

SCHEDULE 1

Regulation 3

APPLICATION OF PART 21A COMPANIES ACT 2006

“PART 8A

AN LLP’S REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL

Overview

31A. Section 790A applies to LLPs, modified so that it reads as follows—

“790A Overview

This Part is arranged as follows—

- (a) Section 790C explains some key terms, including what it means to have “significant control” over an LLP;
- (b) Sections 790D to 790K impose duties on LLPs to gather information, and on others to supply information, to enable LLPs to keep the register required by the remainder of this Part;
- (c) Section 790M to 790V require LLPs to keep a register, referred to as a register of people with significant control over the LLP, and to make the register available to the public;
- (d) Sections 790W to 790ZD give LLPs the option of using an alternative method of record-keeping; and
- (e) Sections 790ZF and 790ZG make provision for excluding certain material from the information available to the public.”

Key terms

31B.—(1) Section 790C applies to LLPs with the following modifications.

(2) Read references to a company as references to an LLP.

(3) Subsection (7) is modified so that it reads as follows—

“(7) A legal entity is “subject to its own disclosure requirements” if—

- (a) this Part applies to it (whether by virtue of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 or otherwise),
- (b) it is a DTR5 issuer,
- (c) it is a company or other legal entity which has voting shares admitted to trading—
 - (i) on a regulated market in an EEA State other than the United Kingdom; or
 - (ii) on a market listed in Schedule 1 to the PSC Regulations.”.

(4) Omit subsection (11).

(5) In subsection (12), omit “and to any modifications prescribed by regulations under this subsection”.

(6) After subsection (12), insert—

“(12A) Sections 790M(2) to (6) and (8) of the Act are to be read and have effect as if a person within subsection (12) were an individual.

(12B) “PSC Regulations” means the Register of People with Significant Control Regulations 2016(1).

(12C) “Voting shares” means shares (or, in relation to a legal entity which is not a company or an undertaking, interests equivalent to shares) carrying voting rights.

(12D) For the purposes of subsection (12C), “voting rights” means rights to vote at general meetings of the company or 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.”.

(7) Omit subsections (13) and (14).

Information gathering

31C.—(1) Sections 790D to 790J apply to LLPs.

(2) As those provisions apply to LLPs—

- (a) read references to a company as references to an LLP;
- (b) omit “to which this Part applies” where it occurs;
- (c) read references to an officer as references to a designated member;
- (d) read section 790D as if subsections (9) and (10) were omitted; and
- (e) read section 790E(7) as if for “Subsections (8) to (10) of section 790D applies” there were substituted “Section 790D(8) applies”.

Required particulars

31D. Section 790K applies to LLPs, modified so that it reads as follows—

“790K Required particulars

- (1) The “required particulars” of an individual who is a registrable person are—
 - (a) name,
 - (b) a service address,
 - (c) the country or state (or part of the United Kingdom) in which the individual is usually resident,
 - (d) nationality,
 - (e) date of birth,
 - (f) usual residential address,
 - (g) the date on which the individual became a registrable person in relation to the LLP in question,
 - (h) the nature of his or her control over that LLP (see Schedule 1A of this Act and regulation 7 of, and Schedule 2 to, the PSC Regulations), and
 - (i) if, in relation to that LLP, restrictions on using or disclosing any of the individual’s PSC particulars (within the meaning of section 790ZG(2)) are in force under Part 7 of the PSC Regulations, that fact.

(1) S.I. 2016/[].

- (2) In the case of a person in relation to which this Part has effect by virtue of section 790C(12) as if the person were an individual, the “required particulars” are—
- (a) name,
 - (b) principal office,
 - (c) the legal form of the person and the law by which it is governed,
 - (d) the date on which it became a registrable person in relation to the LLP in question, and
 - (e) the nature of its control over the LLP (see Schedule 1A and regulation 7 of, and Schedule 2 to, the PSC Regulations).
- (3) The “required particulars” of a registrable relevant legal entity are—
- (a) corporate or firm name,
 - (b) registered or principal office,
 - (c) the legal form of the entity and the law by which it is governed,
 - (d) if applicable, the register of companies in which it is entered (including details of the state) and its registration number in that register,
 - (e) the date on which it became a registrable relevant legal entity in relation to the LLP in question, and
 - (f) the nature of its control over that LLP (see Schedule 1A and regulation 7 of, and Schedule 2 to, the PSC Regulations).
- (4) Section 163(2) (particulars of members to be registered: individuals) applies for the purposes of subsection (1).”

Register of people with significant control

31E.—(1) Section 790M (1) to (6) applies to LLPs, modified so that it reads as follows—

“790M Duty to keep register

- (1) An LLP must keep a register of people with significant control over the LLP.
- (2) The required particulars of any individual with significant control over the LLP who is “registrable” in relation to the LLP must be entered in the register once all the required particulars of that individual have been confirmed.
- (3) The LLP must not enter any of the individual’s particulars in the register until they have all been confirmed.
- (4) Particulars of any individual with significant control over the LLP who is “non-registrable” in relation to the LLP must not be entered in the register.
- (5) But the required particulars of any entity that is a registrable relevant legal entity in relation to the LLP must be noted in the register once the LLP becomes aware of the entity’s status as such.
- (6) If the LLP becomes aware of a relevant change (within the meaning of section 790E) with respect to a registrable person or registrable relevant legal entity whose particulars are stated in the register—
 - (a) details of the change and the date on which it occurred must be entered in the register, but
 - (b) in the case of a registrable person, the details and date must not be entered there until they have all been confirmed.”

(2) Section 790M(9) to (14) applies to LLPs, modified so that it reads as follows—

“(9) 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 this section to have been “confirmed” if—

- (a) the person supplied or confirmed them to the LLP (whether voluntarily, pursuant to a duty imposed by this Part or otherwise),
- (b) another person did so but with that person’s knowledge, or
- (c) they were included in a statement of initial significant control delivered to the registrar under section 12A by the persons who subscribed their names to the incorporation document in relation to the LLP.

(10) In the case of someone who was a registrable person or a registrable relevant legal entity in relation to the LLP on its incorporation—

- (a) 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 to be the date of incorporation, and
- (b) in the case of a registrable person, that particular is deemed to have been “confirmed”.

(11) For the purposes of this section—

- (a) if a person’s usual residential address is the same as his or her service address, the entry for him or her in the register may state that fact instead of repeating the address (but this does not apply in a case where the service address is stated to be “The LLP’s registered office”);
- (b) see section 790J (exemptions) for cases where a person does not count as a registrable person or a registrable relevant legal entity.

(12) If an LLP makes default in complying with this section, an offence is committed by—

- (a) the LLP, and
- (b) every designated member of the LLP who is in default.

(13) A person guilty of an offence under this section 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.

(14) An LLP is not by virtue of anything done for the purposes of this section affected with notice of, or put upon inquiry as to, the rights of any person in relation to any shares or rights in or with respect to the LLP.”

Inspection and copies of the register

31G. Sections 790N and 790O apply to LLPs, modified so that they read as follows—

“790N Register to be kept available for inspection

(1) An LLP’s PSC register must be kept available for inspection—

- (a) at its registered office, or
- (b) at a place specified in Part 2 of the Companies (Company Records) Regulations 2008 (S.I. 2008/3006).

(2) An LLP must give notice to the registrar of the place where its PSC register is kept available for inspection and of any change in that place.

(3) No such notice is required if the register has, at all times since it came into existence, been kept available for inspection at the LLP's registered office.

(4) If an LLP makes default for 14 days in complying with subsection (2), an offence is committed by—

- (a) the LLP, and
- (b) every designated member of the LLP who is in default.

(5) A person guilty of an offence under this section 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.

790O Rights to inspect and require copies

(1) An LLP's PSC register must be open to the inspection of any person without charge.

(2) Any person may require a copy of an LLP's PSC register, or any part of it, on payment of the fee prescribed by regulation 6 of the PSC Regulations.

(3) A person seeking to exercise either of the rights conferred by this section must make a request to the LLP to that effect.

(4) The request must contain the following information—

- (a) in the case of an individual, his or her name and address,
- (b) in the case of an organisation, the name and address of an individual responsible for making the request on behalf of the organisation, and
- (c) the purpose for which the information is to be used."

Supplementary provision regarding requests to inspect and copies of PSC register

31G.—(1) Sections 790P to 790S apply to LLPs.

(2) As those provisions apply to LLPs—

- (a) read references to a company as references to an LLP;
- (b) read references to an officer as references to a designated member.

