service address' if the service address has been stated in section C2 as 'the LP's service address'. You will need to complete the address in full. This address cannot be a PO Box, DX or LP (Legal Post in Scotland) number.</p>
Street		
Post town		
County/Region		
Postcode		
Country		





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<b>LP5(s)</b> Application for registration of a limited partnership in Scotland	
<b>C5</b>	<p><b>Nature of control for an individual<sup>9</sup></b></p> <p>Please indicate the individual's nature of control over the LP.</p> <p><b>Share of assets</b> The individual holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><b>Ownership of voting rights</b> The individual holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><b>Ownership of right to appoint/remove management</b></p> <p><input type="checkbox"/> The individual holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.</p> <p><b>Significant influence or control (Only tick if none of the above apply)</b></p> <p><input type="checkbox"/> The individual has the right to exercise, or actually exercises, significant influence or control over the LP.</p>
<p>● Tick each that apply Only tick the 4th statement (Significant influence or control) if none of the previous statements apply</p>	
<p>07/17 Version 1.0</p>	

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<p>LP5(s) Application for registration of a limited partnership in Scotland</p>	
<b>C6</b>	<p><b>Nature of control by a firm over which the individual has significant control</b> <sup>ⓐ</sup></p> <div style="display: flex; justify-content: space-between;"> <div style="width: 70%; padding: 5px;"> <p>The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p> </div> <div style="width: 25%; padding: 5px; vertical-align: top;"> <p>● Tick each that apply</p> </div> </div>
<b>C7</b>	<p><b>Nature of control by a trust over which the individual has significant control</b> <sup>ⓐ</sup></p> <div style="display: flex; justify-content: space-between;"> <div style="width: 70%; padding: 5px;"> <p>The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:</p> <p>the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p> </div> <div style="width: 25%; padding: 5px; vertical-align: top;"> <p>● Tick each that apply</p> </div> </div>

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<b>Relevant legal entity (RLE)</b>																							
<b>D1 RLE details <sup>Ⓢ</sup></b>																							
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Country																							
<b>D2 Legal form and governing law</b>																							
<p>Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.</p>																							
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<p>LP5(s) Application for registration of a limited partnership in Scotland</p>	
<b>D3</b>	<p><b>Nature of control for an RLE <sup>Ⓢ</sup></b></p> <p>Please indicate the RLE's nature of control over the LP.</p> <p><b>Share of assets</b> The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><b>Ownership of voting rights</b> The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><b>Ownership of right to appoint/remove management</b></p> <p><input type="checkbox"/> The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.</p> <p><b>Significant influence or control (Only tick if none of the above apply)</b></p> <p><input type="checkbox"/> The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.</p>
<p style="text-align: right;"><b>Ⓢ Tick each that apply</b> Only tick the 4th statement (Significant influence or control) if none of the previous statements apply</p>	
<b>D4</b>	<p><b>Nature of control by a firm over which the RLE has significant control <sup>Ⓢ</sup></b></p> <p>The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p>
<p style="text-align: right;"><b>Ⓢ Tick each that apply</b></p>	

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LP5(s)

Application for registration of a limited partnership in Scotland

D5

**Nature of control by a trust over which the RLE has significant control**

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
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- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

