STATUTORY INSTRUMENTS

2024 No. 1377

COMPANIES

LIMITED LIABILITY PARTNERSHIPS

The Companies and Limited Liability Partnerships (Protection and Disclosure of Information and Consequential Amendments) Regulations 2024

Made - - - -	*19th December 2024*
Coming into force - -	*27th January 2025*

The Secretary of State makes these Regulations in exercise of the powers conferred by sections 1088(1)(a) and 1110F(1)(c) of the Companies Act 2006(**a**), section 15(a) of the Limited Liability Partnerships Act 2000(**b**) and section 216 of the Economic Crime and Corporate Transparency Act 2023(**c**).

In accordance with sections 1088(10), 1110F(2) and 1290 of the Companies Act 2006 and section 17(4) and (5)(b) of the Limited Liability Partnerships Act 2000, a draft of these Regulations has been laid before Parliament and approved by a resolution of each House of Parliament.

PART 1

Introductory

Citation, commencement, extent and interpretation

1.—(1) These Regulations may be cited as the Companies and Limited Liability Partnerships (Protection and Disclosure of Information and Consequential Amendments) Regulations 2024.

(2) These Regulations come into force on 27th January 2025.

(3) These Regulations extend to England and Wales, Scotland and Northern Ireland.

(4) In these Regulations, "LLP" means a limited liability partnership registered under the Limited Liability Partnerships Act 2000.

(**a**) 2006 c. 46. Section 1088 was substituted by section 91(4) of the Economic Crime and Corporate Transparency Act 2023 (c. 56). Section 1110F was inserted by section 94(4) of that Act.
(**b**) 2000 c. 12.
(**c**) 2023 c. 56.

PART 2

Amendments to the 2009 Regulations

Interpretation

2. In this Part, "the 2009 Regulations" means the Companies (Disclosure of Address) Regulations 2009(**a**).

Amendments to Part 3 of the 2009 Regulations

3.—(1) Part 3 of the 2009 Regulations (application to make an address unavailable for public inspection under section 1088) is amended in accordance with this regulation.

(2) Regulation 9 (application under section 1088 to make an address unavailable for inspection by an individual) is amended as follows—

(a) in paragraph (1)(b), after "representative" insert "or a person authorised to accept service of documents";

(b) in paragraph (2)—

(i) omit sub-paragraph (c);

(ii) at the end of sub-paragraph (f), insert "and";

(iii) at the end of sub-paragraph (g), for "; and" substitute a full stop;

(iv) omit sub-paragraph (h).

(3) For regulation 10(5) (application under section 1088 to make an address unavailable for public inspection by a company) substitute—

"(5) The registrar shall determine the application and send notice of the determination to any address supplied by the applicant within five working days of that determination being made.".

(4) In regulation 11 (application under section 1088 to make an address unavailable for public inspection by a person who registers a charge)—

(a) omit paragraph (3)(a)(v);

(b) for paragraph (5) substitute—

"(5) The registrar shall determine the application and send notice of the determination to any address supplied by the applicant within five working days of that determination being made.".

(5) After regulation 11 insert—

"Application under section 1088 to make a usual residential address unavailable for public inspection: other cases

11A.—(1) Where an individual's usual residential address is made available for public inspection by the registrar, and it is not the relevant company's current registered office address, the individual may make a section 1088 application(**b**) in respect of that address if it was derived from a document delivered to the registrar under—

(a) section 9(5)(a) of the Act (registration documents);

(**a**) S.I. 2009/214. That instrument was amended by S.I. 2018/528. Other amendments have been made but none are relevant.
(**b**) See regulation 1 of S.I. 2009/214 for the meaning of "section 1088 application".