Protected information

31H. Section 790T applies to LLPs, modified so that it reads as follows—

"790T Protected information

Section 790N and subsections (1) and (2) of section 790O are subject to—

- (a) section 790ZF (protection of information as to usual residential address), and
- (b) Part 7 of the PSC Regulations."

Removal of entries from the register

31I. Section 790U applies to LLPs, with the references to a company read as references to an LLP.

Power of court to rectify an LLP's PSC register

31J. Section 790V applies to LLPs, modified so that it reads as follows—

“790V Power of court to rectify register

(1) If—

- (a) the name of any person is, without sufficient cause, entered in or omitted from an LLP's PSC register as a registrable person or registrable relevant legal entity, or
- (b) default is made or unnecessary delay takes place in entering on the PSC register the fact that a person has ceased to be a registrable person or registrable relevant legal entity,

the person aggrieved or any other interested party may apply to the court for rectification of the register.

(2) The court may either refuse the application or may order rectification of the register and payment by the LLP of any damages sustained by any party aggrieved.

(3) On such an application, the court may—

- (a) decide any question as to whether the name of any person who is a party to the application should or should not be entered in or omitted from the register, and
- (b) more generally, decide any question necessary or expedient to be decided for rectification of the register.

(4) In the case of an LLP required by this Act to send information stated in its PSC register to the registrar, the court, when making an order for rectification of the register, must by its order direct notice of the rectification to be given to the registrar.

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

- (a) any member of the LLP, and
- (b) any other person who is a registrable person or a registrable relevant legal entity in relation to the LLP.”

Alternative method of record keeping

31K.—(1) Sections 790W to 790ZD apply to LLPs modified so that those sections read as follows—

“790W Introductory

(1) This Chapter sets out rules allowing LLPs to keep information on the register kept by the registrar instead of entering it in their PSC register.

(2) The register kept by the registrar (see section 1080) is referred to in this Chapter as “the central register”.

(3) Chapter 3 must be read with this Chapter.

(4) Nothing in this Chapter affects the duties imposed by Chapter 2.

(5) Where an election under section 790X is in force in respect of an LLP, references in Chapter 2 to the LLP's PSC register are to be read as references to the central register.

790X Right to make an election

- (1) An election may be made under this section—
 - (a) by the subscribers wishing to form an LLP under the Limited Liability Partnerships Act 2000⁽²⁾, or
 - (b) by the LLP itself once it is formed and registered.
- (2) The election is of no effect unless—
 - (a) notice of the intention to make the election was given to each eligible person at least 14 days before the day on which the election was made, and
 - (b) no objection was received by the subscribers or, as the case may be, the LLP from any eligible person within that notice period.
- (3) A person is an “eligible person” if—
 - (a) in a case of an election by the subscribers wishing to form an LLP, the person’s particulars would, but for the election, be required to be entered in the LLP’s PSC register on its incorporation, and
 - (b) in the case of an election by the LLP itself—
 - (i) the person is a registrable person or a registrable relevant legal entity in relation to the LLP, and
 - (ii) the person’s particulars are stated in the LLP’s PSC register.
- (4) An election under this section is made by giving notice of election to the registrar.
- (5) If the notice is given by the subscribers wishing to form an LLP—
 - (a) it must be given when the documents required to be delivered under section 2 of the Limited Liability Partnerships Act 2000 are delivered to the registrar, and
 - (b) it must be accompanied by a statement confirming that no objection was received as mentioned in subsection (2).
- (6) If the notice is given by the LLP, it must be accompanied by—
 - (a) a statement confirming that no objection was received as mentioned in subsection (2), and
 - (b) a statement containing all the information that is required to be contained in the LLP’s PSC register as at the date of the notice in respect of matters that are current as at that date.
- (7) The LLP must where necessary update the statement sent under subsection (6)
 - (b) to ensure that the final version delivered to the registrar contains all the information that is required to be contained in the LLP’s PSC register as at the time immediately before the election takes effect (see section 790Y) in respect of matters that are current as at that time.
- (8) The obligation in subsection (7) to update the statement includes an obligation to rectify it (where necessary) in consequence of the LLP’s PSC register being rectified (whether before or after the election takes effect).
- (9) If default is made in complying with subsection (7), an offence is committed by—
 - (a) the LLP, and
 - (b) every designated member of the LLP who is in default.

(2) 2000 c.12.

(10) A person guilty of an offence under this section 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.

(11) A reference in this Chapter to matters that are current as at a given date or time is a reference to—

- (a) persons who are a registrable person or registrable relevant legal entity in relation to the LLP as at that date or time and whose particulars are required to be contained in the LLP's PSC register as at that date or time, and
- (b) any other matters that are current as at that date or time.

790Y Effective date of election

(1) An election made under section 790X takes effect when the notice of election is registered by the registrar.

(2) The election remains in force until a notice of withdrawal sent by the LLP under section 790ZD is registered by the registrar.

790Z Effect of election on obligations under Chapter 3

(1) The effect of an election under section 790X on an LLP's obligations under Chapter 3 is as follows.

(2) The LLP's obligation to maintain a PSC register does not apply with respect to the period when the election is in force.

(3) This means that, during that period—

- (a) the LLP must continue to keep a PSC register in accordance with Chapter 3 (a "historic" register) containing all the information that was required to be stated in that register as at the time immediately before the election took effect, but
- (b) the LLP does not have to update that register to reflect any changes that occur after that time.

(4) The provisions of Chapter 3 (including the rights to inspect or require copies of the PSC register) continue to apply to the historic register during the period when the election is in force.

(5) The LLP must place a note in its historic register—

- (a) stating that an election under section 790X is in force,
- (b) recording when that election took effect, and
- (c) indicating that up-to-date information about people with significant control over the LLP is available for public inspection on the central register.

(6) Subsections (12) and (13) of section 790M apply if an LLP makes default in complying with subsection (5) as they apply if an LLP makes default in complying with that section.

(7) The obligations under this section with respect to a historic register do not apply in a case where the election was made by subscribers wishing to form an LLP.

790ZA Duty to notify registrar of changes

(1) The duty under subsection (2) applies during the period when an election under section 790X is in force.

(2) The LLP must deliver to the registrar any information that the LLP would during that period have been obliged under Chapter 3 to enter in its PSC register, had the election not been in force.

(3) The information must be delivered as soon as reasonably practicable after the LLP becomes aware of it and, in any event, no later than the time by which the LLP would have been required to enter the information in its PSC register.

(4) If default is made in complying with this section, an offence is committed by—

- (a) the LLP, and
- (b) every designated member of the LLP who is in default.

(5) A person guilty of an offence under this section 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.

790ZB Information as to state of central register

(1) When a person inspects or requests a copy of material on the central register relating to an LLP in respect of which an election under section 790X is in force, the person may ask the LLP to confirm that all information that the LLP is required to deliver to the registrar under this Chapter has been delivered.

(2) If an LLP fails to respond to a request under subsection (1), an offence is committed by—

- (a) the LLP, and
- (b) every designated member of the LLP who is in default.

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

790ZC Power of court to order an LLP to remedy default or delay

(1) This section applies if—

- (a) the name of a person is without sufficient cause included in, or omitted from, information that an LLP delivers to the registrar under this Chapter concerning persons who are a registrable person or a registrable relevant legal entity in relation to the LLP, or
- (b) default is made or unnecessary delay takes place in informing the registrar under this Chapter that a person—
 - (i) has become a registrable person or a registrable relevant legal entity in relation to the LLP, 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 LLP 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 LLP 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 Chapter about persons who are a registrable person or a registrable relevant legal entity in relation to the LLP, and
- (b) any question necessary or expedient to be decided for rectifying the position.
- (5) Nothing in this section affects a person's rights under section 1095 or 1096 (rectification of register on application to registrar or under court order).
- (6) The reference in this section to "any other interested party" is to—
- (a) any member of the LLP, and
 - (b) any other person who is a registrable person or a registrable relevant legal entity in relation to the LLP.

