

SCHEDULE 1

Regulation 3

References to people with significant control over an eligible Scottish partnership

PART 1

The specified conditions

Introduction

1. This Part of this Schedule specifies the conditions at least one of which must be met by an individual (“X”) in relation to an eligible Scottish partnership (“eligible Scottish partnership Y”) in order for the individual to be a person with “significant control” over the eligible Scottish partnership Y.

Ownership of right to surplus assets on a winding up

2. The first condition is that X holds, directly or indirectly, the right to more than 25% of any surplus assets^{M1} in eligible Scottish partnership Y on a winding up.

Marginal Citations

M1 See paragraph 12 for the meaning of “the right to surplus assets of an eligible Scottish partnership on a winding up”.

Ownership of voting rights

3. The second condition is that X holds, directly or indirectly, more than 25% of the voting rights^{M2} in eligible Scottish partnership Y.

Marginal Citations

M2 See paragraph 14 for the meaning of “voting rights”.

Ownership of right to appoint or remove the persons entitled to manage the eligible Scottish partnership

4. The third condition is that X holds the right, directly or indirectly, to appoint or remove the majority of the persons who are entitled to take part in the management^{M3} of eligible Scottish partnership Y.

Marginal Citations

M3 See paragraph 14(4) for the meaning of “entitled to take part in the management” of an eligible Scottish partnership.

Significant influence or control

5. The fourth condition is that X has the right to exercise, or actually exercises, significant influence or control over eligible Scottish partnership Y.

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Trusts, partnerships etc.

6. The fifth condition is that—
- (a) the trustees of a trust or the members of a firm that, under the law by which it is governed, is not a legal person meet any of the other specified conditions (in their capacity as such) in relation to eligible Scottish partnership Y, or would do so if they were individuals, and
 - (b) X has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or firm.

PART 2

Holding an interest in an eligible Scottish partnership etc.

Introduction

7. This Part of this Schedule specifies the circumstances in which, for the purposes of paragraph (5) or (8) of regulation 3—

- (a) a person (“V”) is to be regarded as holding an interest in an eligible Scottish partnership (“eligible Scottish partnership W”);
- (b) an interest held by V in eligible Scottish partnership W is to be regarded as held through a legal entity.

Holding an interest

- 8.—(1) V holds an interest in eligible Scottish partnership W if—
- (a) V holds, directly or indirectly, the right to surplus assets of eligible Scottish partnership W on a winding up,
 - (b) V holds, directly or indirectly, voting rights in eligible Scottish partnership W,
 - (c) V holds, directly or indirectly, the right to appoint or remove any of the persons entitled to take part in the management of eligible Scottish partnership W,
 - (d) V has the right to exercise, or actually exercises, significant influence or control over eligible Scottish partnership W, or
 - (e) sub-paragraph (2) is satisfied.
- (2) This sub-paragraph is satisfied where—
- (a) the trustees of a trust or the members of a firm that, under the law by which it is governed, is not a legal person hold an interest in eligible Scottish partnership W in a way mentioned in sub-paragraph (1)(a) to (d), and
 - (b) V has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or firm.

Interests held through a legal entity

- 9.—(1) This paragraph applies where V—
- (a) holds an interest in eligible Scottish partnership W by virtue of indirectly holding a right, and
 - (b) does so by virtue of having a majority stake^{M4} in—
 - (i) a legal entity (“L”) which holds the right directly, or

- (ii) a legal entity that is part of a chain of legal entities such as is described in paragraph 13(1)(b) that includes L.
- (2) Where this paragraph applies, V holds the interest in eligible Scottish partnership W—
 - (a) through L, and
 - (b) through each other legal entity in the chain mentioned in sub-paragraph (1)(b)(ii).

Marginal Citations

M4 See paragraph 13(2) for the meaning of “majority stake”.

PART 3

Interpretation of Schedule 1

Introduction

10. This Part sets out rules for the interpretation of this Schedule, save that paragraph 17(1) does not apply to the interpretation of paragraph 2.

Joint interests and joint arrangements

11.—(1) If two or more persons hold a right jointly, each of them is treated for the purposes of this Schedule as holding that right.

(2) If the right held by a person and the right held by another person are the subject of a joint arrangement between those persons, each of them is treated for the purposes of this Schedule as holding the combined rights of both of them.

(3) A “joint arrangement” is an arrangement between the holders of a right that they will exercise all or substantially all the rights conferred by their respective rights jointly in a way that is pre-determined by the arrangement.

(4) “Arrangement” has the meaning given by paragraph 16(3).

The right to surplus assets of an eligible Scottish partnership on a winding up

12. To the extent that the holding of a right to any surplus assets of an eligible Scottish partnership on a winding up is not expressly provided for, each partner in the eligible Scottish partnership shall be treated as holding the right to an equal share in any surplus assets on a winding up.

Right held “indirectly”

13.—(1) A person holds a right “indirectly” if the person has a majority stake in a legal entity and that entity—

(a) holds that right, or

(b) is part of a chain of legal entities—

(i) each of which (other than the last) has a majority stake in the entity immediately below it in the chain, and

(ii) the last of which holds that right.

(2) For these purposes, A has a “majority stake” in B if—

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- (a) A holds a majority of the voting rights in B,
 - (b) A is a member of B and has the right to appoint or remove a majority of the board of directors of B,
 - (c) A is a member of B and controls alone, pursuant to an agreement with other shareholders or members, a majority of the voting rights in B, or
 - (d) A has the right to exercise, or actually exercises, dominant influence or control over B within the meaning of section 1162 of the Companies Act 2006.
- (3) In the application of this paragraph to the right to appoint or remove a majority of the board of directors, a legal entity is to be treated as having the right to appoint a director if—
- (a) a person's appointment as director follows necessarily from that person's appointment as director of the legal entity, or
 - (b) the directorship is held by the legal entity itself.
- (4) In this paragraph—
- (a) references to the right to appoint to or remove a majority of the board of directors of a legal entity are to the right to appoint or remove directors holding a majority of the voting rights at meetings of the board on all or substantially all matters, and
 - (b) references to a board of directors, in the case of an entity that does not have such a board, are to be read as references to the equivalent management body of that entity.

Voting rights and the right to appoint or remove persons entitled to take part in management

14.—(1) A reference to the voting rights in a legal entity is to the rights conferred on shareholders in respect of their shares (or, in the case of an entity not having a share capital, on members) to vote at general meetings of the entity on all or substantially all matters.

(2) In relation to a legal entity that does not have general meetings at which matters are decided by the exercise of voting rights—

- (a) a reference to exercising voting rights in the entity is to be read as a reference to exercising rights in relation to the entity that are equivalent to those of a person entitled to exercise voting rights in a company;
- (b) a reference to exercising more than 25% of the voting rights in the entity is to read as a reference to exercising the right under the constitution of the entity to block changes to the overall policy of the entity or to the terms of its constitution.

(3) The voting rights in a legal entity are to be reduced by any rights held by the entity itself.

(4) The right to appoint or remove a majority of the persons who are entitled to take part in the management of an eligible Scottish partnership includes the right to appoint or remove those persons who hold a majority of the voting rights at meetings of the management body of the eligible Scottish partnership.

Rights held by nominees

15. A right held by a person as nominee for another is to be treated for the purposes of this Schedule as held by the other (and not by the nominee).

Rights treated as held by person who controls their exercise

16.—(1) Where a person controls a right, the right is to be treated for the purposes of this Schedule as held by that person (and not by the person who in fact holds the right, unless that person also controls it).

(2) A person “controls” a right if, by virtue of any arrangement between that person and others, the right is exercisable only—

- (a) by that person,
- (b) in accordance with that person's directions or instructions, or
- (c) with that person's consent or concurrence.

(3) “Arrangement” includes—

- (a) any scheme, agreement or understanding, whether or not it is legally enforceable, and
- (b) any convention, custom or practice of any kind.

(4) Something does not count as an arrangement unless there is at least some degree of stability about it (whether by its nature or terms, the time it has been in existence or otherwise).

Rights exercisable only in certain circumstances etc.

17.—(1) Rights that are exercisable only in certain circumstances are to be taken into account only—

- (a) when the circumstances have arisen, and for so long as they continue to obtain, or
- (b) when the circumstances are within the control of the person having the rights.

(2) But rights that are exercisable by an administrator or by creditors while a legal entity is in relevant insolvency proceedings are not to be taken into account even while the entity is in those proceedings.

(3) “Relevant insolvency proceedings” means—

- (a) administration within the meaning of the Insolvency Act 1986 ^{M5},
- (b) administration within the meaning of the Insolvency (Northern Ireland) Order 1989 ^{M6}, or
- (c) proceedings under the insolvency law of another country or territory during which an entity's assets and affairs are subject to the control or supervision of a third party or creditor.

(4) Rights that are normally exercisable but are temporarily incapable of exercise are to continue to be taken into account.