(b) section 87 of the Act (change of address of registered office);

(c) section 854 of the Act (duty to deliver annual returns) by virtue of being information required by section 855(1)(a) of the Act (contents of annual return: general);

(d) section 10(6) of the 1985 Act or article 21 of the 1986 Order (documents to be sent to registrar);

(e) section 287 of the 1985 Act or article 295 of the 1986 Order (registered office);

(f) section 363 of the 1985 Act (annual return (company having a share capital)) by virtue of being information required by paragraph 1 of Schedule 15 to the 1985 Act (contents of annual return of a company having a share capital) or section 364(1)(a) of the 1985 Act (annual return (company not having a share capital)), or article 371 of the 1986 Order (annual return (company having a share capital)) by virtue of being information required by paragraph 1 of Schedule 15 to the 1986 Order (contents of annual return of a company having a share capital) or article 372(1)(a) of the 1986 Order (annual return (company not having a share capital))(**a**), or

(g) section 363 of the 1985 Act (duty to deliver annual returns) by virtue of being information required by section 364(1)(a) of the 1985 Act (contents of annual return: general), or article 371 of the 1986 Order (duty to deliver annual returns) by virtue of being information required by article 372(1)(a) of the 1986 Order (contents of annual return: general).

(2) The application must contain—

(a) the name of the applicant;

(b) the usual residential address of the applicant that is to be made unavailable for public inspection;

(c) the name and registered number of the company in respect of which the applicant has indicated in the application that the applicant's usual residential address was placed on the register (the "relevant company"), and

(d) in respect of the relevant company—

(i) the name of the document in which that usual residential address appears on the register;

(ii) where that document is a form, the number and title of the form, and

(iii) the registration date of that document.

(3) Where an address in respect of which an individual wishes to make an application under paragraph (1) was the registered office address of the relevant company at the time of its dissolution, an application may only be made after the expiry of the period of 6 months beginning on the day of the relevant company's dissolution.

(4) In this regulation, "relevant company" has the meaning given in paragraph (2)(c).".

(6) After regulation 13(6) insert—

"(6A) Where a section 1088 application has been made under regulation 11A, the registrar must make the specified address unavailable for public inspection in the places indicated in the application by removing all elements of that address, except—

(a) the outward code from the postcode, or

(**a**) As those provisions were in force until 1st October 1990.

(b) where the address does not include the outward code from the postcode, any information in that address that denotes a geographical area which is equivalent to or larger than the area represented by the outward code of the postcode which applies to that address.".

(7) After regulation 16 (revocation of a section 243 decision or a section 1088 decision) insert—

"PART 5

DISCLOSURE OF USUAL RESIDENTIAL ADDRESS

Disclosure by the registrar

17. The registrar may disclose a usual residential address which has been made unavailable for public inspection pursuant to an application made under regulation 11A to a person specified in section 1029(2) of the Act (application to the court for restoration to the register) if the registrar is satisfied that the address is necessary for the person to make an application under subsection (1) of that section.".

PART 3

Amendments to the 2009 LLP Regulations

Interpretation

4. In this Part—

"the 2006 Act" means the Companies Act 2006;

"the 2009 LLP Regulations" means the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009(**a**).

Amendments to the 2009 LLP Regulations

5. The 2009 LLP Regulations are amended in accordance with regulations 6 to 10.

Registered offices

6. In regulation 16(**b**) (general), in section 86(1) of the 2006 Act (duty to ensure registered office at appropriate address)(**c**), as applied to LLPs by that regulation, after "Limited" insert "Liability".

Use and disclosure of information

7. In regulation 19 (members' residential addresses: protection from disclosure), in section 243 of the 2006 Act (permitted use or disclosure by the registrar), as applied to LLPs by that regulation—

(a) in the heading, omit "use or", and

(**a**) S.I. 2009/1804. That instrument was amended by S.I. 2001/1090, S.R. (NI) 2004 No. 307, S.I. 2013/618, S.I. 2016/340, S.I. 2016/423, S.I. 2018/528, S.I. 2024/54, S.I. 2024/234. There are other amending instruments but none are relevant.
(**b**) As amended by S.I. 2024/234.
(**c**) Section 86 of the Companies Act 2006 was substituted by section 28(3) of the Economic Crime and Corporate Transparency Act 2023.

(b) omit subsection (1).

Required particulars

8. In regulation 31D (required particulars), in section 790K(1)(i) of the 2006 Act, as applied to LLPs by that regulation, omit "(within the meaning of section 790ZG(2))".