790ZD Withdrawing the election

- (1) An LLP may withdraw an election made by or in respect of it under section 790X.
- (2) Withdrawal is achieved by giving notice of withdrawal to the registrar.
- (3) The withdrawal takes effect when the notice is registered by the registrar.
- (4) The effect of withdrawal is that the LLP's obligation to maintain a PSC register applies from then on with respect to the period going forward.
- (5) This means that, when the withdrawal takes effect—
 - (a) the LLP must enter in its PSC register all the information that is required to be contained in that register in respect of matters that are current as at that time,
 - (b) the LLP must also retain in its register all the information that it was required under section 790Z(3)(a) to keep in a historic register while the election was in force, but
 - (c) the LLP is not required to enter in its register information relating to the period when the election was in force that is no longer current.
- (6) The LLP must place a note in its PSC register—
 - (a) stating that the election under section 790X has been withdrawn,
 - (b) recording when that withdrawal took effect, and
 - (c) indicating that information about people with significant control over the LLP relating to the period when the election was in force that is no longer current is available for public inspection on the central register.
- (7) Subsections (12) and (13) of section 790M apply if an LLP makes default in complying with subsection (6) as they apply if a LLP makes default in complying with that section."

Protection from disclosure

- 31L.**—(1) Sections 790ZF and 790ZG(2) apply to LLPs.
- (2) As those sections apply to LLPs—
 - (a) read references to a company as references to an LLP;
 - (b) read references to a director as a reference to a member of an LLP; and
 - (c) subsection 790ZF(3) applies to LLPs modified so that it reads as follows—
 - "(3) Subsection (1) does not apply to information relating to a person if an application under Part 7 of the PSC Regulations has been granted with respect to that information and has not been revoked."

Schedule 1A

31M. Paragraphs 1 to 24 of Schedule 1A apply to LLPs, modified so that they read as follows

“SCHEDULE 1A

Section 790C(3)

REFERENCES TO PEOPLE WITH SIGNIFICANT CONTROL OVER AN LLP

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 LLP (“LLP Y”) in order for the individual to be a person with “significant control” over LLP Y.

Right to share in surplus assets on a winding up

2.—(1) The first condition is that X holds, directly or indirectly, the right to share in more than 25% of any surplus assets of LLP Y on a winding up.

(2) For the purpose of sub-paragraph (1), to the extent that the holding of a right to share in any surplus assets of LLP Y on a winding up is not expressly provided for, each member of the LLP shall be treated as holding the right to an equal share in any surplus assets on a winding up.

Ownership of voting rights

3. The second condition is that X holds, directly or indirectly, more than 25% of the rights to vote on those matters which are to be decided upon by a vote of the members of LLP Y.

Ownership of right to appoint or remove the persons entitled to manage the LLP

4.—(1) The third condition is that X holds, directly or indirectly, the right to appoint or remove the majority of the persons who are entitled to take part in the management of LLP Y.

(2) For the purposes of sub-paragraph (1), the right to appoint or remove a majority of the persons who are entitled to take part in the management of LLP Y includes the right to appoint or remove those persons who hold a majority of the voting rights at meetings of the management body of LLP Y.

Significant influence or control

5. The fourth condition is that X has the right to exercise, or actually exercises, significant influence or control over LLP 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 LLP 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 LLP, etc.

Introduction

7. This Part of this Schedule specifies the circumstances in which, for the purposes of section 790C(4) or (8)—

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

Holding an interest

8.—(1) V holds an interest in LLP W if—

- (a) V holds, directly or indirectly, the right to share in any surplus assets of LLP W on a winding up;
- (b) V holds, directly or indirectly, voting rights in LLP 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 LLP W;
- (d) V has the right to exercise, or actually exercises, significant influence or control over LLP 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 LLP 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 LLP W by virtue of indirectly holding a right, and
- (b) does so by virtue of having a majority stake (see paragraph 13) in—
 - (i) a legal entity (“L”) which holds the right directly, or
 - (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 LLP W—

- (a) through L, and
- (b) through each other legal entity in the chain mentioned in sub-paragraph (1)(b)(ii).

PART 3

Supplementary provision

Introduction

10. This Part sets out rules for the interpretation of this Schedule subject to the fact that paragraph 21(1) does not apply to the interpretation of paragraph 2 of Part 1.

Joint interests

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

Joint arrangements

12.—(1) If shares or rights held by a person and shares or rights 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 shares or rights of both of them.

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

(3) “Arrangement” has the meaning given by paragraph 20.

Shares or rights 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—

(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.

(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.

14.—(1) For the purposes of paragraph 13, 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 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.

15. In applying paragraph 13, the voting rights in a legal entity are to be reduced by any rights held by the entity itself.

16. A reference in paragraph 13 to the right to appoint or remove a majority of the board of directors of a legal entity is 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.

17. References in paragraph 13 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.

Shares and rights held by nominees

18. A share or 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

19.—(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).

(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.

20.—(1) “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.

(2) But 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

21.—(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,
 - (b) administration within the meaning of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)), 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.

Rights attached to shares held by way of security

- 22.** 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.

Significant influence or control

- 23.—**(1) The Secretary of State must issue guidance about the meaning of “significant influence or control” for the purposes of this Schedule.
- (2) Regard must be had to that guidance in interpreting references in this Schedule to “significant influence or control”.
- (3) Before issuing guidance under this paragraph the Secretary of State must lay a draft of it before Parliament.
- (4) If, within the 40-day period, either House of Parliament resolves not to approve the draft guidance, the Secretary of State must take no further steps in relation to it.
- (5) If no such resolution is made within that period, the Secretary of State must issue and publish the guidance in the form of the draft.
- (6) Sub-paragraph (4) does not prevent a new draft of proposed guidance from being laid before Parliament.
- (7) In this section “the 40-day period”, in relation to draft guidance, means the period of 40 days beginning with the day on which the draft is laid before Parliament (or, if it is not laid before each House on the same day, the later of the days on which it is laid).
- (8) In calculating the 40-day period, no account is to be taken of any period during which—
- (a) Parliament is dissolved or prorogued, or
 - (b) both Houses are adjourned for more than 4 days.
- (9) The Secretary of State may revise guidance issued under this paragraph, and a reference in this paragraph to guidance includes a reference to revised guidance.

Limited partnerships

24.—(1) An individual does not meet the specified condition in paragraphs 2, 3, 4, 5 or 6 in relation to an LLP by virtue only of being a limited partner.

(2) An individual does not meet the specified condition in paragraphs 2, 3, 4, 5 or 6 in relation to an LLP by virtue only of, directly or indirectly—

- (a) holding shares, or
- (b) holding a right,

in or in relation to a limited partner which (in its capacity as such) would meet the condition if it were an individual.

(3) Sub-paragraphs (1) and (2) do not apply for the purposes of determining whether the requirement set out in paragraph (a) of the specified condition in paragraph 6 is met.

(4) In this paragraph “limited partner” means—

- (a) a limited partner in a limited partnership registered under the Limited Partnerships Act 1907 (other than one who takes part in the management of the partnership business), or
- (b) a foreign limited partner.

(5) In this paragraph “foreign limited partner” means an individual who—

- (a) participates in arrangements established under the law of a country or territory outside the United Kingdom, and
- (b) has the characteristics prescribed by regulation 8 of the PSC Regulations.”

Schedule 1B

31N. Schedule 1B to the Act applies to LLPs, but with the omission of paragraph (6) and with the other paragraphs modified so that they read as follows—

“SCHEDULE 1B

Section 790I

ENFORCEMENT OF DISCLOSURE REQUIREMENTS

Right to issue restrictions notice

1.—(1) This paragraph applies if—

- (a) a notice under section 790D or 790E is served by an LLP on a person who has a relevant interest in the LLP, and
- (b) the person fails to comply with that notice within the time specified in it.

(2) The LLP 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 LLP may issue the restrictions notice if, by the end of the period of one month beginning with the date on which the warning notice was given—

- (a) the person has not complied with the notice served under section 790D or 790E, and
 - (b) the LLP has not been provided with a valid reason sufficient to justify the person’s failure to comply with the notice served under that section.
- (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 LLP 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 LLP if the person—

- (a) holds any interest in the LLP;
- (b) holds any rights to vote on those matters which are to be decided upon by a vote of the members of the LLP; or
- (c) holds the right to appoint or remove any person entitled to manage the LLP.

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

(3) Part 3 of Schedule 1A applies for the interpretation of sub-paragraph (1) save that, where the relevant interest is by virtue of paragraphs 13 or 18 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—

- (a) any transfer of the interest is void,
- (b) no rights are exercisable in respect of the interest,
- (c) except in a liquidation, no payment may be made of sums due from the LLP 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 8 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 8 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 LLP in respect of the relevant interest.

(7) The provisions of this section 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 LLP 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 subparagraph (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. [Omitted.]

7.—(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 those paragraphs are subject to any direction given under paragraph 4 or 8.