Marginal Citations

M5 1986 c.45.

M6 S.I. 1989/2405 (N.I. 19).

Rights attached to shares held by way of security

18. Rights attached to shares held by way of security provided by a person are to be treated for the purposes of this Schedule as held by that person—

- (a) where apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights are exercisable only in accordance with that person's instructions, and
- (b) where the shares are held in connection with the granting of loans as part of normal business activities and apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights are exercisable only in that person's interests.

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Meaning of “significant influence or control”

19. Regard must be had to any guidance on the meaning of “significant influence and control” issued for the purposes of this Schedule by the Secretary of State.

SCHEDULE 2

Regulation 15

Enforcement of disclosure requirements

Right to issue restrictions notice

1.—(1) This paragraph applies if—

- (a) a notice under regulation 10 (duty to investigate) or 11 (duty to keep information up to date) is served by an eligible Scottish partnership on a person who has a relevant interest in the eligible Scottish partnership, and
- (b) the person fails to comply with that notice within the time specified in it.

(2) The eligible Scottish partnership may give the person a notice under this paragraph (a “warning notice”) informing the person that it is proposing to issue the person with a notice (a “restrictions notice”) with respect to the relevant interest.

(3) The eligible Scottish partnership may issue the restrictions notice if, by the end of the period of one month beginning with the day on which the warning notice was given—

- (a) the person has not complied with the notice served under regulation 10 or 11, and
- (b) the eligible Scottish partnership has not been provided with a valid reason sufficient to justify the person's failure to comply with the notice served under that regulation.

(4) A restrictions notice is issued on a person by sending the notice to the person.

(5) The effect of a restrictions notice is set out in paragraph 3.

(6) In deciding whether to issue a restrictions notice, the eligible Scottish partnership must have regard to the effect of the notice on the rights of third parties in respect of the relevant interest.

Relevant interests

2.—(1) For the purposes of this Schedule, a person has a relevant interest in an eligible Scottish partnership if the person—

- (a) holds any interest in the eligible Scottish partnership,
- (b) holds any voting rights in the eligible Scottish partnership, or
- (c) holds the right to appoint or remove any of the persons who are entitled to take part in the management of the eligible Scottish partnership.

(2) References to the “relevant interest” are to the interest or right in question.

(3) Parts 2 and 3 of Schedule 1 apply for the interpretation of sub-paragraph (1) save that, where the relevant interest is by virtue of paragraph 15 or 16 of that Schedule treated for the purposes of that Schedule as held by a person other than the person who in fact holds the interest, both the holder and the other person are to be regarded for the purposes of this Schedule as having the relevant interest.

Effect of restrictions notice

3.—(1) The effect of a restrictions notice issued under paragraph 1 with respect to a relevant interest is as follows—

- (a) any transfer of the interest is void,
 - (b) no rights are exercisable in respect of the interest,
 - (c) except in a liquidation or a sequestration of the eligible Scottish partnership under the Bankruptcy (Scotland) Act 2016, no payment may be made of sums due from the eligible Scottish partnership in respect of the interest, whether in respect of capital or otherwise.
- (2) An agreement to transfer an interest that is subject to the restriction in sub-paragraph (1)(a) is void.
- (3) Sub-paragraph (2) does not apply to an agreement to transfer the interest on the making of an order under paragraph 7 made by virtue of sub-paragraph (3)(b) of that paragraph (removal of restrictions in case of court-approved transfer).
- (4) An agreement to transfer any associated right (otherwise than in a liquidation) is void.
- (5) Sub-paragraph (4) does not apply to an agreement to transfer any such right on the making of an order under paragraph 7 made by virtue of sub-paragraph (3)(b) of that paragraph (removal of restrictions in case of court-approved transfer).
- (6) An “associated right”, in relation to a relevant interest, is a right to receive payment of any sums due from the eligible Scottish partnership in respect of the relevant interest.
- (7) The provisions of this paragraph are subject to any directions given under paragraph 4.

Protection of third party rights

- 4.—(1) The court may give a direction under this paragraph if, on application by any person aggrieved, the court is satisfied that a restrictions notice issued by the eligible Scottish partnership under paragraph 1 unfairly affects the rights of third parties in respect of the relevant interest.
- (2) The direction is given for the purpose of protecting those third party rights.
- (3) The direction is a direction that certain acts will not constitute a breach of the restrictions placed on the relevant interest by the restrictions notice.
- (4) An order containing a direction under this paragraph—
- (a) must specify the acts that will not constitute a breach of the restrictions, and
 - (b) may confine the direction to cases where those acts are done by persons, or for purposes, described in the order.
- (5) The direction may be given subject to such terms as the court thinks fit.

Breach of restrictions

- 5.—(1) A person commits an offence if the person does anything listed in sub-paragraph (2) knowing that the interest is subject to restrictions.
- (2) The things are—
- (a) exercising or purporting to exercise any right to dispose of a relevant interest,
 - (b) exercising or purporting to exercise any right to dispose of any right to be issued with a relevant interest, or
 - (c) voting in respect of a relevant interest (whether as holder of the interest or as proxy) or appointing a proxy to vote in respect of a relevant interest.
- (3) A person who has a relevant interest that the person knows to be subject to restrictions commits an offence if the person—
- (a) knows a person to be entitled (apart from the restrictions) to vote in respect of the interest, whether as holder or as proxy,

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- (b) does not know the person to be aware of the fact that the interest is subject to restrictions, and
 - (c) fails to notify the person of that fact.
 - (4) A person commits an offence if the person—
 - (a) either has a relevant interest that the person knows to be subject to restrictions or is entitled to an associated right, and
 - (b) enters in that capacity into an agreement that is void by virtue of paragraph 3(2) or (4).
 - (5) References in this Schedule to an interest being “subject to restrictions” are to an interest being subject to restrictions by virtue of a restrictions notice under paragraph 1.
- 6.—**(1) A person guilty of an offence under paragraph 5 is liable—
 - (a) on conviction on indictment, to a fine;
 - (b) on summary conviction—
 - (i) in England and Wales, to a fine,
 - (ii) in Scotland or Northern Ireland, to a fine not exceeding the statutory maximum.
- (2) The provisions of paragraph 5 are subject to any direction given under paragraph 4 or 7.

Relaxation of restrictions

- 7.—**(1) An application may be made to the court for an order directing that the relevant interest cease to be subject to restrictions.
- (2) An application for an order under this paragraph may be made by the eligible Scottish partnership in question or by any person aggrieved.
- (3) The court must not make an order under this paragraph unless—
 - (a) it is satisfied that the information required by the notice served under regulation 10 or 11 has been disclosed to the eligible Scottish partnership and no unfair advantage has accrued to any person as a result of the earlier failure to make that disclosure, or
 - (b) the relevant interest is to be transferred for valuable consideration and the court approves the transfer.
- (4) An order under this paragraph made by virtue of sub-paragraph (3)(b) may continue, in whole or in part, the restriction mentioned in paragraph 3(1)(c) so far as it relates to a right acquired or offer made before the transfer.
- (5) Where any restrictions continue in force under sub-paragraph (4)—
 - (a) an application may be made under this paragraph for an order directing that the relevant interest cease to be subject to those restrictions, and
 - (b) sub-paragraph (3) does not apply in relation to the making of such an order.

Orders for sale

- 8.—**(1) The court may order that the relevant interest subject to restrictions be sold subject to the court's approval as to the sale.
- (2) An application for an order under sub-paragraph (1) may only be made by the eligible Scottish partnership in question.
- (3) If the court makes an order under this paragraph, it may make such further order relating to the sale or transfer of the interest as it thinks fit.
- (4) An application for an order under sub-paragraph (3) may be made—

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- (a) by the eligible Scottish partnership in question,
- (b) by the person appointed by or in pursuance of the order to effect the sale, or
- (c) by any person with an interest in the relevant interest.

(5) On making an order under sub-paragraph (1) or (3), the court may order that the applicant's costs (in Scotland, expenses) be paid out of the proceeds of sale.

9.—(1) If a relevant interest is sold in pursuance of an order under paragraph 8, the proceeds of the sale, less the costs of the sale, must be paid into court for the benefit of those who are beneficially interested in the relevant interest.

(2) A person who is beneficially interested in the relevant interest may apply to the court for the whole or part of those proceeds to be paid to that person.

(3) On such an application, the court must order the payment to the applicant of—

- (a) the whole of the proceeds of sale together with any interest on the proceeds, or
- (b) if another person was also beneficially interested in the relevant interest at the time of the sale, such proportion of the proceeds (and any interest) as the value of the applicant's interest bears to the total value of the relevant interest.

(4) If the court has ordered under paragraph 8 that the costs (in Scotland, expenses) of an applicant under that paragraph are to be paid out of the proceeds of sale, the applicant is entitled to payment of those costs (or expenses) out of the proceeds before any person receives any part of the proceeds under this paragraph.

