

SCHEDULE

Regulation 39

Transitional arrangements

PART 1

Transitional arrangements in relation to Part 2

Obligation to keep register of people with significant control

1.—(1) This paragraph applies where, as a result of the amendment of section 790B(1)(a) of the Companies Act made by regulation 5, Part 21A of the Companies Act applies on the commencement day to a company to which it did not apply immediately before that day.

(2) The company is not required to comply with Chapter 3 or 4 of Part 21A of the Companies Act (register of people with significant control and alternative method of record-keeping) until 24th July 2017.

Extension of new 14 day deadlines in section 790E and 790M of the Companies Act

2.—(1) This paragraph applies where a company subject to an obligation to take an action under the old law has not complied with that obligation before the commencement day.

(2) The company must comply with the obligation to take the action referred to in paragraph (1) before the end of the period of 14 days beginning with the commencement day.

(3) In this paragraph “the old law” means section 790E and section 790M of the Companies Act without the amendments made by these Regulations.

Application of new section 790VA of the Companies Act

3.—(1) Subject to sub-paragraph (2), section 790VA of the Companies Act (notification of changes to the registrar), inserted by regulation 9, applies to a change to a company’s PSC register made before, on or after the commencement day.

(2) If, before the commencement day, a company has delivered to the registrar all the information that was stated in its PSC register in a confirmation period, in accordance with section 853I of the Companies Act, section 790VA of that Act does not apply to changes made to the company’s PSC register on or before the confirmation date for that confirmation period.

(3) Where—

- (a) a company has made a change to its PSC register before the commencement day, and
- (b) the company is required by section 790VA of the Companies Act to give notice to the registrar before the end of the period of 14 days beginning with the day after it made the change,

the company is treated as having complied with the requirement if it gives notice to the registrar before the end of the period of 14 days beginning with the commencement day.

(4) In this paragraph—

“confirmation date” and “confirmation period” have the meaning given in section 853A(3) of the Companies Act;

“PSC register” has the meaning given in section 790C(10) of the Companies Act.

Application of amendments to Part 24 of the Companies Act

4.—(1) The amendments to Part 24 of the Companies Act (annual confirmation of accuracy of information on register) made by regulation 10 apply to a company which delivers a confirmation statement to the registrar under section 853A of that Act on or after the commencement day, whether the confirmation period to which the statement relates ended before, on or after the commencement day.

(2) In this paragraph—

“confirmation statement” has the meaning given in section 853A(1)(b) of the Companies Act;

“confirmation period” has the meaning given in section 853A(3) of the Companies Act.

Protection for a registrable person applying for protection of secured information

5.—(1) This paragraph applies where—

- (a) as a result of the amendment of section 790B(1)(a) of the Companies Act made by regulation 5, Part 21A of the Companies Act applies on the commencement day to a company to which it did not apply immediately before that day,
- (b) an individual is a registrable person in relation to the company on the commencement day,
- (c) before 24th July 2017 an application is made under regulation 36 or 37 of the PSC Regulations for the protection of secured information relating to the individual, and
- (d) the registrar determines that the application is unsuccessful.

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

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

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

- (a) for communicating with the individual, and
- (b) where the application was made under regulation 37 of the PSC Regulations, for communicating with the company which made the application.

(4) Sub-paragraph (5) applies where the individual ceases to be a registrable person in relation to the company before the end of the protected period.

(5) If, before the end of the protected period, the registrar receives notice from the individual setting out the date on which the individual ceased to be a registrable person in relation to the company, the registrar—

- (a) must not use or disclose secured information relating to the individual which the registrar obtained before the end of the protected period, and
- (b) must omit the information referred to in paragraph (a) from the material on the register that is available for public inspection.

(6) Where the registrar does not receive notice under sub-paragraph (5), the registrar must as soon as reasonably practicable after the end of the protected period—

- (a) make the secured information on the register available for public inspection, and
- (b) notify the individual and the company to which the application under regulation 36 or 37 related of the action taken under paragraph (a).

