

---

## EXPLANATORY NOTE

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

These Regulations transpose Article 30 (beneficial ownership information) of Directive 2015/ 849/ EU of the European Parliament and of the Council of 20 May 2015 (OJ L 141, 05.06.15, p.73) (“the Directive”) on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing, for Scottish limited partnerships and certain Scottish general partnerships, defined in regulation 3.

Existing national measures partially implement Article 30 of the Directive—

- (a) Part 21A of the Companies Act 2006 and the Register of People with Significant Control Regulations 2016 (S.I. 2016/339) for companies;
- (b) the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), as amended by the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (S.I. 2016/340) for limited liability partnerships; and
- (c) the European Public Limited-Liability Company (Register of People with Significant Control) Regulations 2016 (S.I. 2016/375) for European public limited-liability companies (Societas Europaea).

The existing provisions are amended by the Information about People with Significant Control (Amendment) Regulations 2017 (S.I. 2017/693), where necessary, to complete the transposition for those entities. Transposition is not required in relation to limited or general partnerships registered or formed under the law applicable in the United Kingdom other than in Scotland, in view of the distinct legal status of Scottish partnerships set out in section 4 of the Partnership Act 1890.

Part 1 of these Regulations includes interpretation and key terms used in the Regulations.

Part 2 amends section 8A of the Limited Partnerships Act 1907 (c.24) to require a limited partnership registering in Scotland to provide a statement of its initial significant control, similar to the requirement for companies in section 12A of the Companies Act 2006.

Part 3 requires Scottish qualifying partnerships (general partnerships which are qualifying partnerships under the Partnership (Accounts) Regulations 2008 (S.I. 2008/569)) to register by providing registration information and information about their people with significant control (“PSCs”). These partnerships are required to update this information (regulation 5) and to provide notification on ceasing to be a qualifying partnership (regulation 8), on service of which there is no further requirement to provide or update information under these Regulations.

Part 4 sets out requirements on eligible Scottish partnerships (collectively, Scottish limited partnerships and Scottish qualifying partnerships) to obtain information on their PSCs, and on others to supply such information, including the nature of the PSC's significant control over the eligible Scottish partnership. Regulation 15 and Schedule 2 make provision for the enforcement of the duties on others by the eligible Scottish partnership.

Part 5 sets out the requirements on eligible Scottish partnerships to deliver to the registrar the required particulars of any registrable persons and registrable relevant legal entities, and to provide additional information if there are no registrable persons, there is an unidentified registrable person, there are unconfirmed details of a registrable person, an eligible Scottish partnership's investigations are ongoing or if there have been failures to comply with requirements to provide information under regulations 13 or 14 of these Regulations.

Part 6 requires eligible Scottish partnerships to provide an annual confirmation statement in relation to the requirements of these Regulations, similar to that required in Part 24 of the Companies Act 2006.

**Status:** Point in time view as at 27/06/2020.

**Changes to legislation:** There are outstanding changes not yet made by the [legislation.gov.uk](https://www.legislation.gov.uk) editorial team to The Scottish Partnerships (Register of People with Significant Control) Regulations 2017. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details)

Part 7 makes provision for the protection of information about a registrable person's usual residential address from use or disclosure by an eligible Scottish partnership (regulation 40) or the registrar (regulation 41). It also provides for the registrar to disclose usual residential address information to specified public authorities listed in Schedule 4, subject to conditions set out in Part 1 of Schedule 5.

Part 8 makes provision about the protection of a registrable person's particulars. It sets out a process by which application may be made to require the registrar to refrain from using or disclosing those particulars (regulations 48 to 50), and prescribes when eligible Scottish partnerships must not use or disclose those particulars (regulation 57). It also provides for access to this information by specified public authorities and credit and financial institutions, subject to conditions set out in Schedule 5 and the payment of a fee.

Part 9 applies certain provisions of the Companies Act 2006 to eligible Scottish partnerships in connection with the requirements of these Regulations, including provisions relating to the register and the functions of the registrar.

Part 10 makes consequential amendment to section 790C(7) of the Companies Act 2006, and its application in the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009, to add an eligible Scottish partnership as a legal entity which is “subject to its own disclosure requirements”, with a transitional provision, and to the Limited Partnerships (Forms) Rules 2009 (regulation 81 and Schedule 6). This Part also contains transitional provision concerning the date on which a person is deemed to have become registrable where the person was registrable on the commencement of these Regulations (regulation 81), and for applications to require the registrar to refrain from using or disclosing a registrable person's particulars (regulation 82), as well as a requirement for the Secretary of State to review the operation and effect of these Regulations and publish a report within the period of five years after their coming into force and thereafter at intervals of no longer than five years (regulation 83).

HM Treasury have overall responsibility for the transposition of the Directive, and a transposition note setting out how the Directive will be transposed into UK law is available from the Financial Services Team, HM Treasury, 1 Horse Guards Road, London SW1A 2HQ.

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, Energy and Industrial Strategy and Skills, 1 Victoria Street, London SW1H 0ET and is published with the Explanatory Memorandum alongside the instrument on [www.legislation.gov.uk](https://www.legislation.gov.uk).

**Status:**

Point in time view as at 27/06/2020.

**Changes to legislation:**

There are outstanding changes not yet made by the legislation.gov.uk editorial team to The Scottish Partnerships (Register of People with Significant Control) Regulations 2017. Any changes that have already been made by the team appear in the content and are referenced with annotations.