The power of an eligible Scottish partnership to withdraw restrictions notice

10. An eligible Scottish partnership that issues a person with a restrictions notice under paragraph 1 must by notice withdraw the restrictions notice if—

- (a) it is satisfied that there is a valid reason sufficient to justify the person's failure to comply with the notice served under regulation 10 or 11,
- (b) the notice served under regulation 10 or 11 is complied with,
- (c) it discovers that the rights of a third party in respect of the relevant interest are being unfairly affected by the restrictions notice, or
- (d) being a Scottish qualifying partnership, it delivers a notice to the registrar under regulation 8(1) (effect of a Scottish partnership ceasing to be a qualifying partnership).

Content of a warning notice

11. A warning notice given under paragraph 1 of this Schedule must—

- (a) specify the date on which the warning notice is given;
- (b) be accompanied by a copy of the notice given under regulation 10 or 11 to which the warning notice relates;
- (c) identify the addressee's relevant interest in the eligible Scottish partnership by reference to the right in question;
- (d) state that the eligible Scottish partnership will consider reasons provided to it as to why the addressee failed to comply with the notice given under regulation 10 or 11;
- (e) explain the effect of a restrictions notice; and
- (f) state that, by virtue of a restrictions notice, certain acts or failures to act may constitute an offence.

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Content of a restrictions notice

- 12.** A restrictions notice issued under paragraph 1 of this Schedule must—
- (a) specify the date on which the restrictions notice is issued;
 - (b) be accompanied by a copy of the warning notice which preceded the restrictions notice;
 - (c) identify the addressee's relevant interest in the eligible Scottish partnership by reference to the right in question;
 - (d) explain the effect of the restrictions notice;
 - (e) state that, by virtue of the restrictions notice, certain acts or failures to act may constitute an offence; and
 - (f) state that an aggrieved person may apply to the court for an order directing that the relevant interest cease to be subject to restrictions.

Failure to comply with a regulation 10 or 11 notice: valid reason

13. An eligible Scottish partnership must take into account any incapacity of the addressee of a notice given under regulation 10 or 11 in deciding what counts as a “valid reason” sufficient to justify the addressee's failure to comply with the notice.

Withdrawal of a restrictions notice

- 14.** Where an eligible Scottish partnership is required to withdraw a restrictions notice under paragraph 10 of this Schedule by notice (a “withdrawal notice”), the withdrawal notice must—
- (a) be given within the period of 14 days beginning with the day the eligible Scottish partnership became required to withdraw the restrictions notice under that paragraph;
 - (b) specify the date on which the withdrawal notice is given;
 - (c) identify the addressee's relevant interest in the eligible Scottish partnership by reference to the right in question; and
 - (d) state that the relevant interest is no longer subject to restrictions.

Offences for failing to comply with notices

15.—(1) A person to whom a notice under regulation 10 or 11 is addressed commits an offence if the person—

- (a) fails to comply with the notice, or
- (b) in purported compliance with the notice—
 - (i) makes a statement that the person knows to be false in a material particular, or
 - (ii) recklessly makes a statement that is false in a material particular.

(2) Where the person is a legal entity, an offence is also committed by every officer of the entity who is in default.

(3) A person does not commit an offence under sub-paragraph (1)(a) (or sub-paragraph (2) as it applies in relation to that sub-paragraph) if the person proves that the requirement to give information was frivolous or vexatious.

- (4) A person guilty of an offence under this paragraph is liable—
- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
 - (b) on summary conviction—

- (i) in England and Wales, to imprisonment for a term not exceeding three months or to a fine (or both);
- (ii) in Scotland and Northern Ireland, to imprisonment for a term not exceeding three months or to a fine not exceeding the statutory maximum (or both).

Offences for failing to provide information

- 16.**—(1) A person commits an offence if the person—
- (a) fails to comply with a duty under regulation 14 or 15, or
 - (b) in purported compliance with such a duty—
 - (i) makes a statement that the person knows to be false in a material particular, or
 - (ii) recklessly makes a statement that is false in a material particular.
- (2) Where the person is a legal entity, an offence is also committed by every officer of the entity who is in default.
- (3) A person guilty of an offence under this paragraph is liable—
- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
 - (b) on summary conviction—
 - (i) in England and Wales, to imprisonment for a term not exceeding three months or to a fine (or both);
 - (ii) in Scotland and Northern Ireland, to imprisonment for a term not exceeding three months or to a fine not exceeding the statutory maximum (or both).

SCHEDULE 3

Regulation 18

Statements required as to the nature of control

PART 1

First Condition

- 1.** A statement that the person holds, directly or indirectly, the right to more than 25% but not more than 50% of the surplus assets of the eligible Scottish partnership on a winding up.
- 2.** A statement that the person holds, directly or indirectly, the right to more than 50% but less than 75% of the surplus assets of the eligible Scottish partnership on a winding up.
- 3.** A statement that the person holds, directly or indirectly, the right to 75% or more of the surplus assets of the eligible Scottish partnership on a winding up.

PART 2

Second Condition

- 4.** A statement that the person holds, directly or indirectly, more than 25% but not more than 50% of any voting rights in the eligible Scottish partnership.

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5. A statement that the person holds, directly or indirectly, more than 50% but less than 75% of any voting rights in the eligible Scottish partnership.

6. A statement that the person holds, directly or indirectly, 75% or more of any voting rights in the eligible Scottish partnership.

PART 3

Third Condition

7. A statement that the person holds the right, directly or indirectly, to appoint or remove a majority of the persons who are entitled to take part in the management of the eligible Scottish partnership.

PART 4

Fourth Condition

8. A statement that the person has the right to exercise, or actually exercises, significant influence or control over the eligible Scottish partnership.

PART 5

Fifth Condition and Trusts

9. A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to more than 25% but not more than 50% of any surplus assets of the eligible Scottish partnership on a winding up.

10. A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to more than 50% but less than 75% of any surplus assets of the eligible Scottish partnership on a winding up.

11. A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to 75% or more of any surplus assets of the eligible Scottish partnership on a winding up.

12. A statement that—

- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
- (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of any voting rights in the eligible Scottish partnership.

13. A statement that—
 - (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
 - (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, more than 50% but less than 75% of any voting rights in the eligible Scottish partnership.
14. A statement that—
 - (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
 - (b) the trustees of that trust (in their capacity as such) hold, directly or indirectly, 75% or more of any the voting rights in the eligible Scottish partnership.
15. A statement that—
 - (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
 - (b) the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons who are entitled to take part in the management of the eligible Scottish partnership.
16. A statement that—
 - (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a trust; and
 - (b) the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the eligible Scottish partnership.

PART 6

Fifth Condition and Firms

17. A statement that—
 - (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
 - (b) the members of that firm (in their capacity as such) hold, directly or indirectly, the right to more than 25% but not more than 50% of any surplus assets of the eligible Scottish partnership on a winding up.
18. A statement that—
 - (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
 - (b) the members of that firm (in their capacity as such) hold, directly or indirectly, the right to more than 50% but less than 75% of any surplus assets of the eligible Scottish partnership on a winding up.
19. A statement that—
 - (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and

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- (b) the members of that firm (in their capacity as such) hold, directly or indirectly, the right to 75% or more of any surplus assets of the eligible Scottish partnership on a winding up.
- 20.** A statement that—
- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
 - (b) the members of that firm (in their capacity as such) hold, directly or indirectly, more than 25% but not more than 50% of any voting rights in the eligible Scottish partnership.
- 21.** A statement that—
- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
 - (b) the members of that firm (in their capacity as such) hold, directly or indirectly, more than 50% but less than 75% of any voting rights in the eligible Scottish partnership.
- 22.** A statement that—
- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
 - (b) the members of that firm (in their capacity as such) hold, directly or indirectly, 75% or more of any voting rights in the eligible Scottish partnership.
- 23.** A statement that—
- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
 - (b) the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of persons who are entitled to take part in the management of the eligible Scottish partnership.
- 24.** A statement that—
- (a) the person has the right to exercise, or actually exercises, significant influence or control over the activities of a firm that, under the law by which it is governed, is not a legal person; and
 - (b) the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the eligible Scottish partnership.

PART 7

Interpretation of Schedule 3

- 25.** In this Schedule—
- (a) paragraph 12 of Schedule 1 has effect in relation to references to the right to surplus assets on the winding up of an eligible Scottish partnership;
 - (b) paragraph 14 of Schedule 1 has effect in relation to references to voting rights in an eligible Scottish partnership and to persons who are entitled to take part in the management of an eligible Scottish partnership;

- (c) paragraph 19 of Schedule 1 has effect in relation to references to significant influence or control over an eligible Scottish partnership.