(7) In relation to an application to which this paragraph applies—

- (a) regulation 42 (unsuccessful determination of application for protection of secured information) of the PSC Regulations does not apply, and

- (b) in regulation 45 (protection by a company of secured information) of the PSC Regulations, paragraph (1)(b) (notifications which bring the protection to an end) has effect as if the reference to notification under regulation 42(3) were a reference to notification under sub-paragraph (6)(b) of this paragraph.
- (8) For the purposes of this paragraph an application under regulation 36 or 37 of the PSC Regulations is made when it is registered by the registrar.
- (9) In this paragraph—
 - “protected period” means—
 - (a) where an appeal under regulation 41 of the PSC Regulations (appeal against unsuccessful application under regulation 36, 37 or 38) has not been brought, 12 weeks beginning with the date on which notice of the registrar’s determination was sent under regulation 36(5) or 37(5) of those regulations,
 - (b) where an appeal under regulation 41 of the PSC Regulations has been brought and dismissed, 12 weeks beginning with the date on which the court dismissed the appeal in accordance with regulation 41(5) of those regulations, or
 - (c) where an appeal under regulation 41 of the PSC Regulations has been brought and subsequently withdrawn or abandoned, 12 weeks beginning with the date on which the registrar became aware that the appeal had been withdrawn or abandoned;
 - “the register” has the meaning given in section 1080(2) of the Companies Act;
 - “registrable person” has the meaning given in section 790C(4) of the Companies Act;
 - “secured information” means the required particulars of a registrable person in relation to a company, other than the particular required by section 790K(1)(i) of the Companies Act.
- 6. In this Part of this Schedule “the registrar” has the meaning given in section 1060(3) of the Companies Act.

PART 2

Transitional arrangements in relation to Part 3

Extension of the new 14 day deadlines in regulations 31C and 31E of the 2009 LLP Regulations

- 7.—(1) This paragraph applies where an LLP subject to an obligation to take an action under the old law has not complied with that obligation before the commencement day.
- (2) The LLP must comply with the obligation to take the action referred to in paragraph (1) before the end of the period of 14 days beginning with the commencement day.
- (3) In this paragraph “the old law” means—
 - (a) section 790E of the Companies Act without the amendments made to that section by these Regulations (as applied and modified in respect of LLPs by regulation 31C of the 2009 LLP Regulations), and
 - (b) section 790M of the Companies Act without the amendments made to that section by these Regulations (as applied and modified in respect of LLPs by regulation 31E of the 2009 LLP Regulations without the amendments made by these Regulations).

Status: This is the original version (as it was originally made).

Application of new regulation 31JA to the 2009 LLP Regulations

8.—(1) Subject to sub-paragraph (2), section 790VA of the Companies Act (notification of changes to the registrar) inserted by regulation 9 (and applied and modified in respect of LLPs by regulation 31JA of the 2009 LLP Regulations, inserted by regulation 26 of these Regulations), applies to a change made to an LLP’s PSC register before, on or after the commencement day.

(2) If, before the commencement day, an LLP has delivered to the registrar all the information that was stated in its PSC register in a confirmation period, in accordance with section 853I of the Companies Act (as applied and modified by regulation 31 of the 2009 LLP Regulations), section 790VA of that Act (as applied and modified by regulation 31JA of the 2009 LLP Regulations) does not apply to changes made to the LLP’s PSC register on or before the confirmation date for that confirmation period.

(3) Where—

- (a) an LLP has made a change to its PSC register before the commencement day, and
- (b) the LLP is required by section 790VA of the Companies Act (as applied and modified by regulation 31JA of the 2009 LLP Regulations) to give notice to the registrar before the end of the period of 14 days beginning with the day after it made the change,

the LLP is treated as having complied with the requirement if it gives notice to the registrar before the end of the period of 14 days beginning with the commencement day.

(4) In this paragraph—

“confirmation period” and “confirmation date” have the meanings given in section 853A(3) of the Companies Act (as applied and modified by regulation 30 of the 2009 LLP Regulations);
 “PSC register” has the meaning given in section 790C(10) of the Companies Act (as applied and modified by regulation 31C of the 2009 LLP Regulations).

Application of amendments to Part 8 of the 2009 LLP Regulations

9.—(1) The amendments to Part 24 of the Companies Act (annual confirmation by company of accuracy of information on register) made by regulation 10 of these Regulations (and applied and modified in respect of LLPs by regulations 20 to 22 of these Regulations), apply to an LLP which delivers a confirmation statement to the registrar under section 853A of the Act (as applied and modified by regulation 30 of the 2009 LLP Regulations) on or after the commencement day, whether the confirmation period to which the statement relates ended before, on or after the commencement day.