Relaxation of restrictions

8.—(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 LLP 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 section 790D or 790E has been disclosed to the LLP 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 restrictions mentioned in paragraph 3(1)(c) so far as they relate 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

9.—(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 LLP 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—

(a) by the LLP 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.

10.—(1) If a relevant interest is sold in pursuance of an order under paragraph 9, 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 9 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.

LLP's power to withdraw restrictions notice

11. An LLP 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 section 790D or 790E,
- (b) the notice served under section 790D or 790E is complied with, or
- (c) it discovers that the rights of a third party in respect of the relevant interest are being unfairly affected by the restrictions notice.

Supplementary provision

12. In issuing and withdrawing restriction notices, LLPs must follow the procedures prescribed by Part 5 of the PSC Regulations.

Offences for failing to comply with notices

13.—(1) A person to whom a notice under section 790D or 790E 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—
 - (i) in England and Wales, to imprisonment for a term not exceeding twelve months or to a fine (or both);
 - (ii) in Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
 - (iii) in Northern Ireland, to imprisonment for a term not exceeding six months or to a fine not exceeding the statutory maximum (or both).

Offences for failing to provide information

14.—(1) A person commits an offence if the person—

- (a) fails to comply with a duty under section 790G or 790H, 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 twelve months or to a fine (or both);
 - (ii) in Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
 - (iii) in Northern Ireland, to imprisonment for a term not exceeding six months or to a fine not exceeding the statutory maximum (or both).”

SCHEDULE 2

Regulation 4

APPLICATION OF THE PSC REGULATIONS

GENERAL INTRODUCTORY PROVISIONS

1. Regulation 2 of the PSC Regulations applies to LLPs, modified so that it reads as follows—

“Interpretation

2. In these Regulations—

“the Act” means the Companies Act 2006;

“the 2009 Regulations” means the Companies (Disclosure of Address) Regulations 2009(3);

“former name” means a name by which an individual was formerly known for business purposes;

“LLP” means a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000(4);

“LLP voting rights” means the right to vote on those matters which are to be decided upon by a vote of the members of the LLP;

“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;

“personal representative” means the executor or administrator for the time being of a deceased person;

(3) S.I. 2009/214; relevant amending instruments are S.I. 2009/1941, 2009/2400, 2009/2437, 2010/2156, 2011/1043, 2011/2085, 2012/700, 2013/472, 2013/1682, 2014/469, 2014/549, 2014/631 and 2015/842.

(4) 2000 c.12.

Draft Legislation: This is a draft item of legislation. This draft has since been made as a UK Statutory Instrument:
The Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 No. 340

“principal Regulations” means the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009⁽⁵⁾

“PSC Regulations” means the Register of People with Significant Control Regulations 2016⁽⁶⁾;

“relevant body” means—

- (a) a police force within the meaning of section 101(1) of the Police Act 1996⁽⁷⁾;
- (b) the Police Service of Northern Ireland; and
- (c) the Police Service of Scotland;

“section 243 decision” means a determination under the 2009 Regulations (including those regulations as applied by the principal Regulations) which is a section 243 decision within the meaning of those Regulations;

“secured information” means the required particulars (other than the particular required by section 790K(1)(i) of the Act) of a registrable person in relation to an LLP;

“specified public authorities” has the meaning given in regulation 22(1);

“voting rights” means rights to vote at general meetings of the company or 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;

“voting shares” means shares or equivalent interests carrying voting rights; and

“withdrawal notice” has the meaning given in regulation 21.”.

2. Regulation 6, in Part 2 of the PSC Regulations, applies to LLPs modified so that it reads as follows—

“Fee for a copy of an LLP’s PSC register

6.—(1) The fee prescribed for the purpose of section 790O(2) of the Act is £12.

(2) That fee applies to any single request for a copy of an LLP’s PSC register⁽⁸⁾, or any part of it, regardless of how many parts are required to be copied.”.

3. Regulations 7 to 47, in Parts 3 to 8 of the PSC Regulations, apply to LLPs modified so that they read as follows—

“PART 3

NATURE OF CONTROL AND FOREIGN LIMITED PARTNERS

Particulars required as to nature of control

7. The particulars required by sections 790K(1)(h), 790K(2)(e) and 790K(3)(f) of the Act (particulars as to nature of control over the LLP) are—

⁽⁵⁾ S.I. 2009/1804; there are amending instruments but none is relevant.

⁽⁶⁾ S.I. 2016/[].

⁽⁷⁾ 1996 c.16; section 101(1) was amended by section 96(2) of the Police Reform and Social Responsibility Act 2011 (c.13).

⁽⁸⁾ See section 790C(10) of the Act for the meaning of “PSC register”.

- (a) where the person meets the first specified condition⁽⁹⁾, the statement listed in Part 1 of Schedule 2 which is applicable to that person;
- (b) where the person meets the second specified condition, the statement listed in Part 2 of Schedule 2 which is applicable to that person;
- (c) where the person meets the third specified condition, the statement listed in Part 3 of Schedule 2;
- (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 2;
- (e) where the person meets the fifth specified condition in connection with a trust, every statement listed in Part 5 of Schedule 2 which is applicable to that person;
- (f) where the person meets the fifth specified condition in connection with a firm⁽¹⁰⁾, every statement listed in Part 6 of Schedule 2 which is applicable to that person.

Characteristics of a foreign limited partner

8.—(1) The characteristics prescribed for the purposes of paragraph 25(5)(b) of Schedule 1A to the Act are that the individual—

- (a) participates in a foreign limited partnership as a limited liability participant; or
- (b) directly or indirectly, holds shares or a right in or in relation to a legal entity which participates in a foreign limited partnership as a limited liability participant.

(2) In this regulation—

- (a) a “foreign limited partnership” is an arrangement which—
 - (i) is established under the law of a country or territory outside the United Kingdom;
 - (ii) consists of at least one person who has unlimited liability for the debts and obligations of the arrangement; and
 - (iii) consists of at least one person who has no, or limited, liability for the debts and obligations of the arrangement for so long as that person does not take part in the management of the arrangement’s business; and
- (b) a “limited liability participant” is a person who—
 - (i) has no, or limited, liability for the debts and obligations of the foreign limited partnership for so long as that person does not take part in the management of the foreign limited partnership’s business; and
 - (ii) does not take part in the management of the foreign limited partnership’s business.

PART 4

ADDITIONAL MATTERS

Additional matters to be noted in a PSC register

9.—(1) The additional matters required to be noted in an LLP’s PSC register under section 790M(7) of the Act are the matters required to be noted by regulations 10 to 17.

⁽⁹⁾ See section 790C(3) of the Act for the meaning of “specified conditions” and paragraphs 2 to 6 in Part 1 of Schedule 1A to the Act for the meanings of the first, second, third, fourth and fifth conditions.

⁽¹⁰⁾ See section 1173(1) of the Act for the meaning of “firm”.

- (2) Where any additional matter noted in an LLP's PSC register in accordance with regulation 10, 11, 12 or 13 ceases to be true, the LLP must note in its PSC register —
- (a) that the additional matter has ceased to be true; and
 - (b) the date on which the additional matter ceased to be true.

Additional matters where there is no registrable person or registrable relevant legal entity

10.—(1) This regulation applies where an LLP knows or has reasonable cause to believe that there is no registrable person⁽¹¹⁾ or registrable relevant legal entity⁽¹²⁾ in relation to the LLP.

(2) The LLP must note in its PSC register that it knows or has reasonable cause to believe that there is no registrable person or registrable relevant legal entity in relation to the LLP.

Additional matters where there is an unidentified registrable person

11.—(1) This regulation applies where an LLP—

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

(2) The LLP must—

- (a) note in its PSC register that it knows or has reasonable cause to believe that there is a registrable person in relation to the LLP but it has not identified the registrable person; and
- (b) make a separate note in its PSC register in respect of each registrable person which the LLP has been unable to identify.

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

12.—(1) This regulation applies where—

- (a) an LLP has identified a registrable person in relation to the LLP; and
- (b) all the required particulars⁽¹³⁾ of that person have not been confirmed⁽¹⁴⁾ for the purposes of section 790M of the Act.

(2) The LLP must—

- (a) note in its PSC register that it has identified a registrable person in relation to the LLP but all the required particulars of that person have not been confirmed; and
- (b) make a separate note in its PSC register in respect of each registrable person which the LLP has been unable to identify.

Additional matters where an LLP's investigations are ongoing

13.—(1) This regulation applies where an LLP—

- (a) is not required to place a note in its PSC register by regulation 10, 11 or 12;

⁽¹¹⁾ See section 790C(4) of the Act for the meaning of "registrable person".