Tick each that apply

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<p>LP5(s) Application for registration of a limited partnership in Scotland</p>								
<p><b>Other registrable person (ORP)</b></p>								
<b>E1</b>	<p><b>Person details</b></p> <p>An 'other registrable person' is:</p> <ul style="list-style-type: none"> <li>a corporation sole</li> <li>a government or government department of a country or territory or a part of a country or territory</li> <li>an international organisation whose members include two or more countries or territories (or their governments)</li> <li>a local authority or local government body in the UK or elsewhere</li> </ul> <p>Name of ORP</p>							
<b>E2</b>	<p><b>Principal office address</b> </p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 70%; border-bottom: 1px solid black;">Building name/number</td> <td rowspan="6" style="width: 30%; padding: 5px; vertical-align: top;"> <p><b>Principal office address</b> This address will appear on the public record.</p> </td> </tr> <tr> <td style="border-bottom: 1px solid black;">Street</td> </tr> <tr> <td style="border-bottom: 1px solid black;">Post town</td> </tr> <tr> <td style="border-bottom: 1px solid black;">County/Region</td> </tr> <tr> <td style="border-bottom: 1px solid black;">Postcode</td> </tr> <tr> <td style="border-bottom: 1px solid black;">Country</td> </tr> </table>	Building name/number	<p><b>Principal office address</b> This address will appear on the public record.</p>	Street	Post town	County/Region	Postcode	Country
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Street								
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<b>E3</b>	<p><b>Legal form and governing law</b></p> <p>Legal form</p> <p>Governing law</p>							

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LP5(s) Application for registration of a limited partnership in Scotland	
<b>E4</b>	<div style="border: 1px solid black; padding: 5px;"> <p><b>Nature of control for an ORP</b> <sup>Ⓢ</sup></p> <p>Please indicate the ORP's nature of control over the LP.</p> <p><b>Share of assets</b>                      The ORP holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):</p> <p> <input type="checkbox"/> more than 25% but not more than 50%  <input type="checkbox"/> more than 50% but less than 75%  <input type="checkbox"/> 75% or more                 </p> <p><b>Ownership of voting rights</b>                      The ORP holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p> <input type="checkbox"/> more than 25% but not more than 50%  <input type="checkbox"/> more than 50% but less than 75%  <input type="checkbox"/> 75% or more                 </p> <p><b>Ownership of right to appoint/remove management</b></p> <p> <input type="checkbox"/> The ORP holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.                 </p> <p><b>Significant influence or control (Only tick if none of the above apply)</b></p> <p> <input type="checkbox"/> The ORP has the right to exercise, or actually exercises, significant influence or control over the LP.                 </p> </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <p>● Tick each that apply                      Only tick the 4th statement (Significant influence or control) if none of the previous statements apply</p> </div>
<b>E5</b>	<div style="border: 1px solid black; padding: 5px;"> <p><b>Nature of control by a firm over which the ORP has significant control</b> <sup>Ⓢ</sup></p> <p>The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p> <input type="checkbox"/> more than 25% but not more than 50%  <input type="checkbox"/> more than 50% but less than 75%  <input type="checkbox"/> 75% or more                 </p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p> <input type="checkbox"/> more than 25% but not more than 50%  <input type="checkbox"/> more than 50% but less than 75%  <input type="checkbox"/> 75% or more                 </p> <p> <input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP                 </p> <p> <input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.                 </p> </div> <div style="border: 1px solid black; padding: 5px; margin-top: 5px;"> <p>● Tick each that apply</p> </div>

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LP5(s)  
Application for registration of a limited partnership in Scotland

E6

**Nature of control by a trust over which the ORP has significant control**

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

Tick each that apply

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

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LP5(s)

Application for registration of a limited partnership in Scotland

**F** Names and signatures

Please give the name and signature of each general partner

Name	Signature

Please give the name, amount contributed and signature of each limited partner

Name	Amount contributed <sup>1</sup>	Signature

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## LP5(s)

### Application for registration of a limited partnership in Scotland

- ❶ State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.
- ❷ This begins with the date of registration.
- ❸ State the amount contributed by each limited partner, and whether paid in cash, or how otherwise.

