

**2023 No. 344**

**COMPANIES**

**LAND REGISTRATION, ENGLAND AND WALES**

**The Register of Overseas Entities (Disclosure and Dispositions)  
Regulations 2023**

*Made - - - - at 3.03 p.m. on 20th March 2023*

*Laid before Parliament at 5.00 p.m. on 20th March 2023*

*Coming into force in accordance with regulation 1(2)*

The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 23(3)(b), 24(2) and (3)(a) and 67(2) of the Economic Crime (Transparency and Enforcement) Act 2022(a) and paragraph 5(2) of Schedule 4A to the Land Registration Act 2002(b).

## PART 1

### Introductory

#### **Citation and commencement**

**1.**—(1) These Regulations may be cited as the Register of Overseas Entities (Disclosure and Dispositions) Regulations 2023.

(2) These Regulations come into force on 11th April 2023, except for Part 3 which comes into force on 5th June 2023.

#### **Extent**

**2.** These Regulations extend to England and Wales, Scotland and Northern Ireland, except for Part 3 which extends to England and Wales only.

#### **Interpretation**

**3.**—(1) In these Regulations—

“the ECTEA” means the Economic Crime (Transparency and Enforcement) Act 2022;

“the LRA” means the Land Registration Act 2002;

---

(a) 2022 c. 10.

(b) 2002 c. 9. Schedule 4A was inserted by paragraph 3 of Schedule 3 to the Economic Crime (Transparency and Enforcement) Act 2022.

“document” means information in any recorded form;

“land restriction” means a restriction entered under paragraph 3, or a prohibition of a disposition under paragraph 4(2), of Schedule 4A to the LRA;

“overseas entity” has the meaning given by section 2 of the ECTEA;

“overseas entity ID” has the meaning given by section 5 of the ECTEA;

“processor” means any person who provides a service which consists of putting information into data form or processing information in data form and reference to a processor includes a reference to the processor’s employees;

“qualifying estate” has the meaning given in paragraph 1 of Schedule 4A to the LRA;

“the required information about trusts” means information delivered to the registrar by virtue of sections 4(3), 7(3) or (4), or 9(3) or (4) of the ECTEA.

“registrar” has the meaning given in section 3(1) of the ECTEA;

“protected information” means the information to which section 24(1) of the ECTEA applies;

“specified person” means a person who has functions of a public nature and is specified in the Schedule to these Regulations;

(2) “Functions of a public nature” includes—

- (a) any function conferred by or in accordance with any provision contained in any enactment or subordinate legislation;
- (b) 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
- (c) any function exercisable in relation to the investigation of any criminal offence or for the purpose of any criminal proceedings.

(3) Any reference to disclosure for the purposes of facilitating the carrying out of functions of a public nature includes disclosure in relation to, or for the purpose of, any proceedings whether civil, criminal or disciplinary in which the specified public authority engages while carrying out its functions of a public nature.

## PART 2

### Disclosure

#### **Permitted disclosure of the required information about trusts**

4.—(1) The registrar may disclose to any specified person the required information about trusts for the purposes of section 23 of the ECTEA.

#### **Permitted disclosure of protected information**

5.—(1) Subject to paragraph (2), the registrar may disclose to any specified person protected information for the purposes of section 24 of the ECTEA.

(2) The registrar may only disclose protected information if—

- (a) the specified person has delivered to the registrar a statement that the disclosure of protected information is for the purpose of facilitating the carrying out by that specified person of functions of a public nature (“the permitted purpose”);
- (b) unless the specified person is the National Crime Agency, Secret Intelligence Service, Security Service or Government Communications Headquarters, the specified person has delivered to the registrar a statement that, where it supplies a copy of protected information to a processor for the purpose of processing that protected information for use in respect of the permitted purpose, the specified person will—

- (i) ensure that the processor is one who carries on business in the United Kingdom or the European Economic Area;
  - (ii) require that the processor does not transmit the protected information outside the area comprising the United Kingdom and the European Economic Area; and
  - (iii) require that the processor does not disclose the protected information except to that specified person or an employee of that specified person;
- (c) the specified person 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 protected information; and
- (d) the specified person has complied with any requirement by the registrar to confirm the accuracy of the statements, information or evidence pursuant to these Regulations.

## PART 3

### Consent to registration of dispositions

#### **Who may apply for consent**

- 6.** An application under regulation 7 may be made by—
- (a) a person to whom the disposition of a qualifying estate was made; or
  - (b) a person acting on behalf of the person to whom paragraph (a) applies.