SCHEDULE 4

Regulation 42

Specified public authorities

- The Bank of England;
- the Charity Commission;
- the Charity Commission for Northern Ireland;
- the Commissioners for Her Majesty's Revenue and Customs;
- the Competition and Markets Authority;
- the Crown Office and Procurator Fiscal Service;
- the Director of Public Prosecutions;
- the Director of Public Prosecutions for Northern Ireland;
- the Financial Conduct Authority;
- the Food Standards Agency;
- the Gas and Electricity Markets Authority;
- the Gambling Commission;
- the Gangmasters Licensing Authority;
- the Government Communications Headquarters;
- the Health and Safety Executive;
- the Health and Safety Executive for Northern Ireland;
- the Marine Management Organisation;
- the Minister for the Cabinet Office;
- the National Crime Agency;
- the Northern Ireland Authority for Utility Regulation;
- any Northern Ireland Department;
- the Office of Communications;
- the Office of the Information Commissioner;
- the Office for Nuclear Regulation;
- the Office of the Scottish Charity Regulator;
- the Official Receiver for Northern Ireland;
- the Panel on Takeovers and Mergers;
- the Pensions Regulator;
- the Prudential Regulation Authority;
- the Registry of Credit Unions and Industrial and Provident Societies for Northern Ireland;
- the Regulator of Community Interest Companies;
- the Scottish Housing Regulator;

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- the Scottish Ministers;
- the Security Industry Authority;
- the Secret Intelligence Service;
- the Secretary of State;
- the Security Service;
- the Serious Fraud Office;
- the Treasury;
- the Treasury Solicitor;
- the Welsh Ministers;
- a local authority within the meaning of section 54(2) of the Companies Act 2006;
- an official receiver appointed under section 399 of the Insolvency Act 1986^{M7} (appointment, etc., of official receivers);
- a person acting as an insolvency practitioner within the meaning of section 388 of the Insolvency Act 1986 (meaning of “act as an insolvency practitioner”) or article 3 of the Insolvency (Northern Ireland) Order 1989^{M8} (“act as an insolvency practitioner”);
- an inspector appointed under Part 14 of the Companies Act 1985^{M9} (investigation of companies and their affairs: requisition of documents) or a person appointed under regulation 30 of the Open-Ended Investment Companies Regulations 2001^{M10} (power to investigate) or regulation 30 of the Open-Ended Investment Companies Regulations (Northern Ireland) 2004^{M11};
- any person authorised to exercise powers under section 447 of the Companies Act 1985 (power to require documents and information), or section 84 of the Companies Act 1989^{M12} (exercise of powers by partners, etc.);
- any person exercising functions conferred by Part 6 of the Financial Services and Markets Act 2000^{M13} (official listing);
- a person appointed to make a report under section 166 or 166A (reports by skilled persons) of the Financial Services and Markets Act 2000^{M14};
- a person appointed to conduct an investigation under section 167 (appointment of persons to carry out general investigations) or 168(3) or (5) (appointment of persons to carry out investigations in particular cases) of the Financial Services and Markets Act 2000;
- a person appointed under section 284 (power to investigate) of the Financial Services and Markets Act 2000;
- a police force within the meaning of section 101(1) of the Police Act 1996^{M15};
- the Police Service of Northern Ireland;
- the Police Service of Scotland;
- the lead enforcement authority (as defined in section 33(1) of the Estate Agents Act 1979^{M16}) exercising functions under the Estate Agents Act 1979.

Marginal Citations

M7 1986 c.45.

M8 S.I. 1989/2405; relevant amending instruments are S.I. 2002/223 and 2002/334.

M9 1985 c.6.

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- M10** S.I. 2001/1228; relevant amending instruments are S.I. 2009/553, 2010/22, 2011/1265, 2011/3049 and 2013/472.
- M11** S.I. 2004/335, amended by S.I. 2013/472; there are other amending instruments but none is relevant.
- M12** 1989 c.40.
- M13** 2000 c.8.
- M14** Section 166A was inserted by paragraph 6 of Schedule 12 to the Financial Services Act 2012 (c.21).
- M15** 1996 c.16; section 101(1) was amended by section 96(2) of the Police Reform and Social Responsibility Act 2011 (c.13).
- M16** 1979 c.38; the definition of “lead enforcement authority” was inserted by paragraph 1(11)(c) of Schedule 2(1) to the Public Bodies (Abolition of the National Consumer Council and Transfer of the Office of Fair Trading’s Functions in relation to Estate Agents etc.) Order 2014/631.

Marginal Citations

- M7** 1986 c.45.
- M8** S.I. 1989/2405; relevant amending instruments are S.I. 2002/223 and 2002/334.
- M9** 1985 c.6.
- M10** S.I. 2001/1228; relevant amending instruments are S.I. 2009/553, 2010/22, 2011/1265, 2011/3049 and 2013/472.
- M11** S.I. 2004/335, amended by S.I. 2013/472; there are other amending instruments but none is relevant.
- M12** 1989 c.40.
- M13** 2000 c.8.
- M14** Section 166A was inserted by paragraph 6 of Schedule 12 to the Financial Services Act 2012 (c.21).
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- M16** 1979 c.38; the definition of “lead enforcement authority” was inserted by paragraph 1(11)(c) of Schedule 2(1) to the Public Bodies (Abolition of the National Consumer Council and Transfer of the Office of Fair Trading’s Functions in relation to Estate Agents etc.) Order 2014/631.

SCHEDULE 5

Regulations 42 and 45

Conditions for permitted disclosure

PART 1

Disclosure to Specified Public Authorities

1. The specified public authority has delivered to the registrar a statement that it intends to use the information only for the purpose of facilitating the carrying out by that specified public authority of a public function (“the permitted purpose”).

2. Subject to paragraph 3, the specified public authority has delivered to the registrar a statement that, where it supplies a copy of the information to a processor for the purpose of processing the information for use in respect of the permitted purpose, the specified public authority will—

- (a) ensure that the processor is one who carries on business [^{F1}in the United Kingdom or] in the European Economic Area;
- (b) require that the processor does not transmit the information outside the [^{F2}area comprising the United Kingdom and the European Economic Area]; and

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- (c) require that the processor does not disclose the information except to that specified public authority or an employee of that specified public authority.

Textual Amendments

F1 Words in Sch. 5 para. 2(a) inserted (31.12.2020) by *The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019* (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(a)(i)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

F2 Words in Sch. 5 para. 2(b) substituted (31.12.2020) by *The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019* (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(a)(ii)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

3. Paragraph 2 does not apply where the specified public authority is the National Crime Agency, Secret Intelligence Service, Security Service or Government Communications Headquarters.

4. The specified public authority has delivered any information or evidence required by the registrar for the purpose of enabling the registrar to determine in accordance with these Regulations whether to disclose the information.

5. The specified public authority has complied with any requirement by the registrar to confirm the accuracy of the statements, information or evidence delivered to the registrar pursuant to this Part of this Schedule.

PART 2

Disclosure to a Credit Institution or a Financial Institution

6.—^{F3}(1) The credit institution or financial institution, referred to in this Part as the “relevant institution,” maintains appropriate procedures to ensure that—

- (a) an independent person can investigate and audit the measures maintained by the relevant institution for the purpose of ensuring the security of any information disclosed to that institution; and

^{F4}(b) for the purposes of ensuring that it complies with its ^{F5}obligations under the data protection legislation (as defined in section 3 of the Data Protection Act 2018).]

^{F6}(2)

Textual Amendments

F3 Sch. 5 para. 6(1): Sch. 5 para. 6 renumbered as Sch. 5 para. 6(1) (25.5.2018) by *Data Protection Act 2018* (c. 12), s. 212(1), **Sch. 19 para. 420(2)** (with ss. 117, 209, 210); S.I. 2018/625, reg. 2(1)(g)

F4 Sch. 5 para. 6(1)(b) substituted (25.5.2018) by *Data Protection Act 2018* (c. 12), s. 212(1), **Sch. 19 para. 420(3)** (with ss. 117, 209, 210); S.I. 2018/625, reg. 2(1)(g)

F5 Words in Sch. 5 para. 6(1)(b) substituted (31.12.2020) by *The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019* (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(b)(i)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

F6 Sch. 5 para. 6(2) omitted (31.12.2020) by virtue of *The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019* (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(b)(ii)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

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7. The relevant institution has delivered to the registrar a statement confirming that it is a credit institution or a financial institution, as the case may be, and that it meets the conditions in paragraph 6.

8. The relevant institution has delivered to the registrar a statement that it intends to use information only for the purpose of applying customer due diligence measures to the eligible Scottish partnership to which the secured information relates, in compliance with the institution's obligations under Part 3 (customer due diligence) of the 2017 Money Laundering Regulations.

9. The relevant institution has delivered to the registrar a statement that confirms the name and registered number of the eligible Scottish partnership in respect of which it is required to apply customer due diligence measures under the 2017 Money Laundering Regulations.

10. The relevant institution has delivered to the registrar a statement that it intends to take delivery of and to use the information only in the United Kingdom ^{F7}....