⁽¹²⁾ See section 790C(8) of the Act for the meaning of "registrable relevant legal entity".

⁽¹³⁾ See section 790K of the Act for the meaning of "required particulars".

⁽¹⁴⁾ See section 790M(9) of the Act for the meaning of "confirmed".

- (b) has not entered, and is not required to enter, the required particulars of any registrable person or registrable relevant legal entity in its PSC register; and
- (c) has not yet completed taking reasonable steps to find out if there is anyone who is a registrable person or a registrable relevant legal entity in relation to the LLP under section 790D of the Act.

(2) The LLP must note in its PSC register that it has not yet completed taking reasonable steps to find out if there is anyone who is a registrable person or a registrable relevant legal entity in relation to the LLP.

Additional matters where there is a failure to comply with a notice given under section 790D of the Act

14.—(1) This regulation applies where—

- (a) an LLP has given a notice under section 790D of the Act; and
- (b) the addressee of the notice has failed to comply with the notice within the time specified in it.

(2) The LLP must—

- (a) note in its PSC register that it has given a notice under section 790D of the Act which has not been complied with; and
- (b) make a separate note in its PSC register in respect of each notice under section 790D which has not been complied with.

Additional matters where there is a failure to comply with a notice given under section 790E of the Act

15.—(1) This regulation applies where—

- (a) an LLP has given a notice under section 790E of the Act; and
- (b) the addressee of the notice has failed to comply with the notice within the time specified in it.

(2) The LLP must note in the entry in its PSC register for the addressee that the addressee has failed to comply with a notice given by the LLP under section 790E of the Act.

Additional matters where a notice given under section 790D or section 790E of the Act is complied with after the time specified in the notice

16.—(1) This regulation applies where—

- (a) a note has been placed in an LLP's register under regulation 14 or 15; and
- (b) the addressee of the notice to which the note relates has complied with the notice after the time specified in the notice.

(2) The LLP must note in its PSC register—

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

Additional matters where an LLP has issued a restrictions notice

17.—(1) This regulation applies where an LLP has issued a restrictions notice⁽¹⁵⁾ under paragraph 1 of Schedule 1B to the Act.

(15) See paragraph 1 of Schedule 1B to the Act for the meaning of “restrictions notice”.

- (2) The LLP must—
 - (a) note in its PSC register that it has issued a restrictions notice under paragraph 1 of Schedule 1B to the Act; and
 - (b) make a separate note in its PSC register in respect of each registrable person which the LLP has been unable to identify.
- (3) Where the LLP withdraws the restrictions notice under paragraph 11 of Schedule 1B to the Act, the LLP must note in its PSC register—
 - (a) that it has withdrawn the restrictions notice by giving a withdrawal notice; and
 - (b) 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 8 of Schedule 1B to the Act directing that a relevant interest in the LLP⁽¹⁶⁾ cease to be subject to restrictions, the LLP must note in its PSC register—
 - (a) that the court has made an order under paragraph 8 of Schedule 1B to the Act directing that a relevant interest in the LLP cease to be subject to restrictions; and
 - (b) the date on which that order takes effect.

PART 5

WARNING AND RESTRICTIONS NOTICES

Content of warning notice

- 18.** A warning notice⁽¹⁷⁾ given under paragraph 1 of Schedule 1B to the Act must—
- (a) specify the date on which the warning notice is given;
 - (b) be accompanied by a copy of the notice given under section 790D or 790E of the Act to which the warning notice relates;
 - (c) identify the addressee’s relevant interest in the LLP;
 - (d) state that the LLP will consider reasons provided to it as to why the addressee failed to comply with the notice given under section 790D or 790E of the Act;
 - (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 restrictions notice

- 19.** A restrictions notice issued under paragraph 1 of Schedule 1B to the Act 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 LLP;
 - (d) explain the effect of the restrictions notice;

⁽¹⁶⁾ See paragraph 2 of Schedule 1B to the Act for the meaning of “a relevant interest in a company”.

⁽¹⁷⁾ See paragraph 1(2) of Schedule 1B to the Act for the meaning of “warning 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⁽¹⁸⁾ for an order directing that the relevant interest cease to be subject to restrictions.

Failure to comply with section 790D or 790E notice: valid reason

20. An LLP must take into account any incapacity of the addressee of a notice given under section 790D or 790E of the Act in deciding what counts as a “valid reason” sufficient to justify the addressee’s failure to comply with the notice.

Withdrawal of restrictions notice

21. Where an LLP is required to withdraw a restrictions notice under paragraph 11 of Schedule 1B to the Act by notice (a “withdrawal notice”), the withdrawal notice must—

- (a) be given before the end of the period of 14 days beginning with the day on which the LLP 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 LLP; and
- (d) state that the relevant interest is no longer subject to restrictions.

PART 6

THE PROTECTION OF USUAL RESIDENTIAL ADDRESS INFORMATION

Permitted disclosure of usual residential address information by the registrar to specified public authorities

22.—(1) The public authorities⁽¹⁹⁾ listed in Schedule 3 to the PSC Regulations (“specified public authorities”) are specified for the purposes of section 243 of the Act (as applied by section 790ZF of the Act).

(2) The conditions specified for the disclosure of information within section 790ZF(2) of the Act by the registrar⁽²⁰⁾ to specified public authorities in accordance with section 243 of the Act (as applied by section 790ZF of the Act) are listed in Part 1 of Schedule 4 to the PSC Regulations.

Permitted disclosure of usual residential address information by the registrar to credit reference agencies

23.—(1) The conditions specified for the disclosure of information within section 790ZF(2) of the Act by the registrar to a credit reference agency⁽²¹⁾ in accordance with section 243 of the Act (as applied by section 790ZF of the Act) are listed in Part 2 of Schedule 4 of the PSC Regulations.

⁽¹⁸⁾ See section 1156(1) of the Act for the meaning of “the court”; section 1156(1) was amended by paragraph 43(a) of Schedule 9 to the Crime and Courts Act 2013 (c.22).

⁽¹⁹⁾ See section 243(7) of the Act for the meaning of “public authority”.

⁽²⁰⁾ See section 1060(3) of the Act for the meaning of “the registrar”.

⁽²¹⁾ See section 243(7) of the Act for the meaning of “credit reference agency”.

(2) The registrar may rely on a statement delivered to the registrar by a credit reference agency under Schedule 4 of the PSC Regulations as sufficient evidence of the matters stated in it.

Circumstances where the registrar must refrain from disclosure of usual residential address information

24.—(1) The registrar must not disclose information within section 790ZF(2) of the Act to a credit reference agency if in relation to that information an application has been made under regulation 25, 26 or 27—

- (a) which has not yet been determined by the registrar and has not been withdrawn under regulation 29;
- (b) which has been determined by the registrar in favour of the applicant (but see paragraph (2));
- (c) which was unsuccessful and the period for applying for permission to appeal in regulation 30(3) has not passed;
- (d) which was unsuccessful and an appeal to the court in respect of that application under regulation 30 has not been determined by the court; or
- (e) which was unsuccessful and the applicant has successfully appealed the determination.

(2) Paragraph (1)(b) does not apply where the determination has ceased to have effect under regulation 31.

(3) For the purposes of this regulation, an application is made when it has been registered by the registrar.

Application by an individual requiring the registrar to refrain from disclosing that individual's usual residential address information to a credit reference agency

25.—(1) An individual who is, or proposes to become, a registrable person in relation to an LLP may make an application to the registrar requiring the registrar to refrain from disclosing to a credit reference agency information within section 790ZF(2) relating to that individual.