#### **Applications for consent**

**7.—(1)** An application to the Secretary of State for consent to the registration of a disposition of a qualifying estate that would otherwise be prohibited by a land restriction must—

- (a) state the applicant's name;
- (b) state the applicant's address;
- (c) state the applicant's email address;
- (d) include the following in relation to the qualifying estate—
  - (i) the title number of the parent title;
  - (ii) the address, including the post code;
- (e) include the name of the overseas entity which is the proprietor of the qualifying estate;
- (f) if available, include the overseas entity ID of the overseas entity referred to in subparagraph (e);
- (g) include a statement explaining why the applicant considers that the Secretary of State should consent for the registration of the disposition of the qualifying estate;
- (h) if the applicant is a person referred to in regulation 6(b), a statement explaining how the applicant is acting on behalf of the person referred to in regulation 6(a).

(2) An application referred to in paragraph (1) must also be accompanied by any documents or information which support the application.

#### **Notification of a determination**

**8.** As soon as is reasonably practicable after determining an application made under regulation 7, the Secretary of State must notify the outcome of the application to the applicant.

## **Matters relating to an application made under regulation 7**

**9.**—(1) For the purpose of determining an application made under regulation 7, the Secretary of State may direct the applicant to provide additional information or evidence within a specified period.

(2) Where an applicant does not provide additional information or evidence within the period specified in the direction referred to in paragraph (1), the Secretary of State may dismiss the application and must notify the applicant of the decision.

At 3.03 p.m. on 20th March 2023

*Kevin Hollinrake*  
Parliamentary Under Secretary of State  
Department for Business and Trade

## **SCHEDULE** **Specified Persons**

Regulation 3

1. The Bank of England.
2. The Charity Commission.
3. The Charity Commission for Northern Ireland.
4. The Commissioners for Her Majesty's Revenue and Customs.
5. The Competition and Markets Authority.
6. The Crown Office and Procurator Fiscal Services.
7. The Director of Public Prosecutions.
8. The Director of Public Prosecutions for Northern Ireland.
9. The Financial Conduct Authority.
10. The Food Standards Agency.
11. The Gas and Electricity Markets Authority.
12. The Gambling Commission.
13. The Gangmasters Licensing Authority.
14. The Government Communications Headquarters.
15. The Health and Safety Executive.
16. The Health and Safety Executive for Northern Ireland.
17. The Marine Management Organisation.
18. The Minister for the Cabinet Office.
19. The National Crime Agency.
20. The Northern Ireland Authority for Utility Regulation.
21. Any Northern Ireland Department.
22. The Office of Communications.

23. The Office of the Information Commissioner.
24. The Office for Nuclear Regulation.
25. The Office of the Scottish Charity Regulator.
26. The Official Receiver for Northern Ireland.
27. The Panel on Takeovers and Mergers.
28. The Pensions Regulator.
29. The Prudential Regulation Authority.
30. The Registry of Credit Unions and Industrial and Provident Societies for Northern Ireland.
31. The Regulator of Community Interest Companies.
32. The Scottish Housing Regulator.
33. The Scottish Ministers.
34. The Security Industry Authority.
35. The Secret Intelligence Service.
36. The Secretary of State.
37. The Security Service.
38. The Serious Fraud Office.
39. The Treasury.
40. The Treasury Solicitor.
41. The Welsh Ministers.
42. A local authority within the meaning of section 54(2) of the Companies Act 2006.
43. An official receiver appointed under section 399 of the Insolvency Act 1986(a) (appointment, etc, of official receivers).
44. A person acting as an insolvency practitioner within the meaning of section 388 of the Insolvency Act 1986(b) (meaning of “act as an insolvency practitioner”) or article 3 of the Insolvency (Northern Ireland) Order 1989(c) (“act as an insolvency practitioner”).
45. An inspector appointed under Part 14 of the Companies Act 1985(d) (investigation of companies and their affairs: requisition of documents) or a person appointed under regulation 30 of the Open-Ended Investment Companies Regulations 2001(e) (power to investigate) or regulation 30 of the Open-Ended Investment Companies Regulations (Northern Ireland) 2004(f).

---

(a) 1986 c. 45. Section 399 was amended by the Enterprise Act 2002 (c. 40), the Tribunals, Courts and Enforcement Act 2007 (c. 15) and the Crime and Courts Act 2013 (c. 22).