**This form is not to be used to apply for registration of a private fund limited partnership and does not include that application (use form LP7(s)).**

**Please be aware that all information on this form except that relating to the day of birth and usual residential address of an individual PSC will be available on the public record.**

**When you have completed the form, please send to the Registrar of Companies.**

Presented by:

Presenters reference:

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## PART 3

### Form for Registering Changes to Limited Partnerships

# LP6

#### Limited Partnerships Act 1907

Statement specifying the nature of a change in the limited partnership

Pursuant to section 9 of the Limited Partnerships Act 1907

Registration No. \_\_\_\_\_

Name of firm \_\_\_\_\_

The changes specified below have been made or have occurred in this limited partnership:

(Please see notes page 3)

<b>a. Firm name</b>	Previous name	New name	
<b>b. Principal place of business</b>	Previous place of business	New place of business	
<b>c. Change in partners or the name of any partner</b> (see note 2) In the case of an authorised partnership, only state any change in the general partner or in the name of the general partner			
<b>d. The liability of any partner by reason of the partner becoming a limited instead of a general partner or a general instead of a limited partner</b>			
<b>e. General nature of the business</b> (not applicable to a private fund limited partnership)	Business previously carried on		Business now carried on
<b>f. Term or character of the partnership</b> (see note 2)  (not applicable to a private fund limited partnership)  Where the change in character is authorisation as an authorised partnership, or the revocation of such authorisation, give the date and the number of the authorisation order	Change in character	Previous term	New term

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<b>g. The sum contributed by any limited partner</b> (see note 3) (not applicable to an authorised partnership)		
<b>Statement of increase in capital contributions to a limited partnership</b> (which is not an authorised partnership or a private fund limited partnership)		
Name of limited partner	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)

Signature of firm \_\_\_\_\_

Presented by:

Presenter's reference:

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This form is also to be used to notify changes in a limited partnership which is a partnership scheme (within the meaning given by section 235A(5) of the Financial Services and Markets Act 2000) for which an authorisation order has been made under section 261D of that Act or a limited partnership which has been authorised under Regulation (EU) No 2015/760 of the European Parliament and of the Council of 29th April 2015 on European Long-term Investment Funds ("an authorised partnership"). The requirement to notify changes in partnerships under section 9 of the Limited Partnerships Act 1907 has been modified for authorised partnerships by regulation 16(6) of the Collective Investment in Transferable Securities (Contractual Scheme) Regulations 2013 and by regulation 9 of the European Long-term Investment Funds Regulations 2015.

#### NOTES

1. Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here. In the case of an authorised partnership, any change in the general partner or in the name of the general partner must be notified here (no change in the limited partners or in the name of a limited partner is required to be notified).
2. If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted. In the case of an authorised partnership, notify here the making or revocation of the authorisation order by the Financial Conduct Authority (include the authorisation order).
3. Any variation in the sum contributed by any limited partner must be stated in section g. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated here. In the case of an authorised partnership, or a partnership which has been designated as a private fund limited partnership, no change in the sum contributed by a limited partner is required to be notified (except as mentioned below).

In the case of a private fund limited partnership that was registered as a limited partnership before 6 April 2017, you should show any withdrawal by a limited partner of the partner's contribution which has the effect that the amount of the partner's contribution is less than it was on the date on which the limited partnership was designated as a private fund limited partnership.

4. Each change must be entered in the proper section a., b., c., d., e., f. and g. as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections. Sections e and f do not apply (and section g applies only in limited circumstances) to a limited partnership which has been designated as a private fund limited partnership.

The statement must be signed at the end by the firm, and sent by post or delivered to the Registrar of Companies for registration within seven days of the changes taking place.

Please be aware that all information on this form will be available on the public record.