(2) The grounds on which an application may be made are that—

- (a) the applicant reasonably believes that there is a serious risk that the applicant, or a person who lives with the applicant, will be subjected to violence or intimidation as a result of the activities of at least one of—
 - (i) the companies in relation to which the applicant is, or proposes to become, a registrable person;
 - (ii) the companies in relation to which the applicant used to be a registrable person;
 - (iii) the LLPs in relation to which the applicant is, or proposes to become, a registrable person;
 - (iv) the LLPs in relation to which the applicant used to be a registrable person;
 - (v) the LLPs in relation to which the applicant is or proposes to become a member;
 - (vi) the LLPs in relation to which the applicant used to be a member;

- (vii) the companies in relation to which the applicant is, or proposes to become, a director⁽²²⁾;
 - (viii) the companies in relation to which the applicant used to be a director; or
 - (ix) the overseas companies⁽²³⁾ of which the applicant is or used to be a director, secretary or permanent representative; or
- (b) a section 243 decision has been made in respect of the applicant which has not ceased to have effect.
- (3) The application must contain—
- (a) a statement of the grounds on which the application is made;
 - (b) the name and any former name of the applicant;
 - (c) the date of birth of the applicant;
 - (d) the usual residential address of the applicant;
 - (e) the email address of the applicant, if any;
 - (f) the name and registered number of each LLP in relation to which the applicant is, or proposes to become, a registrable person;
 - (g) where the grounds of the application are those described in paragraphs (2)(a)(ii) to (ix), the names and registered numbers of the companies, limited liability partnerships and overseas companies whose activities are relevant to the application; and
 - (h) where the grounds of the application are those described in paragraph (2)(b), the name and registered number of the company in relation to which the section 243 decision was made, unless the section 243 decision relates to a proposed company which was never incorporated.
- (4) Where the grounds of the application are those described in paragraph (2)(a), the application must 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 7 days beginning with the date that 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 LLP requiring the registrar to refrain from disclosing an individual's usual residential address information to a credit reference agency

26.—(1) An LLP (“the applicant”) may make an application to the registrar requiring the registrar to refrain from disclosing to a credit reference agency information within section 790ZF(2) of the Act relating to an individual (“R”) who is, or proposes to become, a registrable person in relation to the LLP.

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

(3) The grounds on which an application may be made are that—

⁽²²⁾ See section 250 of the Act for the meaning of “director”.

⁽²³⁾ See section 1044 of the Act for the meaning of “overseas company”.

- (a) the applicant reasonably believes that there is a serious risk that R, or a person who lives with R, will be subjected to violence or intimidation as a result of the applicant's activities; or
 - (b) a section 243 decision has been made in respect of R which has not ceased to have effect.
- (4) Where the grounds of the application are those described in paragraph (3)(b), the application must only relate to one individual who is, or proposes to become, a registrable person in relation to the LLP.
- (5) The application must contain—
- (a) a statement of the grounds on which the application is made;
 - (b) confirmation that R consents to the making of the application;
 - (c) the name and registered number of the applicant;
 - (d) the address of the registered office of the applicant;
 - (e) the email address of the applicant, if any;
 - (f) the name and any former name of R;
 - (g) the date of birth of R;
 - (h) the usual residential address of R;
 - (i) the email address of R, if any;
 - (j) where R is a registrable person in relation to another LLP or company, the name and registered number of that LLP or company; and
 - (k) where the grounds of the application are those described in paragraph (3)(b), the name and registered number of the company in relation to which the section 243 decision was made, unless the decision relates to a proposed company which was never incorporated.
- (6) Where the grounds of the application are those described in paragraph (3)(a), the application must be accompanied by evidence which supports the applicant's statement of the grounds on which the application is made.
- (7) The registrar must determine the application and, within 7 days beginning with the date that the determination is made, send to the applicant notice of the determination.
- (8) Where the application is unsuccessful, the notice under paragraph (7) 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 a proposed member of a proposed LLP requiring the registrar to refrain from disclosing an individual's usual residential address information to a credit reference agency

27.—(1) A proposed member of a proposed LLP ("the applicant") may make an application to the registrar requiring the registrar to refrain from disclosing to a credit reference agency information within section 790ZF(2) relating to an individual ("R") who proposes to become, on or after the formation of the proposed LLP, a registrable person in relation to the LLP.

(2) A proposed member of a proposed LLP may only make an application under paragraph (1) where R has given consent for the proposed member to make the application on R's behalf.

(3) The grounds on which an application may be made are that—

- (a) the applicant reasonably believes that there is a serious risk that R, or a person who lives with R, will be subjected to violence or intimidation as a result of the proposed activities of the proposed LLP; or
 - (b) a section 243 decision has been made in respect of R which has not ceased to have effect.
- (4) Where the grounds of the application are those described in paragraph 3(b), the application must only relate to one individual who proposes to become a registrable person in relation to the proposed LLP.
- (5) The application must contain—
- (a) a statement of the grounds on which the application is made;
 - (b) confirmation that R consents to the making of the application;
 - (c) the name and any former name of the applicant;
 - (d) the usual residential address of the applicant;
 - (e) the email address of the applicant, if any;
 - (f) the name of the proposed LLP to which the memorandum relates;
 - (g) the name and any former name of R;
 - (h) the date of birth of R;
 - (i) the usual residential address of R;
 - (j) the email address of R, if any;
 - (k) where R is a registrable person in relation to another LLP or company, the name and registered number of that LLP or company; and
 - (l) where the grounds of the application are those described in paragraph (3)(b), the name and registered number of the LLP in relation to which the section 243 decision was made, unless the section 243 decision relates to a proposed company which was never incorporated.
- (6) Where the grounds of the application are those described in paragraph (3)(a), the application must be accompanied by evidence which supports the applicant's statement of the grounds on which the application is made.
- (7) The registrar must determine the application and, within 7 days beginning with the date that the determination is made, send to the applicant notice of the determination.
- (8) Where the application is unsuccessful, the notice under paragraph (7) 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.

Matters relating to an application made under regulation 25, 26 or 27

- 28.**—(1) For the purpose of determining an application made under regulation 25, 26 or 27 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 the 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 25, 26 or 27;
- (b) any documents provided in support of that application;
- (c) any notice provided under regulation 29 (notice of withdrawal of application);
- (d) any notice provided under regulation 30(4) (notice of an appeal);
- (e) any notice provided under regulation 31 (notice that determination no longer wanted); or
- (f) any representations delivered under regulation 32 (representations as to why determination should not be revoked).

(3) A person who makes an application under regulation 25, 26 or 27 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.

Withdrawal of an application made under regulation 25, 26 or 27

29. If a person in relation to whom an application has been made under regulation 25, 26 or 27 that has not yet been determined notifies the registrar in writing that the person no longer wishes the registrar to determine the application, the registrar is not required to determine the application under regulation 25(5), 26(7) or 27(7) (as the case may be).

Appealing against a determination made under regulation 25, 26 or 27

30.—(1) Subject to paragraph (2), an applicant who has received notice under regulation 25(5), 26(7) or 27(7) 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.

(3) No application for such permission may be made after 28 days beginning with the date of the notice under regulation 25(5), 26(7), or 27(7) 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 7 days beginning with the date 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.

Duration of a determination made under regulation 25, 26 or 27

31. A determination made under regulation 25(5), 26(7) or 27(7) that an application is successful continues to have effect until—

- (a) either—
 - (i) the person to whom the determination relates; or
 - (ii) that person’s personal representative,notifies the registrar in writing that he or she wishes the determination to cease to have effect; or
- (b) the registrar revokes the determination under regulation 32.

Revocation of a determination made under regulation 25, 26 or 27

32.—(1) The registrar may revoke a determination made under regulation 25(5), 26(7) or 27(7) that an application is successful if—

- (a) the applicant in relation to the determination or (if different) any person to whom the application relates has been found guilty of an offence under section 1112 of the Act (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 person 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 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) the 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 person to whom the determination relates within 7 days beginning with the date of the decision.

PART 7

PROTECTION OF SECURED INFORMATION

Circumstances where the registrar must omit secured information from material on the register available for public inspection

33.—(1) 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 36, 37 or 38—

- (i) which has not yet been determined by the registrar and has not been withdrawn under regulation 40;
 - (ii) which has been determined by the registrar in favour of the applicant (but see paragraph (4));
 - (iii) which was unsuccessful and a period of 42 days beginning with the date of the notice sent under regulation 36(5), 37(5) or 38(5) has not passed;
 - (iv) which was unsuccessful and an appeal to the court in respect of that application under regulation 41 has not been determined by the court; or
 - (v) which was unsuccessful and the applicant has successfully appealed the determination; and
- (b) that 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.
- (2) The registrar is not obliged to check documents, other than those described in paragraph (1)(b), to ensure the absence of secured information in relation to which an application under regulation 36, 37 or 38 has been made.
- (3) If the secured information in relation to which an application under regulation 36, 37 or 38 is made is available for public inspection on the register at the time that the application is made, the registrar must comply with paragraph (1) as soon as reasonably practicable.
- (4) Paragraph (1)(a)(ii) does not apply where the determination has ceased to have effect under regulation 43.
- (5) For the purposes of this regulation an application under regulation 36, 37 or 38 is made when it has been registered by the registrar.

