

2016 No. 599

COMPANIES

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

<i>Made</i> - - - -	<i>6th June 2016</i>
<i>Laid before Parliament</i>	<i>7th June 2016</i>
<i>Coming into force</i> - -	<i>30th June 2016</i>

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(a), sections 9(5A) and (5B)(b), 243(3), 853C(3)(c), 1042, 1043, 1087B(3), 1167 and 1292 of the Companies Act 2006(d) and sections 159(1) and (2) of the Small Business, Enterprise and Employment Act 2015(e).

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(f);

“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.

(a) 2000 c.12.
(b) Subsections 9(5A) and (5B) were inserted by section 93(3) of the Small Business, Enterprise and Employment Act 2015 (c.26).
(c) 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).
(d) 2006 c.46; Section 1087B was inserted by the Small Business, Enterprise and Employment Act 2015 (c.26), section 96(3).
(e) 2015 c.26.
(f) 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)(a) 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(b)) 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)(c) 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.

(a) Section 853A was substituted by the Small Business, Enterprise and Employment Act 2015 (c.26), section 92.
(b) S.I. 2009/2436, to which there are amendments not relevant to these Regulations.
(c) 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.

6th June 2016

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

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(a) applies to LLPs, modified so that it reads as follows—

“161A Alternative method of record-keeping

Sections 162(b) to 165(c) 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(d) 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(e).

(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(f) 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.

(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) Section 161A was inserted by the Small Business, Enterprise and Employment Act 2015 (c.26), paragraph 6 of Schedule 5.
(b) Section 162 was amended by S.I. 2015/664 and is applied to LLPs by S.I. 2009/1804, regulation 18.
(c) Section 165 was amended by S.I. 2015/664 and is applied to LLPs by S.I. 2009/1804, regulation 18.
(d) 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.
(e) 2000 c.12.
(f) Section 2 was amended by S.I. 2009/1804.

- (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(a), 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.
- (5) The reference in subsection (4) to a register “of the relevant kind” is to a register (whether a register of members or a register of members’ usual residential addresses) of the kind in respect of which the election was made.
- (6) This means that, when the withdrawal takes effect—
- (a) the LLP must enter in that register all the information that is required to be contained in that register in respect of matters that are current as at that time, but
 - (b) 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.””.

4. In regulation 19 (members’ residential addresses: protection from disclosure), in the modification of section 246(b) of the Act (putting the address on the public record)—

- (a) after paragraph (3) insert—
 - “(3A) But—
 - (a) subsection (3)(a) does not apply if an election under section 167A(c) is in force in respect of the LLP’s register of members, and

(a) 2000 c.12.
 (b) Section 246 was amended by S.I. 2015/664 and applied to LLPs by S.I.2009/1804, regulation 19.
 (c) Section 167A was inserted into the Companies Act 2006 (c.46) by the Small Business, Enterprise and Employment Act 2015 (c.26), paragraph 7 of Schedule 5.

- (b) subsection (3)(b) does not apply if an election under section 167A is in force in respect of the LLP's register of members' residential addresses."
 - (b) after paragraph (4) insert—
 - “(4A) If an election under section 167A is in force in respect of the LLP's register of members, the LLP must, in place of doing the things mentioned in subsection (4)(a) and (b), deliver the particulars to the registrar in accordance with section 167D(a).”, and
 - (c) in paragraph (5), for “or (4)” substitute “, (4) or (4A)”.
5. For Part 8 (an LLP's annual return), substitute—