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## PART 4

### Form for Registration of Limited Partnerships to be Designated as Private Fund Limited Partnerships in England, Wales and Northern Ireland

<p>A fee is payable with this form.</p> <h1>LP7</h1> <p>LIMITED PARTNERSHIPS ACT 1907</p> <p><b>Application for registration of a limited partnership in England, Wales or Northern Ireland as a private fund limited partnership</b></p> <p>(In accordance with sections 8A &amp; 8D of the Limited Partnerships Act 1907)</p> <p>This form is to be used to register new private fund limited partnerships only. Applications to designate an existing limited partnership as a private fund limited partnership should use form LP8</p> <p>Do not use this form to apply to register a limited partnership as a private fund limited partnership in Scotland (use LP7(s))</p> <p>Name of firm <input type="text"/></p> <p>Address of the proposed principal place of business of the limited partnership  <input type="text"/></p>	
<hr/>	
<b>Names and signatures</b>	
<p>I/We apply for this firm to be designated as a private fund limited partnership and for that purpose confirm that the partnership meets the private fund conditions:- namely that it is constituted by an agreement in writing and is a collective investment scheme within the meaning of section 8D(4) of the Limited Partnerships Act 1907.</p> <p>Please give the name and signature of each general partner</p>	
<p>Name</p> <hr/> <hr/>	<p>Signature</p> <hr/> <hr/>
<p>Please give the name and signature of each limited partner</p>	
<p>Name</p> <hr/> <hr/>	<p>Signature</p> <hr/> <hr/>

**Changes to legislation:** There are outstanding changes not yet made by the [legislation.gov.uk](https://www.legislation.gov.uk) editorial team to *The Scottish Partnerships (Register of People with Significant Control) Regulations 2017*. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

LP7

Application for registration of a Limited Partnership in England, Wales or Northern Ireland as a private fund limited partnership

- 1 State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Presenters reference:

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## PART 5

### Form for Registration of Limited Partnerships to be Designated as Private Fund Limited Partnerships in Scotland

A fee is payable with this form.

# LP7(s)

#### LIMITED PARTNERSHIPS ACT 1907

#### Application for registration of a limited partnership in Scotland as a private fund limited partnership

(In accordance with sections 8A & 8D of the Limited Partnerships Act 1907)

This form is to be used to register new private fund limited partnerships in Scotland only

Applications to designate an existing limited partnership as a private fund limited partnership should use form LP8.

Do not use this form to apply to register a limited partnership as a private fund limited partnership in

England, Wales or Northern Ireland (use LP7)

**Do not use this form if any individual person with significant control (PSC) is applying, or has applied for protection from disclosing their details on the public record. Contact [secureforms@companieshouse.gov.uk](mailto:secureforms@companieshouse.gov.uk) to obtain the correct form**

Name of firm 

---

Address of the proposed principal place of business of the limited partnership (this must be in Scotland)

---



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LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

### People with significant control (PSC)

Use this Part to tell us about people with significant control (either a registrable person or registrable relevant legal entity (RLE)) in respect of the LP.

Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us: [secureforms@companieshouse.gov.uk](mailto:secureforms@companieshouse.gov.uk)

If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership, tick statement A and complete any relevant PSC sections.

If there will be no registrable person or RLE, tick statement B and go to signatures section.

**A**

#### Statement of initial significant control <sup>1</sup>

On registration, there will be person who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership.

<sup>1</sup> **Statement of initial significant control**  
If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections C, D & E.  
Please use continuation pages if necessary.

**B**

#### Statement of no PSC

(Please tick the statement below if appropriate )


There is no person identified as a person with significant control (either a registrable person or RLE) in relation to the limited partnership.

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<p>LP7(s) Application for registration of a limited partnership in Scotland as a private fund limited partnership</p>																									
<p><b>Individual PSC</b> <b>Statement about individual PSC particulars</b></p> <p>Please tick the box to confirm</p> <p><input type="checkbox"/> The proposed partners confirm that the person named below as an individual PSC knows that their particulars are being supplied as part of this application.</p>																									
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LP7(s)  
Application for registration of a limited partnership in Scotland as a private fund limited partnership



**This page is not shown on the public record**



Do not cover this barcode

**C3**

**Individual's date of birth<sup>1</sup>**

Please complete the full date of birth below.