(2) In this paragraph—

“confirmation statement” has the meaning given in section 853A(1)(b) of the Companies Act (as applied and modified by regulation 30 of the 2009 LLP Regulations);
 “confirmation period” has the meaning given in section 853A(3) of the Companies Act (as applied and modified by regulation 30 of the 2009 LLP Regulations).

10. In this Part of this Schedule, “the registrar” has the same meaning as in section 18 of the Limited Liability Partnerships Act 2000(1).

(1) Section 18 was amended by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009.

PART 3

Transitional arrangements in relation to Part 4

Postponement of obligation to keep register of people with significant control

11. An unregistered company is not required to comply with regulation 12B of the Unregistered Companies Regulations (register of people with significant control and alternative method of record-keeping) until 24th July 2017.

Application of amendments to Part 24 of the Companies Act

12.—(1) The amendments to Part 24 of the Companies Act (annual confirmation of accuracy of information on register) made by regulation 10 apply to an unregistered company which delivers a confirmation statement to the registrar under section 853A of that Act on or after the commencement day, whether the confirmation period to which the statement relates ended before, on or after the commencement day.

(2) In this paragraph—

“confirmation statement” has the meaning given in section 853A(1)(b) of the Companies Act;
“confirmation period” has the meaning given in section 853A(3) of the Companies Act.

Protection for registrable persons applying for protection of secured information

13.—(1) This paragraph applies where—

- (a) an individual is a registrable person in relation to a unregistered company on the commencement day,
- (b) before 24th July 2017 an application is made under regulation 36 or 37 of the PSC Regulations for the protection of secured information relating to the individual, and
- (c) the registrar determines that the application is unsuccessful.

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

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

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

- (a) for communicating with the individual, and
- (b) where the application was made under regulation 37 of the PSC Regulations, for communicating with the unregistered company which made the application.

(4) Sub-paragraph (5) applies where the individual ceases to be a registrable person in relation to the unregistered company before the end of the protected period.

(5) If, before the end of the protected period, the registrar receives notice from the individual setting out the date on which the individual ceased to be a registrable person in relation to the unregistered company, the registrar—

- (a) must not use or disclose secured information relating to the individual which the registrar obtained before the end of the protected period, and
- (b) must omit the information referred to in paragraph (a) from the material on the register that is available for public inspection.

(6) Where the registrar does not receive notice under sub-paragraph (5), the registrar must as soon as reasonably practicable after the end of the protected period—

Status: This is the original version (as it was originally made).

- (a) make the secured information on the register available for public inspection, and
 - (b) notify the individual and the unregistered company to which the application under regulation 36 or 37 related of the action taken under paragraph (a).
- (7) Where this paragraph applies—
- (a) regulation 42 (unsuccessful determination of application for protection of secured information) of the PSC Regulations does not apply, and
 - (b) in regulation 45 (protection by a company of secured information) of the PSC Regulations, paragraph (1)(b) (notifications which bring the protection to an end) has effect as if the reference to notification under regulation 42(3) were a reference to notification under subparagraph (6)(b) of this paragraph.
- (8) For the purposes of this paragraph an application under regulation 36 or 37 of the PSC Regulations is made when it is registered by the registrar.
- (9) In this paragraph—
- “protected period” means—
- (a) where an appeal under regulation 41 of the PSC Regulations (appeal against unsuccessful application under regulation 36, 37 or 38) has not been brought, 12 weeks beginning with the date on which notice of the registrar’s determination was sent under regulation 36(5) or 37(5) of those regulations,
 - (b) where an appeal under regulation 41 of the PSC Regulations has been brought and dismissed, 12 weeks beginning with the date on which the court dismissed the appeal in accordance with regulation 41(5) of those regulations, or
 - (c) where an appeal under regulation 41 of the PSC Regulations has been brought and subsequently withdrawn or abandoned, 12 weeks beginning with the date on which the registrar became aware that the appeal had been withdrawn or abandoned;
- “the register” has the meaning given in section 1080(2) of the Companies Act;
- “registrable person” has the meaning given in section 790C(4) of the Companies Act;
- “secured information” means the required particulars of a registrable person in relation to a company, other than the particular required by section 790K(1)(i) of the Companies Act.

14. In this Part of this Schedule “the registrar” has the meaning given in section 1060(3) of the Companies Act.