STATUTORY INSTRUMENTS

2016 No. 599

COMPANIES

The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2016

Made - - - -	*6th June 2016*
Laid before Parliament	*7th June 2016*
Coming into force - -	*30th June 2016*

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 15(a) and 17(1) to (3) of the Limited Liability Partnerships Act 2000(**1**), sections 9(5A) and (5B)(**2**), 243(3), 853C(3)(**3**), 1042, 1043, 1087B(3), 1167 and 1292 of the Companies Act 2006(**4**) and sections 159(1) and (2) of the Small Business, Enterprise and Employment Act 2015(**5**).

Citation and commencement

1. These Regulations may be cited as the Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2016 and come into force on 30th June 2016.

Interpretation

2. In these Regulations—

"the Act" means the Companies Act 2006;

"the 2009 Regulations" means the Limited Liability Partnerships (Application of the Companies Act 2006) Regulations 2009(**6**);

"annual return" means a return described in section 854 of the Act;

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

"registrar" has the meaning given in section 1060 of the Act; and

"return date" has the meaning given in section 854(2) of the Act.

(**1**) 2000 c.12.
(**2**) Subsections 9(5A) and (5B) were inserted by section 93(3) of the Small Business, Enterprise and Employment Act 2015 (c.26).
(**3**) Section 853C of the Companies Act 2006 is in Part 24 which was substituted by section 92 (duty to deliver confirmation statement instead of annual return) of the Small Business, Enterprise and Employment Act 2015 (c.26).
(**4**) 2006 c.46; Section 1087B was inserted by the Small Business, Enterprise and Employment Act 2015 (c.26), section 96(3).
(**5**) 2015 c.26.
(**6**) S.I. 2009/1804, amended by S.I. 2015/664; there are other amending instruments but none is relevant.

Amendments to the 2009 Regulations

3.—(1) Subject to paragraphs (2) to (4), Schedule 1 (which contains amendments to the 2009 Regulations) has effect.

(2) The substitution made by paragraph 5 of Schedule 1 does not have effect in relation to annual returns required by section 854 of the Act to be made up to a return date before 30th June 2016.

(3) In relation to an LLP that was incorporated on 30th June 2015, section 853A(5)(a)(**7**) of the Act has effect as if it read—

"(a) the period of 12 months beginning with the day after the LLP's incorporation;"

(4) Any reference in section 853A of the Act, as applied to LLPs with modifications by paragraph 5 of Schedule 1, to a review period is to be read as including the period of 12 months beginning with the day after the LLP's last return date.

Amendments to the Unregistered Companies Regulations 2009

4.—(1) Subject to paragraphs (2) to (5), Schedule 2 (which contains amendments to the Unregistered Companies Regulations 2009(**8**)) has effect.

(2) The substitution made by paragraph 2 of Schedule 2 does not have effect in relation to an annual return of an unregistered company which is required by section 854 of the Act to be made up to a return date before 30th June 2016.

(3) Where an annual return of the kind described in paragraph (2) of this regulation is delivered to the registrar on or after 30th June 2016, section 856(2) of the Act (contents of annual return: information about shares and share capital)(**9**) has effect as if it read—

"(2) The statement of capital must state with respect to the unregistered company's share capital at the return date—

(a) the total number of shares in the unregistered company,

(b) the aggregate nominal value of those shares,

(c) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium), and

(d) for each class of shares—

(i) the prescribed particulars of the rights attached to the shares,

(ii) the total number of shares of that class, and

(iii) the aggregate nominal value of shares of that class."

(4) In relation to an unregistered company that was incorporated on 30th June 2015, section 853A(5)(a) of the Act has effect as if it read—

"(a) the period of 12 months beginning with the day after the unregistered company's incorporation;"

(5) Any reference in section 853A of the Act, as applied to unregistered companies by paragraph 2 of Schedule 2, to a review period is to be read as including the period of 12 months beginning with the day after the unregistered company's last return date.

Consequential Amendments

5. Schedule 3 (which contains consequential amendments) has effect.

(**7**) Section 853A was substituted by the Small Business, Enterprise and Employment Act 2015 (c.26), section 92.
(**8**) S.I. 2009/2436, to which there are amendments not relevant to these Regulations.
(**9**) Section 856 of the Act was amended by S.I. 2008/3000 and 2011/1487.

Classification scheme for company type

6. The classification scheme set out in the table in Schedule 4 is prescribed for the purposes of section 9(5A) (registration documents) of the Act.

Classification system for company's principal business activities

7.—(1) The Standard Industrial Classification 2007 is prescribed for the purposes of section 9(5B) and section 853C(3) of the Act, with the addition of the codes and designations in the table in Schedule 5, where the code set out in column 1 of the table represents the designation opposite it in column 2 of the table.