Date of birth	d	d	m	m	y	y	y	y
---------------	---	---	---	---	---	---	---	---

**1 Date of birth**  
Please give the full date of birth. The day (dd) will not appear on the public record.


**C4**

**Individual's usual residential address<sup>2</sup>**

Please complete the individual's usual residential address below.

Building name/number									
Street									
Post town									
County/Region									
Postcode	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; border-right: 1px solid black; text-align: center;"> </td> <td style="width: 10%; border-right: 1px solid black; text-align: center;"> </td> <td style="width: 10%; border-right: 1px solid black; text-align: center;"> </td> <td style="width: 10%; border-right: 1px solid black; text-align: center;"> </td> <td style="width: 10%; border-right: 1px solid black; text-align: center;"> </td> <td style="width: 10%; border-right: 1px solid black; text-align: center;"> </td> <td style="width: 10%; border-right: 1px solid black; text-align: center;"> </td> <td style="width: 10%; text-align: center;"> </td> </tr> </table>								
Country									

**2 Individual's usual residential address**  
You can state 'Same as service address' in this section if the usual residential address is same as the service address.  
  
You cannot state 'Same as service address' if the service address has been stated in section C2 as 'the LP's service address'. You will need to complete the address in full.  
This address cannot be a PO Box, DX or LP (Legal Post in Scotland) number.



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<b>LP7(s)</b> Application for registration of a limited partnership in Scotland as a private fund limited partnership	
<b>C5</b>	<b>Nature of control for an individual<sup>9</sup></b> Please indicate the individual's nature of control over the LP. <b>Share of assets</b> The individual holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one): <input type="checkbox"/> more than 25% but not more than 50% <input type="checkbox"/> more than 50% but less than 75% <input type="checkbox"/> 75% or more <b>Ownership of voting rights</b> The individual holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one): <input type="checkbox"/> more than 25% but not more than 50% <input type="checkbox"/> more than 50% but less than 75% <input type="checkbox"/> 75% or more <b>Ownership of right to appoint/remove management</b> <input type="checkbox"/> The individual holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP. <b>Significant influence or control (Only tick if none of the above apply)</b> <input type="checkbox"/> The individual has the right to exercise, or actually exercises, significant influence or control over the LP. <b>● Tick each that apply</b> Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.

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<p>LP7(s) Application for registration of a limited partnership in Scotland as a private fund limited partnership</p>	
<b>C6</b>	<p><b>Nature of control by a firm over which the individual has significant control</b> <sup>ⓐ</sup></p> <p>The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p>
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<b>D1 RLE details <sup>Ⓢ</sup></b>																							
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<b>D2 Legal form and governing law</b>																							
<p>Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.</p>																							
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<b>D3</b>	<p><b>Nature of control for an RLE</b> <sup>Ⓢ</sup></p> <p>Please indicate the RLE's nature of control over the LP.</p> <p><b>Share of assets</b> The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><b>Ownership of voting rights</b> The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><b>Ownership of right to appoint/remove management</b></p> <p><input type="checkbox"/> The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.</p> <p><b>Significant influence or control (Only tick if none of the above apply)</b></p> <p><input type="checkbox"/> The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.</p>
<p>Ⓢ Tick each that apply Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.</p>	
<b>D4</b>	<p><b>Nature of control by a firm over which the RLE has significant control</b> <sup>Ⓢ</sup></p> <p>The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p>
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<b>D5</b>	<b>Nature of control by a trust over which the RLE has significant control</b> 
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<p>LP7(s) Application for registration of a limited partnership in Scotland as a private fund limited partnership</p> <p><b>Other registrable person (ORP)</b></p>	
<b>E1</b>	<p><b>Person details</b></p> <p>An 'other registrable person' is:</p> <ul style="list-style-type: none"> <li>a corporation sole</li> <li>a government or government department of a country or territory or a part of a country or territory</li> <li>an international organisation whose members include two or more countries or territories (or their governments)</li> <li>a local authority or local government body in the UK or elsewhere</li> </ul> <p>Name of ORP</p>
<b>E2</b>	<p><b>Principal office address</b> </p> <p><small><b>Principal office address</b> This address will appear on the public record.</small></p> <p>Building name/number</p> <p>Street</p> <p>Post town</p> <p>County/Region</p> <p>Postcode</p> <p>Country</p>
<b>E3</b>	<p><b>Legal form and governing law</b></p> <p>Legal form</p> <p>Governing law</p>