“PART 8

ANNUAL CONFIRMATION BY LLP OF ACCURACY OF INFORMATION ON REGISTER

30. Sections 853A and 853B(b) apply to LLPs, modified so that they read as follows—

“853A Duty to deliver confirmation statements

- (1) Every LLP must, before the end of the period of 14 days after the end of each review period, deliver to the registrar—
 - (a) such information as is necessary to ensure that the LLP is able to make the statement referred to in paragraph (b), and
 - (b) a statement (“a confirmation statement”) confirming that all information required to be delivered by the LLP to the registrar in relation to the confirmation period concerned under any duty mentioned in subsection (2) either—
 - (i) has been delivered, or
 - (ii) is being delivered at the same time as the confirmation statement.
- (2) The duties are—
 - (a) any duty to notify a relevant event (see section 853B);
 - (b) any duty under section 853I (duty to deliver information about people with significant control).
- (3) In this Part “confirmation period”—
 - (a) in relation to an LLP's first confirmation statement, means the period beginning with the day of the LLP's incorporation and ending with the date specified in the statement (“confirmation date”);
 - (b) in relation to any other confirmation statement of the LLP, means the period beginning with the day after the confirmation date of the last such statement and ending with the confirmation date of the confirmation statement concerned.
- (4) The confirmation date of a confirmation statement must be no later than the last day of the review period concerned.
- (5) For the purposes of this Part, each of the following is a review period—
 - (a) the period of 12 months beginning with the day of the LLP's incorporation,

(a) Section 167D was inserted into the Companies Act 2006 (c.46) by the Small Business, Enterprise and Employment Act 2015 (c.26), paragraph 7 of Schedule 5.

(b) Sections 853A and 853B of the Act were substituted by the Small Business, Enterprise and Employment Act 2015 (c. 26), section 92.

(b) each period of 12 months beginning with the day after the end of the previous review period.

(6) But where an LLP delivers a confirmation statement with a confirmation date which is earlier than the last day of the review period concerned, the next review period is the period of 12 months beginning with the day after the confirmation date.

(7) For the purpose of making a confirmation statement, an LLP is entitled to assume that any information has been properly delivered to the registrar if it has been delivered within the period of 5 days ending with the date on which the statement is delivered.

(8) But subsection (7) does not apply in a case where the LLP has received notice from the registrar that such information has not been properly delivered.

853B Duty to notify a relevant event

The following duties are duties to notify a relevant event—

- (a) the duty to give notice of a change in the address of the LLP's registered office under section 87(a);
- (b) in the case of an LLP in respect of which an election is in force under section 167A (election to keep the register of members or the register of members' residential addresses (or both) on the central register), the duty to deliver anything as mentioned in section 167D(b);
- (c) in the case of an LLP in respect of which an election is in force under section 790X (election to keep information in PSC register on central register), the duty to deliver anything as mentioned in section 790ZA(c);
- (d) the duty to give notice of a change under section 9(d) (registration of membership changes) of the Limited Liability Partnerships Act 2000 (in the absence of an election under section 167A); and
- (e) in the case of an LLP which, in accordance with regulations under section 1136(e) (where certain LLP records to be kept available for inspection), keeps any LLP records at a place other than its registered office, any duty under the regulations to give notice of a change of address of that place.”.

31. Section 853I(f) applies to LLPs, modified so that it reads as follows—

“853I Duty to deliver information about people with significant control

(1) This section applies where—

- (a) an LLP to which Part 21A(g) (information about people with significant control) applies makes a confirmation statement, and
- (b) there is no election in force under section 790X in respect of the LLP.

(2) The LLP must deliver the information stated in its PSC register to the registrar at the same time as it delivers the confirmation statement.

(3) Subsection (2) does not apply if and to the extent that the information most recently delivered to the registrar under this section applies equally to the confirmation period concerned.

(a) Section 87 is applied to LLPs by S.I. 2009/1804, regulation 16.
(b) Sections 167A to 167D were inserted into the Companies Act 2006 by the Small Business, Enterprise and Employment Act 2015 (c.26), Schedule 5, paragraph 7 and are applied to LLPs by paragraph 3 of Schedule 1 to these Regulations.
(c) Sections 790X and 790ZA were inserted into the Companies Act 2006 by the Small Business, Enterprise and Employment Act (c.26), Schedule 3, paragraph 1 and are applied to LLPs by regulation 3 of and Schedule 1 to S.I. 2016/340.
(d) Section 9 was amended by S.I. 2002/915 and 2009/1804.
(e) Section 1136 is applied to LLPs by S.I. 2009/1804, regulation 74.
(f) Section 853I of the Act was substituted by the Small Business, Enterprise and Employment Act 2015 (c.26), section 92.
(g) Part 21A was inserted by the Small Business, Enterprise and Employment Act (c.26), Schedule 3, paragraph 1.

