

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

“161A Alternative method of record-keeping

Sections 162(2) to 165(3) 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(4) 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(5).

(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(6) 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.

(1) Section 161A was inserted by the Small Business, Enterprise and Employment Act 2015 (c.26), paragraph 6 of Schedule 5.

(2) Section 162 was amended by S.I. 2015/664 and is applied to LLPs by S.I. 2009/1804, regulation 18.

(3) Section 165 was amended by S.I. 2015/664 and is applied to LLPs by S.I. 2009/1804, regulation 18.

(4) 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.

(5) 2000 c.12.

(6) Section 2 was amended by S.I. 2009/1804.

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(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(7), 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.

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- (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(8) 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(9) is in force in respect of the LLP’s register of members, and
 - (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(10).”, 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(11) 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—

(8) Section 246 was amended by S.I. 2015/664 and applied to LLPs by S.I. 2009/1804, regulation 19.

(9) 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.

(10) 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.

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

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- (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,
 - (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

853B 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(12);
- (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(13);
- (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

(12) Section 87 is applied to LLPs by S.I. 2009/1804, regulation 16.

(13) 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.

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on central register), the duty to deliver anything as mentioned in section 790ZA(14);

- (d) the duty to give notice of a change under section 9(15) (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(16) (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(17) 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(18) (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.
- (4) “PSC register” has the same meaning as in Part 21A (see section 790C) of the Companies Act 2006.”

31ZA. Section 853L(19) 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.

(14) 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.

(15) Section 9 was amended by S.I. 2002/915 and 2009/1804.

(16) Section 1136 is applied to LLPs by S.I. 2009/1804, regulation 74.

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

(18) Part 21A was inserted by the Small Business, Enterprise and Employment Act (c.26), Schedule 3, paragraph 1.

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

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(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

(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).

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(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).”.