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<p><b>LP7(s)</b> Application for registration of a limited partnership in Scotland as a private fund limited partnership</p>	
<b>E4</b>	<p><b>Nature of control for an ORP</b> <sup>Ⓢ</sup></p> <p>Please indicate the ORP's nature of control over the LP.</p> <p><b>Share of assets</b> The ORP holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><b>Ownership of voting rights</b> The ORP holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><b>Ownership of right to appoint/remove management</b></p> <p><input type="checkbox"/> The ORP holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.</p> <p><b>Significant influence or control (Only tick if none of the above apply)</b></p> <p><input type="checkbox"/> The ORP has the right to exercise, or actually exercises, significant influence or control over the LP.</p>
<p><b>● Tick each that apply</b> Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.</p>	
<b>E5</b>	<p><b>Nature of control by a firm over which the ORP has significant control</b> <sup>Ⓢ</sup></p> <p>The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p>
<p><b>● Tick each that apply</b></p>	

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LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

E6

**Nature of control by a trust over which the ORP has significant control**

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

Tick each that apply

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

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LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

**F1**

**Names and signatures**

I/We apply for this firm to be designated as a private fund limited partnership and for that purpose confirm that the partnership meets the private fund conditions:- namely that it is constituted by an agreement in writing and is a collective investment scheme within the meaning of section 8D(4) of the Limited Partnerships Act 1907.

Please give the name and signature of each general partner

Name	Signature

Please give the name and signature of each limited partner

Name	Signature

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LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

- 1 State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.

Please be aware that all information on this form except that relating to the day of birth and usual residential address of an individual PSC will be available on the public record.

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Presenters reference:

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## PART 6

### Form for Designation of Existing Limited Partnerships as Private Fund Limited Partnerships

A fee is payable with this form

# LP8

#### LIMITED PARTNERSHIPS ACT 1907

Application for designation as a private fund limited partnership

(In accordance with section 8D of the Limited Partnerships Act 1907)

This form is to be used by existing limited partnerships only, applications to register a new private fund limited partnership should use form LP7.

Name of firm

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Registered number

--	--	--	--	--	--	--	--

Date of registration

d	d	m	m	y	y	y	y
---	---	---	---	---	---	---	---

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Address of the principal place of business

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I/We apply for the above-named firm to be designated as a private fund limited partnership and for that purpose confirm that the partnership meets the private fund conditions:- namely that it is constituted by an agreement in writing and is a collective investment scheme within the meaning of section 8D(4) of the Limited Partnerships Act 1907.

Please give the name and signature of each general partner

Name	Signature

04/17

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**Notes**

Pursuant to section 235A(6)(aa) of the Financial Services and Markets Act 2000, a limited partnership designated as a private fund limited partnership does not qualify as a 'partnership scheme', and therefore cannot be an authorised contractual scheme under that Act.

Please be aware that all information on this form will be available on the public record.

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Presenter's reference:

---

04/17

## EXPLANATORY NOTE

*(This note is not part of the Regulations)*

These Regulations transpose Article 30 (beneficial ownership information) of Directive 2015/ 849/ EU of the European Parliament and of the Council of 20 May 2015 (OJ L 141, 05.06.15, p.73) (“the Directive”) on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, for Scottish limited partnerships and certain Scottish general partnerships, defined in regulation 3.