Circumstances where the registrar must not use or disclose secured information

34.—(1) Subject to paragraph (3), the registrar must not use or disclose secured information if in relation to that information an application has been made under regulation 36, 37 or 38—

- (a) which has not yet been determined by the registrar and has not been withdrawn under regulation 40;
 - (b) which has been determined by the registrar in favour of the applicant (but see paragraph (2));
 - (c) which was unsuccessful and a period of 42 days beginning with the date of the notice sent under regulation 36(5), 37(5) or 38(5) has not passed;
 - (d) which was unsuccessful and an appeal to the court in respect of that application under regulation 41 has not been determined by the court; or
 - (e) which was unsuccessful and the applicant has successfully appealed the determination.
- (2) Paragraph (1)(b) does not apply where the determination has ceased to have effect under regulation 43.
- (3) Where the prohibition in paragraph (1) applies in relation to secured information, the registrar may—
- (a) use or disclose that secured information for communicating with the person to whom the application under regulation 36, 37 or 38 relates and, if different, the applicant; and

(b) disclose the secured information to a specified public authority where the conditions specified in Part 1 of Schedule 4 are satisfied.

(4) For the purposes of this regulation an application under regulation 36, 37 or 38 is made when it has been registered by the registrar.

Fee payable for the disclosure by the registrar of secured information

35.—(1) On the disclosure of secured information under regulation 34(3)(b) the specified public authority to which the information is disclosed 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 LLP, £5.00 per LLP specified in the request.

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

36.—(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 that individual—

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

(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 that LLP; or
- (b) one or more characteristics or personal attributes of the applicant when associated with that LLP,

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 email address of the applicant, if any;
 - (vi) the name and registered number of the LLP in relation to which the applicant is, proposes to become, or used to be a registrable person; and
 - (vii) if relevant, a statement that in relation to the applicant an application has also been made under regulation 25, 26 or 27 or a determination has been made in relation to an application under regulation 25(5), 26(7) or 27(7) in favour of the applicant; and

(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 LLP sends an application under paragraph (1) to the registrar in relation to that LLP, that individual must inform the LLP of that fact as soon as reasonably practicable.

(5) The registrar must determine the application and, within 7 days beginning with the date that 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 LLP requiring the registrar to refrain from using or disclosing an individual's secured information

37.—(1) An LLP ("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 that LLP.

(2) An LLP may only make an application under paragraph (1) where S has given consent for the LLP 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 registered number of the applicant;
 - (iv) the address of the registered office of the applicant;
 - (v) the email 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 email 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 7 days beginning with the date that 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 a proposed member of a proposed LLP requiring the registrar to refrain from using or disclosing an individual's secured information

38.—(1) A proposed member of a proposed LLP ("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 proposed the LLP, a registrable person in relation to the proposed LLP.

(2) A proposed member of a proposed LLP may only make an application under paragraph (1) where S has given consent for the proposed member 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 proposed LLP; or
- (b) one or more characteristics or personal attributes of S when associated with the proposed LLP,

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 email address of the applicant, if any;
 - (vi) the name of the proposed LLP;
 - (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 email 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 7 days beginning with the date that 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.

Matters relating to an application made under regulation 36, 37 or 38

39.—(1) For the purpose of determining an application made under regulation 36, 37 or 38 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 36, 37 or 38;
 - (b) any documents provided in support of that application;
 - (c) any notice provided under regulation 40 (notice of withdrawal of application);
 - (d) any notice provided under regulation 41 (notice of an appeal);
 - (e) any notice provided under regulation 43 (notice that determination no longer wanted);
 - (f) any notice provided under regulation 44 (representations as to why determination should not be revoked); or
 - (g) any notice provided under regulation 46 (notice that a person is no longer a registrable person).
- (3) A person who makes an application under regulation 36, 37 or 38 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 36, 37 or 38 is made when it has been registered by the registrar.

Withdrawal of an application made under regulation 36, 37 or 38

40.—(1) If a person in relation to whom an application has been made under regulation 36, 37 or 38 that has not yet been determined notifies the registrar in writing that the person no longer wishes the registrar to determine the application, the registrar is not required to determine the application under regulation 36(5), 37(5) or 38(5) (as the case may be).

(2) Where a person in relation to whom an application under regulation 36 or 37 has been made sends a notice to the registrar under paragraph (1), that person must notify the LLP to which the application related of this fact as soon as reasonably practicable.

(3) Where a person in relation to whom an application under regulation 38 has been made sends a notice to the registrar under paragraph (1), that person must notify the proposed member of the proposed LLP who made the application and, if incorporated, the LLP to which the application related of this fact as soon as reasonably practicable.

(4) For the purposes of this regulation an application under regulation 36, 37 or 38 is made when it has been registered by the registrar.

Appealing against an unsuccessful application made under regulation 36, 37 or 38

41.—(1) Subject to paragraph (2), an applicant who has received notice under regulation 36(5), 37(5) or 38(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.
- (3) No application for such permission may be made after 28 days beginning with the date of the notice under regulation 36(5), 37(5) or 38(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 7 days beginning with the date 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 36, 37 or 38

- 42.**—(1) This regulation applies where the registrar has made a determination in respect of an application made under regulation 36, 37 or 38 that is not in favour of the applicant.
- (2) The registrar must make secured information on the register to which the application under regulation 36, 37 or 38 relates available for public inspection on the register—
- (a) where notice of an application for permission to appeal has not been served on the registrar in accordance with regulation 41(4), at the end of the period of 42 days beginning with the date of the notice given under regulation 36(5), 37(5) or 38(5); or
 - (b) where notice of an application for permission to appeal has been served on the registrar in accordance with regulation 41(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 person to whom the secured information relates and the company to which the application under regulation 36, 37 or 38 related of that action as soon as reasonably practicable.

Duration of a determination under regulation 36, 37 or 38

- 43.**—(1) A determination under regulation 36(5), 37(5) or 38(5) that an application is successful continues to have effect until—
- (a) either—
 - (i) the person to whom the determination relates; or
 - (ii) that person’s personal representative,

notifies the registrar in writing that he or she wishes the determination to cease to have effect; or

(b) the registrar revokes the determination under regulation 44.

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

Revocation of a determination under regulation 36(5), 37(5) or 38(5)

44.—(1) The registrar may revoke a determination made under regulation 36(5), 37(5) or 38(5) that an application is successful if—

(a) the applicant in relation to the determination or (if different) any person to whom the application relates has been found guilty of an offence under section 1112 of the Act (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 person 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 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 person to whom the determination relates within 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 person to whom the secured information relates and the LLP to which the application under regulation 36, 37 or 38 related of that action as soon as reasonably practicable.

Protection by an LLP of secured information

45.—(1) Subject to paragraph (2), an LLP must not use or disclose secured information relating to a person ("S") if—

- (a) in relation to that information an application has been made under regulation 36, 37 or 38 and
 - (b) the LLP has not received notification under regulation 40(2), 40(3), 42(3), 43(2), 44(6) or 46(5)(b).
- (2) The LLP may use or disclose secured information relating to S—
- (a) for communicating with S;
 - (b) in order to comply with a requirement of the 2006 Act or these Regulations as to particulars to be sent to the registrar; or
 - (c) where S has given consent for the LLP to use or disclose secured information relating to S.
- (3) For the purposes of this regulation, an application has been made—
- (a) under regulation 36(1)(a) or 36(1)(c) when the applicant has informed the LLP under regulation 36(4) that the applicant has made an application;
 - (b) under regulation 36(1)(b) when the LLP has received the particular required by section 790K(1)(i) of the Act in relation to that individual;
 - (c) under regulation 37 when the LLP sends the application to the registrar; or
 - (d) under regulation 38 when the proposed member of a proposed LLP sends an application to the registrar.
- (4) Where an LLP is prohibited under paragraph (1) from using or disclosing any secured information, the LLP's PSC register is to be treated as not including that information for the purposes of sections 790N(1), 790O(1) and 790O(2) of the Act.