(4) “PSC register” has the same meaning as in Part 21A (see section 790C) of the Companies Act 2006.”

31A. Section 853L(a) applies to LLPs, modified so that it reads as follows—

“853L Failure to deliver confirmation statement

(1) If an LLP fails to deliver a confirmation statement before the end of the period of 14 days after the end of a review period an offence is committed by—

- (a) the LLP, and
- (b) every designated member of the LLP.

(2) A person guilty of an offence under subsection (1) 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 or 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.

(3) The contravention continues until such time as a confirmation statement specifying a confirmation date no later than the last day of the review period concerned is delivered by the LLP to the registrar.

(4) It is a defence for a designated member charged with an offence under subsection (1)(b) to prove that the person took all reasonable steps to avoid the commission or continuation of the offence.

(5) In the case of continued contravention, an offence is also committed by a designated member who did not commit an offence under subsection (1) in relation to the initial contravention but who is in default in relation to the continued contravention.

(6) A person guilty of an offence under subsection (5) is liable on summary conviction—

- (a) in England and Wales to a fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale for each day on which the contravention continues and the person is in default;
- (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale for each day on which the contravention continues and the person is in default.””

6. In regulation 63 (public notice of receipt of certain documents), in the modification of section 1078—

- (a) in the heading “Accounts and returns”, for “returns” substitute “confirmation statements”; and
- (b) for “The LLP’s annual return” substitute “The LLP’s confirmation statement.”

7. In regulation 66 (Inspection etc of the register)—

- (a) in the modification of section 1087A (Information about a person’s date of birth) for subsections (3) to (6), substitute—

“(3) A “relevant person” is an individual—

- (a) who is an LLP member, or

(a) Section 853L of the Act was substituted by the Small Business, Enterprise and Employment Act 2015 (c.26), section 92.

- (b) whose particulars are stated in an LLP's PSC register as a registrable person in relation to that LLP (see Part 21A).
- (4) A document delivered to the registrar is "protected" at any time unless—
- (a) it is an election period document,
 - (b) subsection (7) applies to it at the time, or
 - (c) it was registered before this section comes into force.
- (5) As regards DOB information about a relevant person in his or her capacity as a member of the LLP, each of the following is an "election period document"—
- (a) a statement of the proposed members of the proposed LLP delivered under section 2 of the Limited Liability Partnerships Act 2000 in circumstances where the proposed members gave notice of election under section 167A (election to keep information on central register) in respect of the LLP's register of members when the statement was delivered;
 - (b) a document delivered by the LLP under section 167D (duty to notify register of changes while election in force).
- (6) As regards DOB information about a relevant person in his or her capacity as someone whose particulars are stated in the LLP's PSC register, each of the following is an "election period document"—
- (a) a statement of initial significant control delivered under section 2 of the Limited Liability Partnerships Act 2000 in circumstances where the subscribers wishing to form an LLP gave notice of an election under section 790X in respect of an LLP when the statement was delivered;
 - (b) a document containing a statement or updated statement delivered by the LLP under section 790X(6)(b) or (7) (statement accompanying notice of election made after incorporation);
 - (c) a document delivered by the LLP under section 790ZA (duty to notify registrar of changes while election in force).
- (7) This subsection applies to a document if—
- (a) the DOB information relates to the relevant person in his or her capacity as a member of the LLP,
 - (b) an election under section 167A is or has previously been in force in respect of the LLP's register of members,
 - (c) the document was delivered to the registrar at some point before that election took effect,
 - (d) the relevant person was a member of the LLP when that election took effect, and
 - (e) the document was either—
 - (i) a statement of proposed members delivered under section 2 of the Limited Liability Partnerships Act 2000 (Incorporation document etc) naming the relevant person as someone who was to be a member of the LLP, or
 - (ii) notice given under section 9 of that Act (registration of membership changes) of the relevant person having become a member of the LLP.
- (8) Information about a person does not cease to fall within subsection (1) when he or she ceases to be a relevant person and, to that extent, references in this section to a relevant person include someone who used to be a relevant person.
- (9) Nothing in subsection (1) obliges the registrar to check other documents or (as the case may be) other parts of the document to ensure the absence of DOB information.”; and
- (b) in the modification of section 1087B (disclosure of DOB information), for subsection (4) substitute—
- “(4) This section does not apply to restricted DOB information about a relevant person in his or her capacity as someone whose particulars are stated in the LLP's PSC register if an

