STATUTORY INSTRUMENTS

2016 No. 340

LIMITED LIABILITY PARTNERSHIPS

The Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016

Made - - - - 15th March 2016
Coming into force in accordance with regulation 1(2) and (3)

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 15 and 17(1) to (3) of the Limited Liability Partnerships Act 2000(**1**).

In accordance with section 17(4) of that Act, a draft of these Regulations has been laid before Parliament and approved by a resolution of each House of Parliament.

Citation and commencement

1.—(1) These Regulations may be cited as the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

(2) The following provisions come into force on 30th June 2016—

(a) Section 790M(9)(c) as set out in paragraph 31E of Part 8A of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 as inserted by Schedule 1 to these Regulations;

(b) Sections 790W to 790ZD as set out in paragraph 31K of Part 8A of those Regulations as inserted by Schedule 1 to these Regulations; and

(c) Paragraphs 1 and 3 of Schedule 3 to these Regulations.

(3) The remainder of these Regulations come into force on 6th April 2016.

Interpretation

2. In these Regulations—

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

"principal Regulations" means the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009(**2**); and

(**1**) 2000 c.12.
(**2**) S.I. 2009/1804; there are amending instruments but none is relevant.

"PSC Regulations" means the Register of People with Significant Control Regulations 2016(**3**).

New Part 8A of the principal Regulations

3. In the principal Regulations, after Part 8 insert the Part 8A set out in Schedule 1(**4**).

Application of the PSC Regulations

4. The PSC Regulations apply to LLPs in accordance with the principal Regulations and Schedule 2 to these Regulations.

Consequential and supplementary amendments

5. Schedule 3 to these Regulations contains consequential and supplementary amendments.

Review

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

(a) carry out a review of these Regulations;

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

(c) publish the report.

(2) The report must in particular—

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

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

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

(3) The first report under this regulation must be published within the period in which the Secretary of State is required to publish a report under section 82 of the Small Business, Enterprise and Employment Act 2015(**5**).

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

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

15th March 2016

(**3**) S.I. 2016/339.
(**4**) Part 8A modifies the provisions of Part 21A of the Companies Act 2006 c.24 which were inserted into that Act by section 81 of, and Schedule 3 to, the Small Business, Enterprise and Employment Act 2015 c.26.
(**5**) 2015 c.26.

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—

"**Overview**

790A. 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(**6**).

(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—

"**Required particulars**

790K.—(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.

(**6**) S.I. 2016/339.

(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—

"**Duty to keep register**

790M.—(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