Protection from disclosure

9. Regulation 31L (protection from disclosure)(**a**) is amended as follows.

(a) in paragraph (1), for "Sections 790ZF and 790ZG(2) apply" substitute "Section 790ZF applies";

(b) in paragraph (2), for "those sections apply" substitute "that section applies";

(c) after paragraph (2) insert—

"(3) Section 790ZH applies to LLPs, modified so that it reads as follows—

"790ZH. Offence of failing to comply with protection of secured information provisions

(1) If an LLP contravenes a restriction on the use or disclosure of information imposed under Part 7 of the Register of People with Significant Control Regulations 2016 (S.I. 2016/339), as that Part is applied to LLPs by regulation 4 of, and Schedule 2 to, the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (S.I. 2016/340), an offence is committed by—

(a) the LLP, and

(b) every designated member of the LLP who is in default.

(2) A person guilty of an offence under this section is liable on summary conviction—

(a) in England and Wales, to a fine;

(b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one tenth of level 5 on the standard scale.

(3) In this section "designated member" is to be construed in accordance with section 8 (designated members) of the Limited Liability Partnerships Act 2000."".

Applications to make usual residential addresses unavailable for public inspection

10.—(1) Regulation 66 (inspection etc of the register) is amended as follows.

(2) In section 1087(1) of the 2006 Act (material not available for public inspection)(**b**), as applied to LLPs by that regulation, for paragraph (cb) substitute—

"(cb) any information that, by virtue of Part 7 of the Register of People with Significant Control Regulations 2016 (S.I. 2016/339), as that Part is applied to LLPs by regulation 4 of, and Schedule 2 to, the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016

(**a**) As amended by S.I. 2024/234.

(**b**) Section 1087 of the Companies Act 2006 was amended by the Economic Crime and Corporate Transparency Act 2023. Relevant amendments were made by section 96(3).

(S.I. 2016/340), the registrar must omit from the material on the register that is available for public inspection;".

(3) In section 1087C of the 2006 Act (disclosure of date of birth information), as applied to LLPs by that regulation, for subsection (4) substitute—

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

(4A) As those provisions apply to LLPs, read any reference to "relevant date of birth information" as a reference to the definition in section 1087A(3) as applied to LLPs by regulation 66 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804).".

(4) In section 1088(2)(a) of the 2006 Act (application to registrar to make address unavailable for public inspection), as applied to LLPs by that regulation, for "(disclosure of protected information)" substitute "(application to make an address unavailable for public inspection under section 1088)".

(5) Section 1088(3) of the 2006 Act, as applied to LLPs by that regulation, is amended as follows—

(a) omit "and" at the end of paragraph (f);

(b) for the full stop at the end of paragraph (g) substitute a semicolon;

(c) after paragraph (g) insert—

"(h) for paragraph (1)(a) to (g) of regulation 11A substitute—

"(a) section 2(2)(d) of the Limited Liability Partnerships Act 2000 or section 2(2)(d) of the Limited Liability Partnerships Act (Northern Ireland) 2002 (2002 c. 12 (N.I.)) (incorporation document etc.);

(b) section 1(6) of, and paragraph 10 of the Schedule to, the Limited Liability Partnerships Act 2000 or section 1(6) (limited liability partnerships) of, and paragraph 10 (change of registered office) of the Schedule to, the Limited Liability Partnerships Act (Northern Ireland) 2002;

(c) section 87 of the Act (change of address of registered office) as applied to LLPs by regulation 16 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (general) (S.I. 2009/1804, "the 2009 Regulations");

(d) section 854 of the Act (duty to deliver annual returns) by virtue of being information required by section 855(1)(a) of the Act (contents of annual return: general), in each case as these sections were applied to LLPs by the version of regulation 30 of the 2009 Regulations that was in effect in relation to annual returns required by section 854 of the Act made up to a return date before 30 June 2016;

