

**2015 No. 1695**

**COMPANIES**

**LIMITED LIABILITY PARTNERSHIPS**

**The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015**

<i>Made</i> - - - -	<i>17th September 2015</i>
<i>Laid before Parliament</i>	<i>18th September 2015</i>
<i>Coming into force</i> - -	<i>10th October 2015</i>

The Secretary of State is a Minister designated for the purposes of section 2(2) of the European Communities Act 1972(a) in relation to the creation, operation, regulation or dissolution of companies and other forms of business organisation(b).

The Secretary of State makes the following Regulations in exercise of the powers conferred by section 15(a) and 17(3)(a) of the Limited Liability Partnerships Act 2000(c), section 2(2) of the European Communities Act 1972, sections 1042, 1043 and 1292(1) of the Companies Act 2006(d) and section 14A of the Interpretation Act 1978(e).

**Citation and commencement**

1. These Regulations may be cited as the Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 and come into force on 10th October 2015.

**Application**

2. The amendments made by regulations 7, 8(2), 9(2) and 10 do not apply in respect of a statement or notice received by the registrar before these regulations come into force.

3.—(1) The amendments made by regulation 5(2) do not apply in cases where the communication mentioned in section 1000(1) of the Companies Act 2006, as applied with modifications by regulation 50 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009(f), has already been sent before 10th October 2015.

(2) The amendment made by regulation 5(3) does not apply in cases where the notice mentioned in section 1001(1) of the Companies Act 2006, as applied with modifications by regulation 50 of

---

(a) 1972 c. 68. Section 2(2) was amended by the Legislative and Regulatory Reform Act 2006 (c. 51), section 27(1) and by the European Union (Amendment) Act 2008 (c. 7), section 3 and the Schedule, Part 1.

(b) S.I. 2007/193.

(c) 2000 c. 12.

(d) 2006 c. 46.

(e) 1978 c. 30. Section 14A was inserted by the Enterprise and Regulatory Reform Act 2013 (c. 24), section 59(2).

(f) S.I. 2009/1804.

the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009, has already been published in the Gazette before 10th October 2015.

(3) The amendment made by regulation 5(4) does not apply in cases where the application under section 1003(3) of the Companies Act 2006, as applied with modifications by regulation 51 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009, has already been made before 10th October 2015.

#### **Amendment to the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009**

4. The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 are amended as follows.

5.—(1) Regulations 50 and 51 are amended as follows.

(2) In section 1000 of the Companies Act 2006, as applied with modifications by regulation 50—

(a) in subsection (2)—

(i) for “one month of sending” substitute “14 days of sending”,

(ii) for “that month” substitute “that period”, and

(iii) in paragraph (b), for “one month” substitute “14 days”, and

(b) in subsection (3)—

(i) in paragraph (b), for “one month” substitute “14 days”, and

(ii) for “three months” substitute “2 months”.

(3) In section 1001(1) of the Companies Act 2006, as applied with modifications by regulation 50, for “three months” substitute “2 months”.

(4) In section 1003(3) of the Companies Act 2006, as applied with modifications by regulation 51, for three months substitute “2 months”.

6.—(1) Regulation 66 is amended as follows.

(2) In section 1087 of the Companies Act 2006, as applied with modifications by regulation 66, after paragraph (e) insert—

“(ea) information falling within section 1087A(1) (information about a person’s date of birth);”

(3) After section 1087 of the Companies Act 2006, as applied with modifications by regulation 66, insert—

#### **“1087A Information about a person’s date of birth**

(1) Information falls within this subsection at any time (“the relevant time”) if—

(a) it is DOB information,

(b) it is contained in a document delivered to the registrar that is protected at the relevant time as regards that information,

(c) the document is one in which such information is required to be stated, and

(d) if the document has more than one part, the part in which the information is contained is a part in which such information is required to be stated.

(2) “DOB information” is information as to the day of the month (but not the month or year) on which a relevant person was born.

(3) A “relevant person” is an individual who is an LLP member.

(4) A document delivered to the registrar is “protected” at any time unless it was registered before this section comes into force.

(5) Information about a person does not cease to fall within paragraph (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.

(6) Nothing in paragraph (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.