PART 8

TRANSITIONAL PROVISIONS, AMENDMENTS TO THE 2009 REGULATIONS AND REVIEW

Transitional provision regarding the protection of secured information

- 46.**—(1) This regulation applies where—
- (a) an individual is a registrable person on 6th April 2016 (a “protectable person”);
 - (b) an application under regulation 36 or 37 is made in relation to the protectable person's secured information on or before 30th June 2016; and
 - (c) the registrar makes a determination that the application is unsuccessful.
- (2) Subject to paragraph (4)—
- (a) for the protected period, the registrar must not use or disclose that secured information and must omit that secured information from the material on the register that is available for public inspection; and
 - (b) where, before the expiry of the protected period, the protectable person ceases to be a registrable person in relation to the LLP to which the application relates and notifies the registrar in writing of that fact, after the expiry of the protected period the registrar must not use or disclose the secured information and must omit that secured information from the material on the register that is available for public inspection.
- (3) A protectable person who sends a notice to the registrar under paragraph (2)(b) must—

- (a) include in the notice the date on which that protectable person ceased to be a registrable person in relation to the LLP; and
 - (b) send a copy of the notice to the LLP.
- (4) The registrar may use or disclose the secured information for communicating with the protectable person and, where the application was made under regulation 37, the LLP which made the application.
- (5) Where the registrar has not received a notice under paragraph (2)(b) before the expiry of the protected period, the registrar must, as soon as reasonably practicable after the expiry of that period—
- (a) make the secured information on the register available for public inspection; and
 - (b) notify the protectable person and the LLP to which the application under regulation 36 or 37 related of that action.
- (6) For the purposes of this regulation—
- (a) an application under regulation 36 or 37 is made when it is registered by the registrar; and
 - (b) “protected period” means—
 - (i) where an appeal under regulation 41 has not been brought, 12 weeks beginning with the date of the notice sent under regulation 36(5) or 37(5);
 - (ii) where an appeal under regulation 41 has been brought and dismissed, 12 weeks beginning with the date the court dismissed the appeal in accordance with regulation 41(5); and
 - (iii) where an appeal under regulation 41 has been brought and subsequently withdrawn or abandoned, 12 weeks beginning with the date of the registrar becoming aware that such appeal has been withdrawn or abandoned.

Transitional provision for the purpose of section 790K

47. Where an individual or a relevant legal entity is registrable⁽²⁴⁾ in relation to an LLP on 6th April 2016, the date on which the individual or entity became a registrable person or a registrable relevant legal entity, as the case may be, in relation to the LLP in question is deemed to be 6th April 2016 for the purposes of sections 790K(1)(g), 790K(2)(d) and 790K(3)(e) of the Act.”

4. Schedules 1, 3 and 4 to the PSC Regulations apply to LLPs, and Schedule 2 to the PSC Regulations applies to LLPs modified so that it reads as follows—

“SCHEDULE 2

Regulation 7

PARTICULARS REQUIRED AS TO NATURE OF CONTROL

PART 1

First Condition

1. A statement that the person holds or is treated as holding, directly or indirectly, the right to share in more than 25% but not more than 50% of any surplus assets of the LLP on a winding up.

⁽²⁴⁾ See sections 790C(4) and (8) of the Act for the meaning of “registrable”.

2. A statement that the person holds, directly or indirectly, the right to share in more than 50% but less than 75% of any surplus assets of the LLP on a winding up.

3. A statement that the person holds, directly or indirectly, the right to share in 75% or more of any surplus assets of the LLP 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 the LLP voting rights in the LLP.

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

6. A statement that the person holds, directly or indirectly, 75% or more of the LLP voting rights in the LLP.

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 LLP.

PART 4

Fourth Condition

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

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 or are treated as holding, directly or indirectly, the right to share in more than 25% but not more than 50% of any surplus assets on a winding up of the LLP.

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 share in more than 50% but less than 75% of any surplus assets on a winding up of the LLP.

11. A statement that—

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- (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 share in more than 75% of any surplus assets on a winding up of the LLP.
- 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 the voting rights in the LLP.
- 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 the voting rights in the LLP.
- 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 the voting rights in the LLP.
- 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 members who are entitled to take part in the management of the LLP.
- 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 LLP.

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 or are treated as holding, directly or indirectly, the right to share in more than 25% but not more than 50% of any surplus assets of the LLP 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 share in more than 50% but less than 75% of any surplus assets of the LLP 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 share in 75% or more of any surplus assets of the LLP 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 the voting rights in the LLP.
- 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 the voting rights in the LLP.
- 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 the voting rights in the LLP.
- 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 the members who are entitled to take part in the management of the LLP.
- 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 LLP.”.

SCHEDULE 3

Regulation 5

CONSEQUENTIAL AND SUPPLEMENTARY AMENDMENTS

Consequential and supplementary amendments to the Limited Liability Partnerships Act 2000

1. In section 2 of the Limited Liability Partnerships Act 2000 (incorporation document etc)—
 - (a) omit “and” at the end of subsection (2)(e) and insert “and” at the end of subsection (2)(f); and
 - (b) after subsection (2)(f) insert—
 - “(g) include a statement of initial significant control.”.

Consequential and supplementary amendments to the principal Regulations

2. In regulation 3(2) of the principal Regulations, after paragraph (c) insert—
 - “(d) references in provisions applied to LLPs to provisions of the Register of People with Significant Control Regulations 2016 are to those provisions as applied to LLPs by the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.”.
3. After regulation 3 of the principal Regulations, insert—

“PART 1A

INCORPORATION

Statement of initial significant control

- 3A. Section 12A applies to LLPs, modified so that it reads as follows—

“12A Statement of initial significant control

(1) The statement of initial significant control required to be included in the incorporation document delivered to the registrar must—

- (a) state whether, on incorporation, there will be anyone who will count for the purposes of section 790M (register of people with significant control over an LLP) as either a registrable person or a registrable relevant legal entity in relation to the LLP,
- (b) include the required particulars of anyone who will count as such, and
- (c) include any other matters that on incorporation will be required (or, in the absence of an election under section 790X, would be required) to be entered in the LLP’s PSC register by virtue of section 790M.

(2) It is not necessary to include under subsection (1)(b) the date on which someone becomes a registrable person or a registrable relevant legal entity in relation to the LLP.

(3) If the statement includes required particulars of an individual, it must also contain a statement that those particulars are included with the knowledge of that individual.

(4) “Registrable person”, “registrable relevant legal entity” and “required particulars” have the meanings given in sections 790C and 790K.””

4. In regulation 19 of the principal Regulations, in the modification of section 243 (permitted use or disclosure by the registrar), after paragraph 5(e) insert—

“(f) in regulation 5(2)(a), for the words after “will be subjected to violence or intimidation as a result of the activities of at least one of” substitute—

- “(i) the companies of which he is, or proposes to become, a director;
- (ii) the companies of which he was a director;
- (iii) the overseas companies of which he is or has been a director, secretary or permanent representative;
- (iv) the limited liability partnerships of which he is or has been a member;
- (v) the limited liability partnerships of which he proposes to become a member;
- (vi) the companies of which he is, or proposes to become a registrable person under Part 21A of the Act;
- (vii) the companies of which he used to be a registrable person under Part 21A of the Act;
- (viii) the limited liability partnerships of which that individual is, or proposes to become a registrable person under Part 21A of the Act as applied to limited liability partnerships by Part 8 of these Regulations; and
- (ix) the limited liability partnerships of which that individual used to be a registrable person under Part 21A of the Act as applied to limited liability partnerships by Part 8 of these Regulations.””

5. In regulation 66 of the principal Regulations, in the modification of section 1087(1) (material not available for public inspection), after paragraph (c) insert—

- “(ca) information to which sections 240 to 244 are applied by section 790ZF(1) (residential addresses of people with significant control over the LLP);
- (cb) information that, by virtue of regulations under section 790ZG, the registrar must omit from the material on the register that is available for public inspection;”

6. In regulation 72(1) of the principal Regulations, in the modification of section 1126 (consents required for certain prosecutions), after “Companies Act 1985” insert “or under section 1112 of this Act”.

7. In regulation 74 of the principal Regulations, in the modification of section 1136(2) (where certain LLP records to be kept available for inspection), after the entry for section 743 insert—

“section 790M (register of people with significant control over an LLP);
section 790Z (historic PSC register);”

8. In regulation 5(2)(a) of the Companies (Disclosure of Address) Regulations 2009(25) after paragraph (iv) insert—

- “(v) the limited liability partnerships of which that individual proposes to become a member;
- (vi) the limited liability partnerships of which that individual is, or proposes to become, a registrable person under Part 21A of the Act as applied to LLPs by the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016; or

(25) S.I. 2009/214; relevant amending instruments are S.I. 2009/1941, 2009/2400, 2009/2437, 2010/2156, 2011/1043, 2011/2085, 2012/700, 2013/472, 2013/1682, 2014/469, 2014/549, 2014/631 and 2015/842.

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- (vii) the limited liability partnerships of which that individual used to be a registrable person under Part 21A of the Act as applied to LLPs by the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.”