(b) Section 388. Relevant amendments have been made by the Insolvency Act 2000 (c. 39), the Deregulation Act 2015 (c. 20), Corporate Insolvency and Governance Act 2020 (c. 12) and S.I. 1994/2421, 2002/2708, 2009/1941, 2016/1034 and 2017/702.

(c) S.I. 1989/2405. Article 3 has been amended by paragraph 4(2) of Schedule 7 to the Corporate Insolvency and Governance Act 2020, the Insolvency (Northern Ireland) Order 2002/3152, paragraph 1 of Schedule 4 to the Insolvency (Amendment) Act (Northern Ireland) 2016, the Insolvent Partnerships Order (Northern Ireland) 1995/225, the Insolvent Partnerships (Amendment No. 3) Order (Northern Ireland) 2003/550, paragraph 106(4) of Schedule 1 to the Companies Act 2006 (Consequential Amendments, Transitional Provisions and Savings) Order 2009/1941 and paragraph 165 of Schedule 1(9) to the Insolvency (Amendment) (EU Exit) Regulations 2019/146.

(d) 1985 c. 6.

(e) S.I. 2001/1228.

(f) S.R. 2004/335.

**46.** 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(a) (exercise of powers by officers, etc).

**47.** Any person exercising functions conferred by Part 6 of the Financial Services and Markets Act 2000(b) (official listing).

**48.** A person appointed to make a report under section 166 or 166A (reports by skilled persons) of the Financial Services and Markets Act 2000(c).

**49.** 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.

**50.** A person appointed under section 284 (power to investigate) of the Financial Services and Markets Act 2000.

**51.** A police force within the meaning of section 101(1) of the Police Act 1996(d).

**52.** The Police Service of Northern Ireland.

**53.** The Police Service of Scotland.

**54.** The lead enforcement authority (as defined in section 24A of the Estate Agents Act 1979(e)) exercising functions under the Estate Agents Act 1979.

#### **EXPLANATORY NOTE**

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

These Regulations make provision in relation to when protected date of birth and residential address information, as well as the required information about trusts, may be disclosed by the registrar of companies for England and Wales to specified persons who have functions of a public nature.

Regulation 4 permits the registrar to disclose the required information about trusts to specified persons.

Regulation 5 permits the registrar to disclose protected information to specified persons and sets out conditions which must be met by those specified persons before protected information can be disclosed to them.

The Schedule sets out a list of specified persons.

These regulations contain provisions made under paragraph 5 of Schedule 4A to the Land Registration Act 2002, which provides that the Secretary of State may consent to the registration of a disposition of land that would otherwise be prohibited by a land restriction.

Regulation 6 specifies who may make an application to the Secretary of State for consent to register a disposition.

Regulation 7 specifies what information must be included in an application to the Secretary of State.

Regulation 8 provides that the Secretary of State must notify the applicant of the outcome of the application.

---

(a) 1989 c. 40.

(b) 2000 c. 8.

(c) Section 166A was inserted by paragraph 6 of Schedule 12 to the Financial Services Act 2012 (c. 21).

(d) 1996 c. 16. Section 101(1) was amended by section 96(2) of the Police Reform and Social Responsibility Act 2011 (c. 13).

(e) 1979 c. 38. Section 24A was inserted by section 132(1) of the Housing and Planning Act 2016 (c. 22).

Regulation 9 provides further matters relating to an application, including the ability for the Secretary of State to direct the applicant to provide further information or evidence to support their application.

An impact assessment has not been published for these Regulations as they have no impact on costs for business, the public or voluntary sector independent of the provisions these Regulations bring into force. Full impact assessments have been published in relation to the Economic Crime (Transparency and Enforcement) Act 2022 and copies of the impact assessment relating to the Register of Overseas Entities can be obtained from <https://publications.parliament.uk/pa/bills/cbill/58-02/0262/RegisterofOverseasEntitiesImpactAssessment.pdf>. A hard copy can be obtained by writing to the Department for Business and Trade at 1 Victoria Street, London, SW1H 0ET, United Kingdom.

---

© Crown copyright 2023

Printed and published in the UK by The Stationery Office Limited under the authority and superintendence of Jeff James, Controller of His Majesty's Stationery Office and King's Printer of Acts of Parliament.

£6.90

<http://www.legislation.gov.uk/id/uksi/2023/344>

ISBN 978-0-34-824633-9



9 780348 246339