Existing national measures partially implement Article 30 of the Directive—

- (a) Part 21A of the Companies Act 2006 and the Register of People with Significant Control Regulations 2016 (S.I. 2016/339) for companies;
- (b) the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), as amended by the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (S.I. 2016/340) for limited liability partnerships; and
- (c) the European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016 (S.I. 2016/375) for European public limited-liability companies (*Societas Europaea*).

The existing provisions are amended by the Information about People with Significant Control (Amendment) Regulations 2017 (S.I. 2017/693), where necessary, to complete the transposition for those entities. Transposition is not required in relation to limited or general partnerships registered or formed under the law applicable in the United Kingdom other than in Scotland, in view of the distinct legal status of Scottish partnerships set out in section 4 of the Partnership Act 1890.

Part 1 of these Regulations includes interpretation and key terms used in the Regulations.

Part 2 amends section 8A of the Limited Partnerships Act 1907 (c.24) to require a limited partnership registering in Scotland to provide a statement of its initial significant control, similar to the requirement for companies in section 12A of the Companies Act 2006.

Part 3 requires Scottish qualifying partnerships (general partnerships which are qualifying partnerships under the Partnership (Accounts) Regulations 2008 (S.I. 2008/569)) to register by providing registration information and information about their people with significant control (“PSCs”). These partnerships are required to update this information (regulation 5) and to provide notification on ceasing to be a qualifying partnership (regulation 8), on service of which there is no further requirement to provide or update information under these Regulations.

Part 4 sets out requirements on eligible Scottish partnerships (collectively, Scottish limited partnerships and Scottish qualifying partnerships) to obtain information on their PSCs, and on others to supply such information, including the nature of the PSC's significant control over the eligible Scottish partnership. Regulation 15 and Schedule 2 make provision for the enforcement of the duties on others by the eligible Scottish partnership.

Part 5 sets out the requirements on eligible Scottish partnerships to deliver to the registrar the required particulars of any registrable persons and registrable relevant legal entities, and to provide additional information if there are no registrable persons, there is an unidentified registrable person, there are unconfirmed details of a registrable person, an eligible Scottish partnership's investigations are ongoing or if there have been failures to comply with requirements to provide information under regulations 13 or 14 of these Regulations.

Part 6 requires eligible Scottish partnerships to provide an annual confirmation statement in relation to the requirements of these Regulations, similar to that required in Part 24 of the Companies Act 2006.



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Part 7 makes provision for the protection of information about a registrable person's usual residential address from use or disclosure by an eligible Scottish partnership (regulation 40) or the registrar (regulation 41). It also provides for the registrar to disclose usual residential address information to specified public authorities listed in Schedule 4, subject to conditions set out in Part 1 of Schedule 5.

Part 8 makes provision about the protection of a registrable person's particulars. It sets out a process by which application may be made to require the registrar to refrain from using or disclosing those particulars (regulations 48 to 50), and prescribes when eligible Scottish partnerships must not use or disclose those particulars (regulation 57). It also provides for access to this information by specified public authorities and credit and financial institutions, subject to conditions set out in Schedule 5 and the payment of a fee.

Part 9 applies certain provisions of the Companies Act 2006 to eligible Scottish partnerships in connection with the requirements of these Regulations, including provisions relating to the register and the functions of the registrar.

Part 10 makes consequential amendment to section 790C(7) of the Companies Act 2006, and its application in the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009, to add an eligible Scottish partnership as a legal entity which is “subject to its own disclosure requirements”, with a transitional provision, and to the Limited Partnerships (Forms) Rules 2009 (regulation 81 and Schedule 6). This Part also contains transitional provision concerning the date on which a person is deemed to have become registrable where the person was registrable on the commencement of these Regulations (regulation 81), and for applications to require the registrar to refrain from using or disclosing a registrable person's particulars (regulation 82), as well as a requirement for the Secretary of State to review the operation and effect of these Regulations and publish a report within the period of five years after their coming into force and thereafter at intervals of no longer than five years (regulation 83).