Textual Amendments

F7 Words in Sch. 5 para. 10 omitted (31.12.2020) by virtue of *The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019* (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(c)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

11. The relevant institution has delivered to the registrar a statement that it will, where it supplies a copy of the information to a processor for the purpose of processing the information for use in respect of the purpose referred to in paragraph 8—

- (a) ensure that the processor is one who carries on business in the [^{F8}United Kingdom];
- (b) require that the processor does not transmit the information outside the [^{F9}United Kingdom]; and
- (c) require that the processor does not disclose the information except to that institution.

Textual Amendments

F8 Words in Sch. 5 para. 11(a) substituted (31.12.2020) by *The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019* (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(d)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

F9 Words in Sch. 5 para. 11(b) substituted (31.12.2020) by *The Companies, Limited Liability Partnerships and Partnerships (Amendment etc.) (EU Exit) Regulations 2019* (S.I. 2019/348), reg. 2, **Sch. 2 para. 18(d)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

12. The relevant institution has delivered any information or evidence required by the registrar for the purpose of enabling the registrar to determine in accordance with these Regulations whether to disclose the information.

13. The relevant institution has complied with any requirement by the registrar to confirm the accuracy of the statements, information or evidence delivered to the registrar pursuant to this Part of this Schedule.

PART 3

Interpretation of Schedule 5

14. In this Schedule—

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- (a) “processor” means any person who provides a service which consists of putting information into data form or processing information in data form and any reference to a processor includes a reference to the processor's employees;
- (b) “public function” includes—
 - (i) any function conferred by or in accordance with any provision contained in any enactment ^{M17};
 - ^{F10}(ii)
 - (iii) any similar function conferred on persons by or under provisions having effect as part of the law of a country or territory outside the United Kingdom; and
 - (iv) any function exercisable in relation to the investigation of any criminal offence or for the purpose of any criminal proceedings;
- (c) any reference to an employee of any person who has access to information includes any person working or providing services for the purposes of that person or employed by or on behalf of, or working for, any person who is so working or who is supplying such a service; and
- (d) any reference to the disclosure for the purpose of facilitating the carrying out of a public function includes disclosure in relation to, and for the purpose of, any proceedings whether civil, criminal or disciplinary in which the specified public authority engages while carrying out its public functions.

Textual Amendments

F10 Sch. 5 para. 14(b)(ii) omitted (31.12.2020) by virtue of [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/348\)](#), reg. 2, **Sch. 2 para. 18(e)** (with Sch. 4 para. 5) (as amended by S.I. 2020/523, regs. 1(2), 20); 2020 c. 1, Sch. 5 para. 1(1)

Marginal Citations

M17 See section 1293 of the Companies Act 2006 for the meaning of “enactment”; section 1293 was amended by section 90(4) of the [Small Business, Enterprise and Employment Act 2015 \(c.26\)](#).

SCHEDULE 6

Regulation 81

New Schedule to the Limited Partnerships (Forms) Rules 2009

“SCHEDULE

Rule 3

Forms to be used for the purposes of the Limited Partnerships Act 1907

PART I

Form for Registration of Limited Partnerships in England, Wales and Northern Ireland

A fee is payable with this form. **LP5**

LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership in England, Wales or Northern Ireland

(In accordance with section 8A of the Limited Partnerships Act 1907)

Use this form to apply to register a limited partnership in England, Wales or Northern Ireland

Do not use this form to apply to register a limited partnership in Scotland (use LP5(s))

Name of firm ¹ _____

The general nature of the business

Address of the proposed principal place of business of the limited partnership

The term, if any, for which the limited partnership is to be entered into ²

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LP5
Application for registration of a Limited Partnership

Names and signatures

Please give the name and signature of each general partner

Name	Signature

Please give the name, amount contributed and signature of each limited partner

Name	Amount contributed ¹	Signature

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LP5

Application for registration of a Limited Partnership

- 1 State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.
- 2 This begins with the date of registration.
- 3 State the amount contributed by each limited partner, and whether paid in cash, or how otherwise.

This form is not to be used to apply for registration of a private fund limited partnership and does not include that application (use form LP7).

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Presenters reference:

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PART 2

Form for Registration of Limited Partnerships in Scotland

LP5(s)

A fee is payable with this form.

LIMITED PARTNERSHIPS ACT 1907

Application for Registration of a Limited Partnership in Scotland

(In accordance with section 8A of the Limited Partnerships Act 1907)

Use this form to apply to register a limited partnership in Scotland

Do not use this form to apply to register a limited partnership in England, Wales or Northern Ireland (use LP5)

Do not use this form if any individual person with significant control (PSC) is applying, or has applied for protection from disclosing their details on the public record. Contact secureforms@companieshouse.gov.uk to obtain the correct form

Name of firm ¹ _____

The general nature of the business

Address of the proposed principal place of business of the limited partnership (this must be in Scotland)

The term, if any, for which the limited partnership is to be entered into ²

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LP5(s)

Application for registration of a limited partnership in Scotland

People with significant control (PSC)

Use this Part to tell us about people with significant control (either a registrable person or registrable relevant legal entity (RLE)) in respect of the LP.

Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us: secureforms@companieshouse.gov.uk

If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership, tick statement A and complete any relevant PSC sections.

If there will be no registrable person or RLE, tick statement B and go to signatures section.

A

Statement of initial significant control ¹

On registration, there will be a person who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership.

¹ **Statement of initial significant control**
If there will be a person with significant control (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections C, D & E.

Please use continuation pages if necessary.

B

Statement of no PSC

(Please tick the statement below if appropriate)

There is no person identified as a person with significant control (either a registrable person or RLE) in relation to the limited partnership.

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LP5(s)

Application for registration of a limited partnership in Scotland

Individual PSC

Statement about individual PSC particulars

Please tick the box to confirm

- The proposed partners confirm that the person named below as an individual PSC knows that their particulars are being supplied as part of this application.

C1 Individual's details											
Title											
Full forename(s)											
Surname											
Country/State of residence ¹											
Nationality											
Month/year of birth ²	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td style="width: 20px; height: 20px;">m</td> <td style="width: 20px; height: 20px;">m</td> <td style="width: 20px; height: 20px;">y</td> <td style="width: 20px; height: 20px;">y</td> <td style="width: 20px; height: 20px;">f</td> <td style="width: 20px; height: 20px;">y</td> </tr> </table>	m	m	y	y	f	y				
m	m	y	y	f	y						
C2 Individual's service address ³ Please show the individual's service address below. You must also complete the usual residential address in Section C4.											
Building name/number											
Street											
Post town											
County/Region											
Postcode	<table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> <td style="width: 20px; height: 20px;"></td> </tr> </table>										
Country											

1 Country/State of residence
This is in respect of the usual residential address as stated in section C4.

2 Month and year of birth
Please provide month and year only. Provide full date of birth in section C3.

3 Service address
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

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LP5(s)
Application for registration of a limited partnership in Scotland



This page is not shown on the public record



Do not cover this barcode

C3

Individual's date of birth¹

Please complete the full date of birth below.

Date of birth

0	9	0	9	0	9	0	9
---	---	---	---	---	---	---	---

1 Date of birth

Please give the full date of birth. The day (dd) will not appear on the public record.

C4

Individual's usual residential address²

Please complete the individual's usual residential address below.

Building name/number

Street

Post town

County/Region

Postcode

Country

2 Individual's usual residential address

You can state 'Same as service address' in this section if the usual residential address is same as the service address.

You cannot state 'Same as service address' if the service address has been stated in section C2 as 'the LP's service address'. You will need to complete the address in full. This address cannot be a PO Box, DX or LP (Legal Post in Scotland) number.