(e) section 363 of the 1985 Act (duty to deliver annual returns) by virtue of being information required by section 364(1) of the 1985 Act (contents of annual return: general), in each case as applied to LLPs by regulation 4 (application of the remainder of the provisions of the 1985 Act and of the provisions of the Company Directors Disqualification Act 1986 to limited liability partnerships) of, and Part 1 of Schedule 2 (modifications to provisions of the 1985 Act applied to limited liability partnerships)

to, the Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090), or

(f) article 371 of the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I. 6)) (duty to deliver annual returns) by virtue of being information required by article 372 of that Order (contents of annual return: general), in each case as applied to LLPs registered in Northern Ireland by regulation 4 (application of the remainder of the provisions of the 1986 Order and of the Company Directors Disqualification (Northern Ireland) Order 2002 to limited liability partnerships) of, and Part 1 of Schedule 2 (modifications to provisions of the 1986 Order applied to limited liability partnerships) to, the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. 2004 No. 307)(**a**).";

(i) in regulation 17 (disclosure by the registrar), read the references to section 1029 of the Companies Act 2006 (application to court for restoration to the register) as references to that section as applied to LLPs by regulation 57 of the 2009 Regulations (restoration to the register by the court).".

PART 4

Amendments to the LLP PSC Regulations

Amendments to the LLP PSC Regulations

11.—(1) Schedule 2 (application of the PSC Regulations) to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016(**b**) is amended in accordance with this regulation.

(2) In paragraph 1, in regulation 2 of the PSC Regulations (interpretation), as applied to LLPs by that paragraph, omit the definition of "specified public authorities".

(3) In paragraph 3—

(a) omit regulation 22 of the PSC Regulations (permitted disclosure of usual residential address information by the registrar to specified public authorities), as applied to LLPs by that paragraph;

(b) in regulation 32(1)(a) of the PSC Regulations (revocation of a determination made under regulation 25, 26 or 27), as applied to LLPs by that paragraph, for "section 1112 of the Act (general false statement offence)" substitute "section 1112 (false statements: basic offence) or section 1112A (false statements: aggravated offence) of the Act";

(c) in regulation 34 of the PSC Regulations (circumstances where the registrar must not use or disclose secured information), as applied to LLPs by that paragraph—

(i) in the heading omit "use or";

(ii) in paragraph (1) omit "use or";

(iii) in paragraph (3)—

(aa) in sub-paragraph (a) omit "use or";

(bb) omit sub-paragraph (b);

(cc) for the full stop at the end of sub-paragraph (c) substitute ", and";

(**a**) See article 372(a) in Schedule 2 to the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. 2004 No. 307).

(**b**) S.I. 2016/340.

(dd) after sub-paragraph (c) insert—

"(d) disclose the secured information in accordance with section 1110F of the Act (disclosure by the registrar).";

(d) omit regulation 35 of the PSC Regulations (fee payable for the disclosure by the registrar of secured information), as applied to LLPs by that paragraph;

(e) omit regulation 35A of the PSC Regulations (fee payable for the disclosure by the registrar of information to a credit institution or a financial institution), as applied to LLPs by that paragraph.

(4) In this regulation, "the PSC Regulations" means the Register of People with Significant Control Regulations 2016(**a**).

Justin Madders
Parliamentary Under Secretary of State
Department for Business and Trade

19th December 2024

EXPLANATORY NOTE

(This note is not part of the Regulations)

The Companies (Disclosure of Address) Regulations 2009 (S.I. 2009/214) ("the 2009 Regulations") make provision for applications to the registrar of companies under section 1088 of the Companies Act 2006 (c. 46) ("the 2006 Act") for addresses on the register to be made unavailable for public inspection. Part 2 of these Regulations amends provisions of the 2009 Regulations.

Regulation 3 introduces additional circumstances where an individual whose usual residential address is on the register may make an application for that address to be made unavailable for public inspection and makes provision for the registrar to disclose a usual residential address which has been made unavailable for public inspection in certain circumstances relating to the restoration of a dissolved company.

The Limited Liability Partnerships Act 2000 (c. 12) provides for the creation of limited liability partnerships ("LLPs") and for the making of regulations concerning them.

Part 3 of these Regulations amends provisions of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), including to apply the provisions of regulation 3 to LLPs with modifications.

Part 4 amends the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (S.I. 2016/340) to make changes which are consequential on the reform of certain company law provisions by the Economic Crime and Corporate Transparency Act 2023 (c. 56).

A full Impact Assessment has not been prepared for this instrument as no, or no significant, impact on the private, voluntary or public sector is foreseen.

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