application under regulations made under section 790ZG (regulations for protecting PSC particulars) has been granted with respect to that information and not been revoked.

(5) “Restricted DOB information” means information falling within section 1087A(1).”.

SCHEDULE 2

Regulation 4

AMENDMENTS TO THE UNREGISTERED COMPANIES REGULATIONS 2009

PART 1

1. Schedule 1 to the Unregistered Companies Regulations 2009(a) is amended as follows.
2. For paragraph 13 (annual return), substitute—

“Confirmation statement

13.—(1) Sections 853A to 853G and sections 853K and 853L of the Companies Act 2006 apply to unregistered companies.

(2) Section 853B (duties to notify a relevant event) applies to unregistered companies with the following modifications—

- (a) omit paragraphs (b), (d), (f) and (g); and
- (b) for paragraph (h) substitute—

“(h) in the case of a company which keeps any company records at a place other than its registered office, the duty under sections 162(4) and 275(4) to give notice of a change in the address of that place.”.

(3) Section 853C (duty to notify a change in company’s principal business activities) applies with the modification that in subsection (3), for “any prescribed system of classifying business activities.” substitute “the system of classifying business activities prescribed in regulation 7 of the Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2016(b).”.

3. In paragraph 19, in the modification of section 1078 of the Act—
 - (a) for the heading “Accounts and returns” substitute “Accounts and reports etc.”; and
 - (b) under that heading, for “The company’s annual return” substitute “Any confirmation statement delivered by the company.”.

SCHEDULE 3

Regulation 5

CONSEQUENTIAL AMENDMENTS

Amendment to the Companies (Disclosure of Date of Birth Information) Regulations 2015

1. The Companies (Disclosure of Date of Birth Information) Regulations 2015(c) are amended as follows.

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- (a) S.I. 2009/2436, to which there are amendments not relevant to these Regulations.
 - (b) S.I. 2016/599.
 - (c) S.I. 2015/1694.

2. In Schedule 1 (Specified Public Authorities)—

(a) after “the Treasury;” insert—

“the Treasury Solicitor;”; and

(b) omit “an overseas regulatory authority within the meaning of section 82 of the Companies Act 1989 (request for assistance by overseas regulatory authority);”.

3. In paragraph 4 of Part 1 of Schedule 2 (Conditions for Permitted Disclosure), before “Secret Intelligence Service,” insert “National Crime Agency.”

Amendment to the Companies (Disclosure of Address) Regulations 2009

4. The Companies (Disclosure of Address) Regulations 2009(a) are amended as follows.

5. In regulation 9(1) (application under section 1088 to make an address unavailable for public inspection by an individual)—

(a) in sub-paragraph (e), omit “or”;

(b) in sub-paragraph (f), after “(duty to deliver information about people with significant control),” insert “or”; and

(c) after sub-paragraph (f) insert—

“(g) as a service address delivered to the registrar at the same time as a confirmation statement under section 853G (duty to deliver shareholder information: certain traded companies).”.