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<p>LP5(s) Application for registration of a limited partnership in Scotland</p>	
C5	<p>Nature of control for an individual⁹</p> <p>Please indicate the individual's nature of control over the LP.</p> <p>Share of assets The individual holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>Ownership of voting rights The individual holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>Ownership of right to appoint/remove management</p> <p><input type="checkbox"/> The individual holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.</p> <p>Significant influence or control (Only tick if none of the above apply)</p> <p><input type="checkbox"/> The individual has the right to exercise, or actually exercises, significant influence or control over the LP.</p>
<p>● Tick each that apply Only tick the 4th statement (Significant influence or control) if none of the previous statements apply</p>	
07/17 Version 1.0	

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<p>LP5(s) Application for registration of a limited partnership in Scotland</p>	
C6	<p>Nature of control by a firm over which the individual has significant control [ⓐ]</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 80%; padding: 5px;"> <p>The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p> </div> <div style="width: 15%; padding: 5px; vertical-align: top;"> <p>● Tick each that apply</p> </div> </div>
C7	<p>Nature of control by a trust over which the individual has significant control [ⓐ]</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 80%; padding: 5px;"> <p>The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:</p> <p>the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p> </div> <div style="width: 15%; padding: 5px; vertical-align: top;"> <p>● Tick each that apply</p> </div> </div>

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<p>LP5(s) Application for registration of a limited partnership in Scotland</p>																							
<p>Relevant legal entity (RLE)</p>																							
D1 RLE details																							
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%; padding: 2px;">Corporate or firm name</td> <td style="border-bottom: 1px solid black;"></td> </tr> <tr> <td style="padding: 2px;">Building name/number</td> <td style="border-bottom: 1px solid black;"></td> </tr> <tr> <td style="padding: 2px;">Street</td> <td style="border-bottom: 1px solid black;"></td> </tr> <tr> <td style="padding: 2px;">Post town</td> <td style="border-bottom: 1px solid black;"></td> </tr> <tr> <td style="padding: 2px;">County/Region</td> <td style="border-bottom: 1px solid black;"></td> </tr> <tr> <td style="padding: 2px;">Postcode</td> <td style="border-bottom: 1px solid black; text-align: center;"> <table style="margin: 0 auto; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> </tr> </table> </td> </tr> <tr> <td style="padding: 2px;">Country</td> <td style="border-bottom: 1px solid black;"></td> </tr> </table>	Corporate or firm name		Building name/number		Street		Post town		County/Region		Postcode	<table style="margin: 0 auto; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> </tr> </table>									Country		<p>Registered or principal office address This address will appear on the public record.</p>
Corporate or firm name																							
Building name/number																							
Street																							
Post town																							
County/Region																							
Postcode	<table style="margin: 0 auto; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> <td style="border: 1px solid black; width: 20px; height: 15px;"></td> </tr> </table>																						
Country																							
D2 Legal form and governing law																							
<p>Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.</p>																							
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25%; padding: 2px;">Legal form</td> <td style="border-bottom: 1px solid black;"></td> </tr> <tr> <td style="padding: 2px;">Governing law</td> <td style="border-bottom: 1px solid black;"></td> </tr> <tr> <td style="padding: 2px;">If applicable, register in which RLE is entered</td> <td style="border-bottom: 1px solid black;"></td> </tr> <tr> <td style="padding: 2px;">Country/State</td> <td style="border-bottom: 1px solid black;"></td> </tr> <tr> <td style="padding: 2px;">Registration number</td> <td style="border-bottom: 1px solid black;"></td> </tr> </table>	Legal form		Governing law		If applicable, register in which RLE is entered		Country/State		Registration number		<p>Registration number Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.</p>												
Legal form																							
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<p>LP5(s) Application for registration of a limited partnership in Scotland</p>	
D3	<p>Nature of control for an RLE [Ⓞ]</p> <p>Please indicate the RLE's nature of control over the LP.</p> <p>Share of assets The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>Ownership of voting rights The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>Ownership of right to appoint/remove management</p> <p><input type="checkbox"/> The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.</p> <p>Significant influence or control (Only tick if none of the above apply)</p> <p><input type="checkbox"/> The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.</p>
<p>Ⓢ Tick each that apply Only tick the 4th statement (Significant influence or control) if none of the previous statements apply</p>	
D4	<p>Nature of control by a firm over which the RLE has significant control [Ⓞ]</p> <p>The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p>
<p>Ⓢ Tick each that apply</p>	

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LP5(s) Application for registration of a limited partnership in Scotland	
D5	Nature of control by a trust over which the RLE has significant control The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and: the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one): <input type="checkbox"/> more than 25% but not more than 50% <input type="checkbox"/> more than 50% but less than 75% <input type="checkbox"/> 75% or more the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one): <input type="checkbox"/> more than 25% but not more than 50% <input type="checkbox"/> more than 50% but less than 75% <input type="checkbox"/> 75% or more <input type="checkbox"/> the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP <input type="checkbox"/> the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

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<p>LP5(s) Application for registration of a limited partnership in Scotland</p>	
<p>Other registrable person (ORP)</p>	
E1	<p>Person details</p> <p>An 'other registrable person' is:</p> <ul style="list-style-type: none"> a corporation sole a government or government department of a country or territory or a part of a country or territory an international organisation whose members include two or more countries or territories (or their governments) a local authority or local government body in the UK or elsewhere <p>Name of ORP</p>
E2	<p>Principal office address </p> <p>Principal office address This address will appear on the public record.</p> <p>Building name/number</p> <p>Street</p> <p>Post town</p> <p>County/Region</p> <p>Postcode</p> <p>Country</p>
E3	<p>Legal form and governing law</p> <p>Legal form</p> <p>Governing law</p>

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<p>LP5(s) Application for registration of a limited partnership in Scotland</p>	
E4	<p>Nature of control for an ORP [Ⓢ]</p> <p>Please indicate the ORP's nature of control over the LP.</p> <p>Share of assets The ORP holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>Ownership of voting rights The ORP holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>Ownership of right to appoint/remove management</p> <p><input type="checkbox"/> The ORP holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.</p> <p>Significant influence or control (Only tick if none of the above apply)</p> <p><input type="checkbox"/> The ORP has the right to exercise, or actually exercises, significant influence or control over the LP.</p>
	<p>Tick each that apply Only tick the 4th statement (Significant influence or control) if none of the previous statements apply</p>
E5	<p>Nature of control by a firm over which the ORP has significant control [Ⓢ]</p> <p>The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p>
	<p>Tick each that apply</p>

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LP5(s)

Application for registration of a limited partnership in Scotland

E6

Nature of control by a trust over which the ORP has significant control

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

Tick each that apply

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):

- more than 25% but not more than 50%
- more than 50% but less than 75%
- 75% or more

the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP

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LP5(s)
Application for registration of a limited partnership in Scotland

F Names and signatures

Please give the name and signature of each general partner

Name	Signature

Please give the name, amount contributed and signature of each limited partner

Name	Amount contributed ¹	Signature

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LP5(s)

Application for registration of a limited partnership in Scotland

- 1 State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.
- 2 This begins with the date of registration.
- 3 State the amount contributed by each limited partner, and whether paid in cash, or how otherwise.

This form is not to be used to apply for registration of a private fund limited partnership and does not include that application (use form LP7(s)).

Please be aware that all information on this form except that relating to the day of birth and usual residential address of an individual PSC will be available on the public record.

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Presenters reference:

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PART 3

Form for Registering Changes to Limited Partnerships

LP6

Limited Partnerships Act 1907

Statement specifying the nature of a change in the limited partnership

Pursuant to section 9 of the Limited Partnerships Act 1907

Registration No. _____

Name of firm _____

The changes specified below have been made or have occurred in this limited partnership:

(Please see notes page 3)

a. Firm name	Previous name	New name		
b. Principal place of business	Previous place of business	New place of business		
c. Change in partners or the name of any partner (see note 2) In the case of an authorised partnership, only state any change in the general partner or in the name of the general partner				
d. The liability of any partner by reason of the partner becoming a limited instead of a general partner or a general instead of a limited partner				
e. General nature of the business (not applicable to a private fund limited partnership)	Business previously carried on	Business now carried on		
f. Term or character of the partnership (see note 2) (not applicable to a private fund limited partnership) Where the change in character is authorisation as an authorised partnership, or the revocation of such authorisation, give the date and the number of the authorisation order	Change in character	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Previous term</td> <td style="width: 50%;">New term</td> </tr> </table>	Previous term	New term
Previous term	New term			

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g. The sum contributed by any limited partner (see note 3) (not applicable to an authorised partnership)		
Statement of increase in capital contributions to a limited partnership (which is not an authorised partnership or a private fund limited partnership)		
Name of limited partner	Increase or additional sum now contributed (if otherwise than in cash, that fact, with particulars, must be stated)	Total amount contributed (if otherwise than in cash, that fact, with particulars, must be stated)

Signature of firm _____

Presented by:

Presenter's reference:

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This form is also to be used to notify changes in a limited partnership which is a partnership scheme (within the meaning given by section 235A(5) of the Financial Services and Markets Act 2000) for which an authorisation order has been made under section 261D of that Act or a limited partnership which has been authorised under Regulation (EU) No 2015/760 of the European Parliament and of the Council of 29th April 2015 on European Long-term Investment Funds ("an authorised partnership"). The requirement to notify changes in partnerships under section 9 of the Limited Partnerships Act 1907 has been modified for authorised partnerships by regulation 16(6) of the Collective Investment in Transferable Securities (Contractual Scheme) Regulations 2013 and by regulation 9 of the European Long-term Investment Funds Regulations 2015.