### **1087B Disclosure of DOB information**

(1) The registrar must not disclose restricted DOB information unless—

- (a) the same information about the relevant person (whether in the same or a different capacity) is made available by the registrar for public inspection as a result of being contained in another description of document in relation to which no restriction under section 1087 applies (see subsection (2) of that section), or
- (b) disclosure of the information by the registrar is permitted by subsection (2) or another provision of this Act.

(2) The registrar may disclose restricted DOB information—

- (a) to a public authority specified for the purposes of this subsection by regulations made by the Secretary of State, or
- (b) to a credit reference agency.

(3) (a) The provisions of The Companies (Disclosure of Date of Birth Information) Regulations 2015 (S.I. 2015/1694) apply to LLPs.

(b) As those provisions apply to LLPs—

- (i) read references to protected information as references to restricted DOB information.
- (ii) references to provisions of the Companies Act 1985 (c. 6), the Insolvency Act 1986 (c. 45), the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I.6)) or the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.9)) are to those provisions as applied to LLPs by the Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090) or the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307);
- (iii) read references to a company as references to an LLP or proposed LLP;
- (iv) read references to a director as references to a member of an LLP.

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

### **Amendment of the European Public Limited-Liability Company Regulations 2004**

7.—(1) The European Public Limited-Liability Company Regulations 2004(a) are amended as follows.

(2) In regulation 10B(b)—

(a) in paragraph (2)(b)—

- (i) for “consent by” substitute “statement that”, and
- (ii) after “proposed member” insert “has consented”; and

(b) in paragraph (5)—

- (i) for the word “consent”, where it first appears, substitute “statement”; and
- (ii) for the word “is”, in each place where it occurs, substitute “was given”.

---

(a) S.I. 2004/2326.

(b) Regulation 10B was inserted by S.I. 2014/2382, regulation 18.

(3) In regulation 80C(2)(b)(a), for “consent by that person” substitute “statement that the person has consented”.

(4) In regulation 85(b)—

(a) in paragraph (5)(b)—

(i) for “consent by”, substitute “statement that”, and

(ii) after “proposed director” insert “has consented”; and

(b) in paragraph (6)(c)—

(i) for “consent by” substitute “statement that”, and

(ii) after “persons” insert “has consented”.

### **Amendment of the European Economic Interest Grouping Regulations 1989**

**8.**—(1) The European Economic Interest Grouping Regulations 1989(c) are amended as follows.

(2) For regulation 5(3)(c) substitute “a statement that the person appointed has consented to act as a manager of the EEIG.”.

(3) In paragraph 32 of Schedule 4, for subparagraph (a) substitute—

“(a) subsection (1)(a), (d) and (da), and”.

(4) After paragraph 32 of Schedule 4, insert—

“**32A.**—(1) Sections 1087A and 1087B, as if a reference to a director of a company were a reference to a manager of an EEIG.

(2) For the purposes of subparagraph (1), section 243 will apply in so far as necessary for the application of section 1087B(3).”.

### **Amendment of the Unregistered Companies Regulations 2009**

**9.**—(1) Schedule 1 to the Unregistered Companies Regulations 2009(d) is amended as follows.

(2) After paragraph 19 insert—

“**19A.** Section 1079B of the Companies Act 2006(e) (duty to notify directors) applies to unregistered companies in cases where the document registered by the registrar is a notice under section 167 of the Companies Act 2006 of a person having become a director of a company.”.

(3) In paragraph 20—

(a) after subparagraph (1)(c) insert—

“(ca) sections 1087A and 1087B (DOB information);”, and

(b) for paragraph (d) substitute—

“(d) omit paragraphs (c) and (d);

(e) omit paragraphs (e) to (g) and (j).”.

### **Amendment of the Companies (Companies Authorised to Register) Regulations 2009**

**10.** In regulation 7 of the Companies (Companies Authorised to Register) Regulations 2009(f)—

(a) in paragraph (1)(c), for “;” substitute “.”,

---

(a) Regulation 80C was inserted by S.I. 2009/2400, regulation 28 and amended by S.I. 2014/2382, regulation 27.

(b) Regulation 85 was amended by S.I. 2009/2400, regulation 32 and by S.I. 2014/2382, regulation 29.