Amendment to the Companies (Companies Authorised to Register) Regulations 2009

6. In regulation 5 (Statement of capital and initial shareholdings) of the Companies (Companies Authorised to Register) Regulations 2009(b)—

(a) after paragraph (2)(b) insert—

“(ba) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium);”;

(b) in paragraph (2)(c)(iii), omit “and”; and

(c) omit paragraph (2)(d).

Amendment to the European Public Limited-Liability Company Regulations 2004

7. In regulation 85(9) (registration of a public company by the conversion of an SE) of the European Public Limited-Liability Company Regulations 2004(c)—

(a) in sub-paragraph (b), omit “and”;

(b) after sub-paragraph (b), insert—

“(ba) the aggregate amount (if any) unpaid on those shares (whether on account of their nominal value or by way of premium); and”;

(c) in sub-paragraph (c)(iii), omit “and”; and

(d) omit sub-paragraph (d).

Amendment to the RTM Companies (Model Articles) (England) Regulations 2009

8. In Schedule 1 to the RTM Companies (Model Articles) (England) Regulations 2009(d)—

(a) S.I. 2009/214; relevant amending instruments are S.I. 1992/3179, 2002/912, 2009/1941, 2009/2400, 2016/339.

(b) S.I. 2009/2437, to which there are amendments not relevant to these Regulations.

(c) S.I. 2004/2326; relevant amending instruments are S.I. 2009/2400, 2014/2382 2016/375.

(d) S.I. 2009/2767, to which there are amendments not relevant to these Regulations.

- (a) in article 26(5) (becoming a member), after “register of members” insert “(or, if an election under section 128B(a) of the Companies Act 2006 is in force in respect of the company, in the register kept by the registrar under section 1080 of that Act)”; and
- (b) in article 33(4) (voting: general), after “register of members” insert “(or, if an election under section 128B of the Companies Act 2006 is in force in respect of the company, in the register kept by the registrar under section 1080 of that Act)”.

Amendment to the RTM Companies (Model Articles) (Wales) Regulations 2011

- 9.** In Schedule 1 to the RTM Companies (Model Articles) (Wales) Regulations 2011**(b)**—
- (a) in article 26(4) (application for membership), after “register of members” insert “(or, if an election under section 128B of the Companies Act 2006 is in force in respect of the company, in the register kept by the registrar under section 1080 of that Act)”; and
 - (b) in paragraph 33(4) (voting: general), after “register of members” insert “(or, if an election under section 128B of the Companies Act 2006 is in force in respect of the company, in the register kept by the registrar under section 1080 of that Act)”.

Amendment to the Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015

10. In regulation 9(3)(b) (amendment to the Unregistered Companies Regulations 2009) of the Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015**(c)**, for “paragraph (d)”, substitute “sub-paragraph (2)(d)”.

Amendment to the Companies (Shares and Share Capital) Order 2009

11. In article 2(2) (statements of capital and returns of allotment by unlimited companies: prescribed particulars of the rights attached to shares) of the Companies (Shares and Share Capital) Order 2009**(d)**—

- (a) in sub-paragraph (n), omit “and”; and
- (b) for sub-paragraph (o), substitute—
 - “(o) section 730(5)(c)(i); and
 - (p) section 853D(4)(d)(i).”.

SCHEDULE 4

Regulation 6

Classification Schedule for Type of Company

<i>Column 1</i>	<i>Column 2</i>
<i>Type of Company</i>	<i>Code</i>
<i>Public limited company</i>	<i>T1</i>
<i>Private company limited by shares</i>	<i>T2</i>
<i>Private company limited by guarantee</i>	<i>T3</i>
<i>Private company limited by shares exempt under section 60 of the Act</i>	<i>T4</i>
<i>Private company limited by guarantee exempt under section 60 of the Act</i>	<i>T5</i>

- (a) Section 128B of the Companies Act 2006 was inserted by the Small Business, Enterprise and Employment Act 2015 (c.26), paragraph 3 of Schedule 5.
- (b) S.I. 2011/2680, to which there are amendments not relevant to these Regulations.
- (c) S.I. 2015/1695.
- (d) S.I. 2009/388.

