STATUTORY INSTRUMENTS

2017 No. 693

COMPANIES

The Information about People with Significant Control (Amendment) Regulations 2017

Made - - - -	*22nd June 2017*
Laid before Parliament	*23rd June 2017*
Coming into force - -	*26th June 2017*

The Secretary of State, being a Minister designated(**1**) for the purposes of section 2(2) of the European Communities Act 1972(**2**) in relation to the creation, operation, regulation or dissolution of companies and other forms of business organisation, makes the following Regulations in exercise of the powers conferred by section 2(2) of that Act.

PART 1

Introduction and interpretation

Citation

1. These Regulations may be cited as the Information about People with Significant Control (Amendment) Regulations 2017.

Commencement

2. These Regulations come into force on 26th June 2017.

Interpretation

3. In these Regulations—

"the Companies Act" means the Companies Act 2006(**3**);

(**1**) S.I. 2007/193.
(**2**) 1972 c.68; section 2(2) was amended by section 27(1) of the Legislative and Regulatory Reform Act 2006 (c. 51) and by Part 1 of the Schedule to the European Union (Amendment) Act 2008 (c. 7). The enabling powers in section 2(2) were extended by virtue of the amendment of section 1(2) by section 1 of the European Economic Area Act 1993 (c. 51).
(**3**) 2006 c.46.

"the 2009 LLP Regulations" means the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009(**4**);

"the PSC Regulations" means the Register of People with Significant Control Regulations 2016(**5**);

"the commencement day" means the day set out in regulation 2;

"LLP" means a limited liability partnership registered under the Limited Liability Partnerships Act 2000(**6**);

"unregistered company" has the meaning given in regulation 2 of the Unregistered Companies Regulations 2009(**7**).

PART 2

Amendments in relation to companies

Amendment of Part 21A of the Companies Act

4. Part 21A of the Companies Act(**8**) (information about people with significant control) is amended in accordance with regulations 5 to 9.

Amendment of section 790B

5.—(1) Section 790B (companies to which Part 21A applies) is amended as follows.

(2) In subsection (1), for paragraph (a) substitute—

"(a) companies(**9**) with voting shares admitted to trading on a regulated market(**10**) which is situated in an EEA State(**11**), and".

(3) In subsection (2), for "broadly similar to the ones applying to DTR5 issuers" substitute "which are contained in international standards and are equivalent to those applicable to companies referred to in subsection (1)(a)".

(4) Omit subsection (3).

(5) After subsection (4) insert—

"(5) In this section—

"voting shares" means shares carrying voting rights;

"voting rights" means rights to vote at general meetings of the company in question, including rights that arise only in certain circumstances."

Amendment of section 790C

6.—(1) Section 790C (key terms) is amended as follows.

(2) For subsection (7)(**12**), for paragraph (b) substitute—

(**4**) S.I. 2009/1804; relevant amending instruments are S.I. 2016/340 and S.I. 2016/599.
(**5**) S.I. 2016/339.
(**6**) 2000 c.12.
(**7**) S.I. 2009/2436, to which there are amendments not relevant to these Regulations.
(**8**) 2016 c. 26.
(**9**) See section 1 of the Companies Act for the meaning of "company".
(**10**) See section 1173 of the Companies Act for the meaning of "regulated market".
(**11**) See section 1170 of the Companies Act for the meaning of "EEA State".
(**12**) Subsection (7) was amended by regulation 78 of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 (S.I. 2017/694).

"(b) it has voting shares admitted to trading on a regulated market which is situated in an EEA State,".

(3) In subsection (11), for "broadly similar" substitute "equivalent".

(4) After subsection (14) insert—

"(15) In this section "voting shares" has the same meaning as in section 790B."

Amendment of section 790E

7. In section 790E(5) (company's duty to keep information up-to-date)—

(a) after "notice" insert "(a)",

(b) after "practicable" insert—

", and

(b) in any event before the end of the period of 14 days beginning with the earlier of the day", and

(c) for "or" substitute " and the day after it".

Amendment of section 790M

8.—(1) Section 790M (duty to keep register) is amended as follows.

(2) In subsection (2) for "once all the required particulars of that individual have been confirmed" substitute "before the end of the period of 14 days beginning with the day after all the required particulars of that individual are first confirmed".

(3) For subsection (5) substitute—

"(5) The required particulars(**13**) of any entity that is a registrable relevant legal entity(**14**) in relation to the company must be entered in the register before the end of the period of 14 days beginning with the day after the company first has all the required particulars of that entity."