HM Treasury have overall responsibility for the transposition of the Directive, and a transposition note setting out how the Directive will be transposed into UK law is available from the Financial Services Team, HM Treasury, 1 Horse Guards Road, London SW1A 2HQ.

A full impact assessment of the effect that this instrument will have on the costs of business and the voluntary sector is available from the Department for Business, Energy and Industrial Strategy and Skills, 1 Victoria Street, London SW1H 0ET and is published with the Explanatory Memorandum alongside the instrument on [www.legislation.gov.uk](https://www.legislation.gov.uk).

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**Changes and effects yet to be applied to :**

- Sch. 4 omitted by [S.I. 2024/410 Sch. 2 para. 8\(15\)](#)
- Sch. 5 Pt. 1 omitted by [S.I. 2024/410 Sch. 2 para. 8\(16\)\(a\)](#)
- Sch. 5 para. 14(b) omitted by [S.I. 2024/410 Sch. 2 para. 8\(16\)\(b\)\(i\)](#)
- Sch. 5 para. 14(d) omitted by [S.I. 2024/410 Sch. 2 para. 8\(16\)\(b\)\(iii\)](#)
- Sch. 5 para. 14(c) word omitted by [S.I. 2024/410 Sch. 2 para. 8\(16\)\(b\)\(ii\)](#)
- reg. 2 words omitted by [S.I. 2024/410 Sch. 2 para. 8\(2\)](#)
- reg. 41 heading words omitted by [S.I. 2024/410 Sch. 2 para. 8\(3\)\(a\)](#)
- reg. 41(3) words substituted by [S.I. 2024/410 Sch. 2 para. 8\(3\)\(b\)\(i\)](#)
- reg. 41(3)(a) substituted by [S.I. 2024/410 Sch. 2 para. 8\(3\)\(b\)\(ii\)](#)
- reg. 42 omitted by [S.I. 2024/410 Sch. 2 para. 8\(4\)](#)
- reg. 45 heading words omitted by [S.I. 2024/410 Sch. 2 para. 8\(5\)\(a\)](#)
- reg. 45(1) words omitted by [S.I. 2024/410 Sch. 2 para. 8\(5\)\(b\)](#)
- reg. 45(2)(a) words omitted by [S.I. 2024/410 Sch. 2 para. 8\(5\)\(c\)\(i\)](#)
- reg. 45(2)(b) substituted by [S.I. 2024/410 Sch. 2 para. 8\(5\)\(c\)\(ii\)](#)
- reg. 46 omitted by [S.I. 2024/410 Sch. 2 para. 8\(6\)](#)
- reg. 48 heading words omitted by [S.I. 2024/410 Sch. 2 para. 8\(7\)\(a\)](#)
- reg. 48(1) words omitted by [S.I. 2024/410 Sch. 2 para. 8\(7\)\(b\)](#)
- reg. 49 heading words omitted by [S.I. 2024/410 Sch. 2 para. 8\(8\)\(a\)](#)
- reg. 49(1) words omitted by [S.I. 2024/410 Sch. 2 para. 8\(8\)\(b\)](#)
- reg. 50 heading words omitted by [S.I. 2024/410 Sch. 2 para. 8\(9\)\(a\)](#)
- reg. 50(1) words omitted by [S.I. 2024/410 Sch. 2 para. 8\(9\)\(b\)](#)
- reg. 56(1)(a) words substituted by [S.I. 2024/410 Sch. 2 para. 8\(10\)](#)
- reg. 63 words substituted by [S.I. 2024/410 Sch. 2 para. 8\(11\)](#)
- reg. 65 substituted by [S.I. 2024/410 Sch. 2 para. 8\(12\)](#)
- reg. 67A omitted by [S.I. 2024/410 Sch. 2 para. 8\(13\)](#)
- reg. 69 substituted by [S.I. 2024/410 Sch. 2 para. 8\(14\)](#)