<i>Private unlimited company with share capital</i>	<i>T6</i>
<i>Private unlimited company without share capital</i>	<i>T7</i>

SCHEDULE 5

Regulation 7

Additional codes and designations

Column 1	Column 2
Codes	Designations
74990	<i>Non-trading company</i>
98000	<i>Residents' property management company</i>
99999	<i>Dormant company</i>

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations apply with modifications various company filing changes made by the Small Business, Enterprise and Employment Act 2015 (c.26) (“the 2015 Act”) to limited liability partnerships and unregistered companies, as well as making amendments to other instruments in consequence of those changes. These Regulations also prescribe the classification scheme for company type and the classification system for a company’s principal business activities for the purposes of section 9(5A) and (5B) and section 853C(3) of the Companies Act 2006 (“the 2006 Act”).

Section 92 of the 2015 Act replaced the requirement in Part 24 of the 2006 Act for companies to deliver an annual return to the registrar with a requirement for companies to deliver a confirmation statement. Section 94 of and Schedule 5 to the 2015 Act also amends the 2006 Act so that companies can choose to keep information held on their register of members, register of directors and register of company secretaries at the registrar as an alternative to keeping that information on the registers at the company.

Regulation 3 and Schedule 1 to these Regulations amends the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804) (“the 2009 Regulations”) to apply the changes made by sections 92 and 94 of and Schedule 5 to the 2015 Act to LLPs with modifications. It also makes other consequential amendments to the 2009 Regulations to reflect the changes made by the 2015 Act.

Regulation 4 and Schedule 2 to these Regulations amends the Unregistered Companies Regulations 2009 (S.I. 2009/2436). It applies the requirement for companies to deliver a confirmation statement under Part 24 of the 2006 Act to unregistered companies which prior to these Regulations were required to deliver an annual return.

Regulation 5 and Schedule 3 to these Regulations contains amendments to other instruments and includes amendments made in consequence of the aforementioned changes made by the 2015 Act.

Previously, a company’s annual return was required under section 855 of the 2006 Act to contain information about the company’s type and its principal business activities. Information as to the company’s type was required to be given by reference to the classification scheme prescribed in regulation 5 of and Schedule 1 to the Companies Act 2006 (Annual Return and Service Addresses) Regulations 2008 (S.I. 2008/3000) and information as to the principal business activities was permitted to be given by reference to the classification system prescribed in regulation 6 of and Schedule 2 to those Regulations.

Under section 853C of the 2006 Act (duty to notify a change in the company's principal business activities) a company is required to notify the registrar of a change in its principal business activities at the same time as making a confirmation statement. The information as to the company's principal business activities may be given by reference to one or more categories of a prescribed system of classifying business activities. In addition, section 9 of the 2006 Act sets out the documents that must be delivered to the registrar for a new company to be incorporated. Alongside these registration documents, under sections 9(5A) and (5B) information must also be delivered to the registrar as to the proposed company's type and principal business activities. This information may also be given by reference to a prescribed system.

Regulation 6 and Schedule 4 to these Regulations therefore prescribe the classification scheme for company type, while Regulation 7 and Schedule 5 prescribe the classification system for a company's principal business activities for the purposes of section 9(5A) and(5B) and section 853C(3) of the 2006 Act. The substance of these classifications is consistent with the previous system set out in S.I. 2008/3000 for the purpose of a company's annual return.

A full impact assessment of the effect that this instrument will have on the costs of business and the voluntary sector is available from the Department for Business, Innovation and Skills, 1 Victoria Street, London SW1H 0ET and is published with the Explanatory Memorandum alongside the instrument on www.legislation.gov.uk.

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