(4) In subsection (6)—

(a) omit "or registrable relevant legal entity", and

(b) for paragraphs (a) and (b) substitute —

", the company must enter in the register—

(a) the changes to the required particulars resulting from the relevant change(**15**), and

(b) the date on which the relevant change occurred,

before the end of the period of 14 days beginning with the day after all of those changes and that date are first confirmed(**16**)."

(5) After subsection (6) insert—

"(6A) If the company becomes aware of a relevant change (within the meaning of section 790E) with respect to a registrable relevant legal entity whose particulars are stated in the register, the company must enter in the register—

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

(b) the date on which the relevant change occurred,

(**13**) See section 790K of the Companies Act for the meaning of "required particulars".
(**14**) See section 790C(8) of the Companies Act for the meaning of "registrable relevant legal entity".
(**15**) See section 790E(3) of the Companies Act for the meaning of "relevant change".
(**16**) See section 790M(9) of the Companies Act for the meaning of "confirmed".

before the end of the period of 14 days beginning with the day after the company first has details of all of those changes and that date."

(6) After subsection (7) insert—

"(7A) If a company is required by regulations made under subsection (7) to note an additional matter in its PSC register(**17**), the company must note the additional matter before the end of the period of 14 days beginning with the day after the requirement arises."

(7) In subsection (9), for "and the details and date of any relevant change with respect to a person" substitute "a change to such particulars and the date of any relevant change with respect to a person".

Insertion of section 790VA

9. After section 790V insert—

"**Notification of changes to the registrar**

790VA.—(1) Subsection (2) applies where a company—

(a) enters required particulars in its PSC register,

(b) alters required particulars in its PSC register, or

(c) notes in its PSC register an additional matter that is required to be noted by regulations under section 790M(7).

(2) The company must give notice to the registrar(**18**) of the change made to its PSC register, and the date on which the change was made, before the end of the period of 14 days beginning with the day after it makes the change.

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

(a) the company, and

(b) every officer of the company who is in default.

(4) For the purpose of subsection (3) a shadow director(**19**) is treated as an officer of the company.

(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."

Amendment of Part 24 of the Companies Act

10.—(1) Part 24 of the Companies Act (annual confirmation of accuracy of information on register) is amended as follows.

(2) In section 853A(2)(b) (duty to deliver confirmation statements), for "853I" substitute "853H".

(3) In section 853B (duties to notify a relevant event), after paragraph (f) insert—

"(fa) in the case of a company to which Part 21A (information about people with significant control) applies, and in respect of which an election is not in force under section 790X (election to keep information in PSC register on central register), the duty to give notice of a change as mentioned in section 790VA (notification to the registrar of changes to the company's PSC register);".

(**17**) See section 790C(10) of the Companies Act for the meaning of "PSC register".
(**18**) See section 1060(3) of the Companies Act for the meaning of "registrar".
(**19**) See section 251 of the Companies Act for the meaning of "shadow director".

(4) In section 853H (duty to deliver information about exemption from Part 21A), in subsection (1), omit "(a) which is not a DTR5 company, and (b)".

(5) Omit section 853I (duty to deliver information about people with significant control).

(6) In section 853J (power to amend duties to deliver certain information)—

(a) in subsection (1), for ", 853H(2) or 853I(2)" substitute "or 853H(2)", and

(b) in subsection (3), for "853I" substitute "853H".

(7) In section 853K(2)(a) (confirmation statements: power to make further provision by regulations), for "853I" substitute "853H".

Amendment of the PSC Regulations

11. The PSC Regulations are amended in accordance with regulations 12 to 19.

Amendment of regulation 2

12. In regulation 2 (interpretation) insert in the appropriate place—

""credit institution" has the same meaning as in regulation 10(1) of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017(**20**);"

""financial institution" has the same meaning as in regulation 10(2) of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017;".

Amendment of regulation 3

13. In regulation 3 (companies to which Part 21A of the Act does not apply) omit paragraph (a).

Amendment of regulation 4

14. In regulation 4 (legal entities which are subject to their own disclosure requirements) omit paragraph (a).

Amendment of regulation 5

15. In regulation 5 (modification for persons covered by section 790C(12) of the Act), for "(6)" substitute "(6A)".

Amendment of regulation 34

16.—(1) Regulation 34 (circumstances where the registrar must not use or disclose secured information(**21**)) is amended as follows.

(2) In paragraph (3)—

(a) omit "and" after sub-paragraph (a), and

(b) after sub-paragraph (b) insert—

"; and

(**20**) S.I.2017/ 692.
(**21**) See regulation 2 of the PSC Regulations for the meaning of "secured information".