(c) S.I. 1989/638. Regulation 5 was amended by S.I. 2009/2399, regulation 8 and by S.I. 2014/2382, regulation 5. Schedule 4 was amended by S.I. 2009/2399, regulation 23.

(d) S.I. 2009/2436, to which there are amendments not relevant to these Regulations.

(e) Section 1079B is inserted by the Small Business, Enterprise and Employment Act 2015, section 101(1).

(f) S.I. 2009/2437.

(b) omit paragraph (1)(d), and

(c) after paragraph (2) insert—

“(2A) The statement under paragraph (1) must be accompanied by a statement by the company that each person named as a director, as secretary or as one of joint secretaries has consented to act in the relevant capacity.”.

## **Review**

**11.**—(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 are achieved, and
- (c) assess whether those objectives remain appropriate and, if so, the extent to which they could be achieved with a system that imposes less regulation.

(3) The first report under this regulation must be published before the end of the period of five 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 five years.

*Baroness Neville-Rolfe*

Parliamentary Under Secretary of State for Business, Innovation and Skills

17th September 2015

Department for Business, Innovation and Skills

## **EXPLANATORY NOTE**

*(This note is not part of the Regulations)*

These Regulations introduce changes for limited liability partnerships (“LLPs”), European Public Limited-Liability Companies (known as Societas Europaea) (“SEs”), European Economic Interest Groupings (“EEIGs”), unregistered companies and companies authorised to register. These changes are consequent on changes made to the Companies Act 2006 (“CA 2006”) by Part 8 of the Small Business, Enterprise and Employment Act 2015 (“SBEE 2015”).

Regulation 5 amends sections 1000, 1001 and 1003 of CA 2006 as modified by regulations 50 and 51 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 to apply to LLPs. These amendments reduce timescales for striking an LLP from the register and reflect changes made to Part 1 of Chapter 31 of the CA 2006 by section 103 of SBEE 2015.

Regulation 6 amends section 1087 of CA 2006 (as modified by regulation 66 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009) and modifies sections 1087A and 1087B of the CA 2006 so that they apply to LLPs. These amendments require the registrar to omit the ‘day’ of the date of birth of members of an LLP from the material on the register available for public inspection and prevent the registrar from disclosing date of birth information except in specific circumstances. Sections 1087A and 1087B CA 2006 were inserted by section 96 of SBEE 2015. Regulation 8(3) and (4) amends the European Economic Interest Grouping Regulations 1989 to make equivalent provision for EEIGs, whilst regulation 9(3)

amends the Unregistered Companies Regulations 2009 to make equivalent provision for unregistered companies.

Regulations 7, 8(2) and 10 amend the European Public Limited-Liability Company Regulations 2004, the European Economic Interest Grouping Regulations 1989 and the Companies (Companies Authorised to Register) Regulations 2009 so that, when a notice relating to a member, manager, director or secretary acting in the relevant capacity is delivered to the registrar of companies, the notice itself will no longer need to contain a statement of that person's consent to act. Instead, the statement required will be that the person has already provided the consent. This reflects the changes being made to the CA 2006 by section 100 of SBEE 2015.

Regulation 9(2) amends the Unregistered Companies Regulations 2009 to apply the new notification requirement in section 1079B of the CA 2006 (being introduced by section 101 SBEE 2015) to unregistered companies.

Regulation 11 requires the Secretary of State to review the operation and effect of these Regulations and publish a report within five years after they come into force and at least every five years after that.

A regulatory impact assessment of the effect that this instrument will have on the costs to business and the voluntary sector is available from the Business Environment Directorate, Department for Business, Innovation and Skills, 1 Victoria Street, London SW1H 0ET or from [www.gov.uk/bis](http://www.gov.uk/bis) and is annexed to the Explanatory Memorandum which is available alongside the instrument at [www.legislation.gov.uk](http://www.legislation.gov.uk).

---

© Crown copyright 2015

Printed and published in the UK by The Stationery Office Limited under the authority and superintendence of Carol Tullo, Controller of Her Majesty's Stationery Office and Queen's Printer of Acts of Parliament.



£6.00

UK201509189 09/2015 19585

<http://www.legislation.gov.uk/id/uksi/2015/1695>

ISBN 978-0-11-113935-6



9 780111 139356