NOTES

1. Changes brought about by death, by transfer of interests, by increase in the number of partners, or by change of name of any partner, must be notified here. In the case of an authorised partnership, any change in the general partner or in the name of the general partner must be notified here (no change in the limited partners or in the name of a limited partner is required to be notified).
2. If there is, or was, no definite term, then state against 'previous term' the conditions under which the partnership was constituted and against any 'new term' the conditions under which it is now constituted. In the case of an authorised partnership, notify here the making or revocation of the authorisation order by the Financial Conduct Authority (include the authorisation order).
3. Any variation in the sum contributed by any limited partner must be stated in section g. A statement of any increase in the amount of the partnership capital, whether arising from increase of contributions, or from introduction of fresh partners must also be stated here. In the case of an authorised partnership, or a partnership which has been designated as a private fund limited partnership, no change in the sum contributed by a limited partner is required to be notified (except as mentioned below).

In the case of a private fund limited partnership that was registered as a limited partnership before 6 April 2017, you should show any withdrawal by a limited partner of the partner's contribution which has the effect that the amount of the partner's contribution is less than it was on the date on which the limited partnership was designated as a private fund limited partnership.

4. Each change must be entered in the proper section a., b., c., d., e., f. and g. as the case may be. Provision is made in this form for notifying all the changes required by the Act to be notified, but it will frequently happen that only one change has to be notified. In any such case, the word 'Nil' should be inserted in the other sections. Sections e and f do not apply (and section g applies only in limited circumstances) to a limited partnership which has been designated as a private fund limited partnership.

The statement must be signed at the end by the firm, and sent by post or delivered to the Registrar of Companies for registration within seven days of the changes taking place.

Please be aware that all information on this form will be available on the public record.

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PART 4

Form for Registration of Limited Partnerships to be Designated as Private Fund Limited Partnerships in England, Wales and Northern Ireland

<p>A fee is payable with this form.</p> <h1>LP7</h1> <p>LIMITED PARTNERSHIPS ACT 1907</p> <p>Application for registration of a limited partnership in England, Wales or Northern Ireland as a private fund limited partnership</p> <p>(In accordance with sections 8A & 8D of the Limited Partnerships Act 1907)</p> <p>This form is to be used to register new private fund limited partnerships only. Applications to designate an existing limited partnership as a private fund limited partnership should use form LP8</p> <p>Do not use this form to apply to register a limited partnership as a private fund limited partnership in Scotland (use LP7(s))</p> <p>Name of firm <input type="text"/></p> <p>Address of the proposed principal place of business of the limited partnership <input type="text"/></p>	
<hr/>	
Names and signatures	
<p>I/We apply for this firm to be designated as a private fund limited partnership and for that purpose confirm that the partnership meets the private fund conditions:- namely that it is constituted by an agreement in writing and is a collective investment scheme within the meaning of section 8D(4) of the Limited Partnerships Act 1907.</p> <p>Please give the name and signature of each general partner</p>	
<p>Name</p> <hr/> <hr/>	<p>Signature</p> <hr/> <hr/>
<p>Please give the name and signature of each limited partner</p>	
<p>Name</p> <hr/> <hr/>	<p>Signature</p> <hr/> <hr/>

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LP7

Application for registration of a Limited Partnership in England, Wales or Northern Ireland as a private fund limited partnership

- 1 State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Presenters reference:

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. (See end of Document for details) [View outstanding changes](#)

PART 5

Form for Registration of Limited Partnerships to be Designated as Private Fund Limited Partnerships in Scotland

A fee is payable with this form.

LP7(s)

LIMITED PARTNERSHIPS ACT 1907

Application for registration of a limited partnership in Scotland as a private fund limited partnership

(In accordance with sections 8A & 8D of the Limited Partnerships Act 1907)

This form is to be used to register new private fund limited partnerships in Scotland only

Applications to designate an existing limited partnership as a private fund limited partnership should use form LP8.

Do not use this form to apply to register a limited partnership as a private fund limited partnership in

England, Wales or Northern Ireland (use LP7)

Do not use this form if any individual person with significant control (PSC) is applying, or has applied for protection from disclosing their details on the public record. Contact secureforms@companieshouse.gov.uk to obtain the correct form

Name of firm 

Address of the proposed principal place of business of the limited partnership (this must be in Scotland)

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LP7(s) Application for registration of a limited partnership in Scotland as a private fund limited partnership	
People with significant control (PSC)	
<p>Use this Part to tell us about people with significant control (either a registrable person or registrable relevant legal entity (RLE)) in respect of the LP.</p> <p>Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us: secureforms@companieshouse.gov.uk</p> <p>If on registration there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership, tick statement A and complete any relevant PSC sections.</p> <p>If there will be no registrable person or RLE, tick statement B and go to signatures section.</p>	
A	Statement of initial significant control <input type="checkbox"/> On registration, there will be person who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the limited partnership.
	Statement of initial significant control If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections C, D & E. Please use continuation pages if necessary.
B	Statement of no PSC (Please tick the statement below if appropriate) <input type="checkbox"/> There is no person identified as a person with significant control (either a registrable person or RLE) in relation to the limited partnership.

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<p>Individual PSC Statement about individual PSC particulars</p> <p>Please tick the box to confirm</p> <p><input type="checkbox"/> The proposed partners confirm that the person named below as an individual PSC knows that their particulars are being supplied as part of this application.</p>																	
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 5%; text-align: left; padding: 2px;">C1</th> <th style="text-align: left; padding: 2px;">Individual's details</th> </tr> <tr> <td style="width: 25%; padding: 2px;">Title</td> <td style="padding: 2px;"><input style="width: 95%;" type="text"/></td> </tr> <tr> <td style="padding: 2px;">Full forename(s)</td> <td style="padding: 2px;"><input style="width: 95%;" type="text"/></td> </tr> <tr> <td style="padding: 2px;">Surname</td> <td style="padding: 2px;"><input style="width: 95%;" type="text"/></td> </tr> <tr> <td style="padding: 2px;">Country/State of residence ¹</td> <td style="padding: 2px;"><input style="width: 95%;" type="text"/></td> </tr> <tr> <td style="padding: 2px;">Nationality</td> <td style="padding: 2px;"><input style="width: 95%;" type="text"/></td> </tr> <tr> <td style="padding: 2px;">Month/year of birth ²</td> <td style="padding: 2px;"> <div style="display: flex; align-items: center; gap: 5px;"> <div style="border: 1px solid black; padding: 2px;">X</div> <div style="border: 1px solid black; padding: 2px;">X</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">m</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">m</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">y</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">y</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">f</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">y</div> </div> </td> </tr> </table>		C1	Individual's details	Title	<input style="width: 95%;" type="text"/>	Full forename(s)	<input style="width: 95%;" type="text"/>	Surname	<input style="width: 95%;" type="text"/>	Country/State of residence ¹	<input style="width: 95%;" type="text"/>	Nationality	<input style="width: 95%;" type="text"/>	Month/year of birth ²	<div style="display: flex; align-items: center; gap: 5px;"> <div style="border: 1px solid black; padding: 2px;">X</div> <div style="border: 1px solid black; padding: 2px;">X</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">m</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">m</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">y</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">y</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">f</div> <div style="border: 1px solid black; padding: 2px; width: 20px; text-align: center;">y</div> </div>		
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Country	<input style="width: 95%;" type="text"/>																

1 Country/State of residence
This is in respect of the usual residential address as stated in section C4.

2 Month and year of birth
Please provide month and year only. Provide full date of birth in section C3.

3 Service address
This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

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LP7(s)
Application for registration of a limited partnership in Scotland as a private fund limited partnership



This page is not shown on the public record



Do not cover this barcode

C3	Individual's date of birth¹									
		Please complete the full date of birth below.								
Date of birth	<table border="1" style="width: 100%; text-align: center;"> <tr> <td style="width: 25%;">G</td> <td style="width: 25%;">G</td> <td style="width: 25%;">M</td> <td style="width: 25%;">M</td> </tr> <tr> <td style="width: 25%;">Y</td> <td style="width: 25%;">Y</td> <td style="width: 25%;">Y</td> <td style="width: 25%;">Y</td> </tr> </table>	G	G	M	M	Y	Y	Y	Y	<p>1 Date of birth Please give the full date of birth. The day (dd) will not appear on the public record.</p>
G	G	M	M							
Y	Y	Y	Y							

C4	Individual's usual residential address²										
		Please complete the individual's usual residential address below.									
Building name/number	<input type="text"/>										
Street	<input type="text"/>										
Post town	<input type="text"/>										
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Country	<input type="text"/>										
		<p>2 Individual's usual residential address You can state 'Same as service address' in this section if the usual residential address is same as the service address. You cannot state 'Same as service address' if the service address has been stated in section C2 as 'the LP's service address'. You will need to complete the address in full. This address cannot be a PO Box, DX or LP (Legal Post in Scotland) number.</p>									