(2) In paragraph (1), "Standard Industrial Classification 2007" means the UK Standard Industrial Classification of Economic Activities 2007, prepared by the Office for National Statistics and published by Palgrave MacMillan with the permission of the Office of Public Sector Information (OPSI) with ISBN number 978-0-230-21012-7.

Review

8.—(1) The Secretary of the State must from time to time—

(a) carry out a review of these Regulations;

(b) set out the conclusions of the review in a report; and

(c) publish the report.

(2) The report must in particular—

(a) set out the objectives intended to be achieved by the regulatory system established by these Regulations;

(b) assess the extent to which those objectives have been achieved; and

(c) assess whether those objectives remain appropriate and, if so, the extent to which they could be achieved in another way that imposed less regulation.

(3) The first report under this regulation must be published before the end of the period of 5 years beginning with the day on which these Regulations come into force.

(4) Reports under this regulation are afterwards to be published at intervals not exceeding 5 years.

Neville-Rolfe
Parliamentary Under Secretary of State for
Business, Innovation and Skills
Department for Business, Innovation and Skills

6th June 2016

SCHEDULE 1 Regulation 3

AMENDMENTS TO THE 2009 REGULATIONS

PART 1

1. The 2009 Regulations are amended as follows.

2. In Part 5 (an LLP's members), before regulation 18 (requirements for register of members) insert—

"**Alternative method of record-keeping**

17A. Section 161A(**10**) applies to LLPs, modified so that it reads as follows—

"**161A Alternative method of record-keeping**

Sections 162(**11**) to 165(**12**) must be read with Chapter 1A (which allows for an alternative method of record-keeping in the case of LLPs).""

3. In Part 5 (an LLP's members), before Chapter 2 (members' residential addresses: protection from disclosure) insert—

"CHAPTER 1A

OPTION TO KEEP INFORMATION ON THE CENTRAL REGISTER

18A. Sections 167A to 167E(**13**) apply to LLPs, modified so that they read as follows—

"**167A Right to make an election**

(1) An election may be made under this section in respect of a register of members or a register of members' residential addresses (or both).

(2) The election may be made—

(a) by the proposed members of a proposed LLP, or

(b) by the LLP itself once it is formed and registered under the Limited Liability Partnerships Act 2000(**14**).

(3) The election is made by giving notice of election to the registrar.

(4) If the notice is given by proposed members of a proposed LLP, it must be given when the documents required to be delivered under section 2(**15**) of the Limited Liability Partnerships Act 2000 are delivered to the registrar.

167B Effective date of election

(1) An election made under section 167A takes effect when the notice of election is registered by the registrar.

(**10**) Section 161A was inserted by the Small Business, Enterprise and Employment Act 2015 (c.26), paragraph 6 of Schedule 5.
(**11**) Section 162 was amended by S.I. 2015/664 and is applied to LLPs by S.I. 2009/1804, regulation 18.
(**12**) Section 165 was amended by S.I. 2015/664 and is applied to LLPs by S.I. 2009/1804, regulation 18.
(**13**) Sections 167A-E were inserted into the Companies Act 2006 (c.46) by the Small Business, Enterprise and Employment Act 2015 (c.26), paragraph 7 of Schedule 5.
(**14**) 2000 c.12.
(**15**) Section 2 was amended by S.I. 2009/1804.

(2) The election remains in force until a notice of withdrawal sent by the LLP under section 167E is registered by the registrar.

167C Effect of election on obligations under sections 162 and 165

(1) In the period during which an election under section 167A is in force, with respect to an LLP, the obligations set out in sections 162 and 165(1) do not apply to that LLP.

167D Duty to notify registrar of changes

(1) The duty under subsection (2) applies during the period when an election under section 167A is in force.

(2) The LLP must deliver to the registrar—

(a) any information of which the LLP would during that period have been obliged to give notice under section 9 of the Limited Liability Partnerships Act 2000(**16**), had the election not been in force, and

(b) any statement that would have been required to accompany such a notice.

(3) The information (and any accompanying statement) must be delivered as soon as reasonably practicable after the LLP becomes aware of the information and, in any event, no later than the time by which the LLP would have been required under section 9 of the Limited Liability Partnerships Act 2000 to give notice of the information.

(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—

(a) in England and Wales, to a fine and, for continued contravention, a daily default fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale;

(b) in Scotland and Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.

167E Withdrawing the election

(1) An LLP may withdraw an election made by or in respect of it under section 167A.

(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 under section 162 or (as the case may be) section 165 to keep and maintain a register of the relevant kind apply from then on with respect to the period going forward.

(**16**) 2000 c.12.