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	<p>LP7(s) Application for registration of a limited partnership in Scotland as a private fund limited partnership</p>	
C6	<p>Nature of control by a firm over which the individual has significant control [ⓐ]</p> <p>The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p>	
		<p>● Tick each that apply</p>
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Relevant legal entity (RLE)																							
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Country																							
D2 Legal form and governing law																							
<p>Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the country/state) and its registration number in that register.</p>																							
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D3	<p>Nature of control for an RLE [Ⓞ]</p> <p>Please indicate the RLE's nature of control over the LP.</p> <p>Share of assets The RLE holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>Ownership of voting rights The RLE holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>Ownership of right to appoint/remove management</p> <p><input type="checkbox"/> The RLE holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.</p> <p>Significant influence or control (Only tick if none of the above apply)</p> <p><input type="checkbox"/> The RLE has the right to exercise, or actually exercises, significant influence or control over the LP.</p>
<p style="text-align: right;">Ⓞ Tick each that apply Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.</p>	
D4	<p>Nature of control by a firm over which the RLE has significant control [Ⓞ]</p> <p>The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p>
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07/17 Version 1.0

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LP7(s) Application for registration of a limited partnership in Scotland as a private fund limited partnership	
D5	Nature of control by a trust over which the RLE has significant control
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<p>LP7(s) Application for registration of a limited partnership in Scotland as a private fund limited partnership</p> <p>Other registrable person (ORP)</p>	
E1	<p>Person details</p> <p>An 'other registrable person' is:</p> <ul style="list-style-type: none"> a corporation sole a government or government department of a country or territory or a part of a country or territory an international organisation whose members include two or more countries or territories (or their governments) a local authority or local government body in the UK or elsewhere
Name of ORP	
E2	
Principal office address	
Building name/number	<p>Principal office address This address will appear on the public record.</p>
Street	
Post town	
County/Region	
Postcode	
Country	
E3	
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<p>LP7(s) Application for registration of a limited partnership in Scotland as a private fund limited partnership</p>	
E4	<p>Nature of control for an ORP [Ⓢ]</p> <p>Please indicate the ORP's nature of control over the LP.</p> <p>Share of assets The ORP holds, directly or indirectly, the right to the following percentage of the surplus assets of the LP on a winding up (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>Ownership of voting rights The ORP holds, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>Ownership of right to appoint/remove management</p> <p><input type="checkbox"/> The ORP holds, directly or indirectly, the right to appoint or remove a majority of the persons entitled to take part in the management of the LP.</p> <p>Significant influence or control (Only tick if none of the above apply)</p> <p><input type="checkbox"/> The ORP has the right to exercise, or actually exercises, significant influence or control over the LP.</p>
<p>● Tick each that apply Only tick the 4th statement (Significant influence or control) if none of the previous statements apply.</p>	
E5	<p>Nature of control by a firm over which the ORP has significant control [Ⓢ]</p> <p>The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p>the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one):</p> <p><input type="checkbox"/> more than 25% but not more than 50%</p> <p><input type="checkbox"/> more than 50% but less than 75%</p> <p><input type="checkbox"/> 75% or more</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP</p> <p><input type="checkbox"/> the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.</p>
<p>● Tick each that apply</p>	

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LP7(s) Application for registration of a limited partnership in Scotland as a private fund limited partnership	
E6	Nature of control by a trust over which the ORP has significant control The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and: the trustees of that trust (in their capacity as such) hold, directly or indirectly, the right to the following percentage of any surplus assets on a winding up of the LP (tick only one): <input type="checkbox"/> more than 25% but not more than 50% <input type="checkbox"/> more than 50% but less than 75% <input type="checkbox"/> 75% or more the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of any voting rights in the LP (tick only one): <input type="checkbox"/> more than 25% but not more than 50% <input type="checkbox"/> more than 50% but less than 75% <input type="checkbox"/> 75% or more <input type="checkbox"/> the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the persons entitled to take part in the management of the LP <input type="checkbox"/> the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the LP.

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LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

F1

Names and signatures

I/We apply for this firm to be designated as a private fund limited partnership and for that purpose confirm that the partnership meets the private fund conditions:- namely that it is constituted by an agreement in writing and is a collective investment scheme within the meaning of section 8D(4) of the Limited Partnerships Act 1907.

Please give the name and signature of each general partner

Name	Signature

Please give the name and signature of each limited partner

Name	Signature

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LP7(s)

Application for registration of a limited partnership in Scotland as a private fund limited partnership

- 1 State the name under which the limited partnership is to be registered. This must include the appropriate name ending required by section 8B of the Limited Partnerships Act 1907.

Please be aware that all information on this form except that relating to the day of birth and usual residential address of an individual PSC will be available on the public record.

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Presenters reference:

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PART 6

Form for Designation of Existing Limited Partnerships as Private Fund Limited Partnerships

A fee is payable with this form

LP8

LIMITED PARTNERSHIPS ACT 1907

Application for designation as a private fund limited partnership

(In accordance with section 8D of the Limited Partnerships Act 1907)

This form is to be used by existing limited partnerships only, applications to register a new private fund limited partnership should use form LP7.

Name of firm

Registered number

--	--	--	--	--	--	--	--

Date of registration

d	d	m	m	y	y	y	y
---	---	---	---	---	---	---	---

Address of the principal place of business

I/We apply for the above-named firm to be designated as a private fund limited partnership and for that purpose confirm that the partnership meets the private fund conditions:- namely that it is constituted by an agreement in writing and is a collective investment scheme within the meaning of section 8D(4) of the Limited Partnerships Act 1907.

Please give the name and signature of each general partner

Name	Signature

04/17

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Notes

Pursuant to section 235A(6)(aa) of the Financial Services and Markets Act 2000, a limited partnership designated as a private fund limited partnership does not qualify as a 'partnership scheme', and therefore cannot be an authorised contractual scheme under that Act.

Please be aware that all information on this form will be available on the public record.

When you have completed the form, please send to the Registrar of Companies.

Presented by:

Presenter's reference:

04/17

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Changes and effects yet to be applied to :

- Sch. 4 omitted by [S.I. 2024/410 Sch. 2 para. 8\(15\)](#)
- Sch. 5 Pt. 1 omitted by [S.I. 2024/410 Sch. 2 para. 8\(16\)\(a\)](#)
- Sch. 5 para. 14(b) omitted by [S.I. 2024/410 Sch. 2 para. 8\(16\)\(b\)\(i\)](#)
- Sch. 5 para. 14(d) omitted by [S.I. 2024/410 Sch. 2 para. 8\(16\)\(b\)\(iii\)](#)
- Sch. 5 para. 14(c) word omitted by [S.I. 2024/410 Sch. 2 para. 8\(16\)\(b\)\(ii\)](#)
- reg. 2 words omitted by [S.I. 2024/410 Sch. 2 para. 8\(2\)](#)
- reg. 41 heading words omitted by [S.I. 2024/410 Sch. 2 para. 8\(3\)\(a\)](#)
- reg. 41(3) words substituted by [S.I. 2024/410 Sch. 2 para. 8\(3\)\(b\)\(i\)](#)
- reg. 41(3)(a) substituted by [S.I. 2024/410 Sch. 2 para. 8\(3\)\(b\)\(ii\)](#)
- reg. 42 omitted by [S.I. 2024/410 Sch. 2 para. 8\(4\)](#)
- reg. 45 heading words omitted by [S.I. 2024/410 Sch. 2 para. 8\(5\)\(a\)](#)
- reg. 45(1) words omitted by [S.I. 2024/410 Sch. 2 para. 8\(5\)\(b\)](#)
- reg. 45(2)(a) words omitted by [S.I. 2024/410 Sch. 2 para. 8\(5\)\(c\)\(i\)](#)
- reg. 45(2)(b) substituted by [S.I. 2024/410 Sch. 2 para. 8\(5\)\(c\)\(ii\)](#)
- reg. 46 omitted by [S.I. 2024/410 Sch. 2 para. 8\(6\)](#)
- reg. 48 heading words omitted by [S.I. 2024/410 Sch. 2 para. 8\(7\)\(a\)](#)
- reg. 48(1) words omitted by [S.I. 2024/410 Sch. 2 para. 8\(7\)\(b\)](#)
- reg. 49 heading words omitted by [S.I. 2024/410 Sch. 2 para. 8\(8\)\(a\)](#)
- reg. 49(1) words omitted by [S.I. 2024/410 Sch. 2 para. 8\(8\)\(b\)](#)
- reg. 50 heading words omitted by [S.I. 2024/410 Sch. 2 para. 8\(9\)\(a\)](#)
- reg. 50(1) words omitted by [S.I. 2024/410 Sch. 2 para. 8\(9\)\(b\)](#)
- reg. 56(1)(a) words substituted by [S.I. 2024/410 Sch. 2 para. 8\(10\)](#)
- reg. 63 words substituted by [S.I. 2024/410 Sch. 2 para. 8\(11\)](#)
- reg. 65 substituted by [S.I. 2024/410 Sch. 2 para. 8\(12\)](#)
- reg. 67A omitted by [S.I. 2024/410 Sch. 2 para. 8\(13\)](#)
- reg. 69 substituted by [S.I. 2024/410 Sch. 2 para. 8\(14\)](#)