Draft Regulations laid before Parliament under section 17(4) and (5)(b) and (d) of the Limited Liability Partnerships Act 2000 (c. 12), for approval by resolution of each House of Parliament.

DRAFT STATUTORY INSTRUMENTS

2025 No.

LIMITED LIABILITY PARTNERSHIPS

The Limited Liability Partnerships (Application and Modification of Company Law) Regulations 2025

Made - - - - ***

Coming into force in accordance with regulation 1(2) to (4)

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The Secretary of State makes these Regulations in exercise of the powers conferred by sections 15(a), 16(1) and 17(3)(a) of the Limited Liability Partnerships Act 2000(**a**).

In accordance with sections 17(4) and (5)(b) and (d) of that Act(**b**), a draft of this instrument has been laid before and approved by a resolution of each House of Parliament.

PART 1

Introductory provisions

Citation, commencement and extent

1.—(1) These Regulations may be cited as the Limited Liability Partnerships (Application and Modification of Company Law) Regulations 2025.

(2) Subject to paragraphs (3) and (4), these Regulations come into force when section 167M of the Companies Act 2006 (prohibition on director acting unless ID verified)(**c**) comes fully into force.

(3) The following provisions come into force immediately after section 790LA of the 2006 Act (duty to notify registrar of confirmed persons with significant control)(**d**) comes fully into force—

(a) regulation 5 (amendments to Part 1A (incorporation), except so far as it applies subsection (1A) of section 12A of the 2006 Act to LLPs;

(b) paragraph (3)(b) of regulation 7 (amendments to Part 8 (annual confirmation by LLP of accuracy of information on register));

(c) regulation 8 (amendments to Part 8A (an LLP's register of people with significant control));

(d) regulation 11 (amendments to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016);

(e) regulation 14 (notification of changes concerning people with significant control to the registrar);

(f) regulation 15 (notification of changes: savings in relation to additional matters).

(4) The following provisions come into force when section 167G of the 2006 Act (duty to notify registrar of change in directors)(**e**) comes fully into force—

(a) paragraph (2)(a)(iii) of regulation 3 (amendments to the 2000 Act);

(b) paragraph (2)(c) of regulation 3;

(c) paragraph (2)(d) of regulation 3;

(**a**) 2000 c. 12. See the definitions of "limited liability partnership" and "modifications" in section 18 of that Act.
(**b**) Section 17(5)(b) was amended by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations (S.I. 2009/1804) and the Corporate Insolvency and Governance Act 2020 (c. 12).
(**c**) 2006 c. 46. Section 167M was inserted by section 43 of the Economic Crime and Corporate Transparency Act 2023 (c. 56).
(**d**) Section 790LA was inserted by section 51 of, and paragraph 18 of Schedule 2 to, the Economic Crime and Corporate Transparency Act 2023.
(**e**) Section 167G was inserted by section 51 of, and paragraph 3 of Schedule 2, the Economic Crime and Corporate Transparency Act 2023.

(d) regulation 5, so far as it applies subsection (1A) of section 12A of the 2006 Act to LLPs;

(e) paragraph (2) of regulation 6 (amendments to Part 5 (an LLP's members)), so far as it applies section 167G(4)(d) to (f) and (5) of the 2006 Act to LLPs.

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

Interpretation

2. In these Regulations—

"the 2000 Act" means the Limited Liability Partnerships Act 2000(**a**);

"the 2006 Act" means the Companies Act 2006;

"LLP" means a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000;

"PSC Regulations" means the Register of People with Significant Control Regulations 2016(**b**).

PART 2

Amendments to the 2000 Act

Amendments to the 2000 Act

3.—(1) The 2000 Act is amended as follows.

(2) In section 2 (incorporation document etc)—

(a) in subsection (2)—

(i) in paragraph (e), for "particulars of" substitute "information about";

(ii) after paragraph (e) insert—

"(ea) in the case of each individual named as a member, state that the individual's identity is verified within the meaning of section 1110A of the Companies Act 2006(**c**) (meaning of "identity is verified"),";

(iii) after that paragraph insert—

"(eb) state that no person who is named as a member is disqualified under the directors disqualification legislation,";

(b) for subsection (2ZA) substitute—

"(2ZA) The required information mentioned in subsection (2)(e) is the information mentioned in sections 167J and 167K of the Companies Act 2006(**d**) as applied to limited liability partnerships by regulation 17A of the 2009 Regulations.";

(c) after that subsection insert—

(**a**) 2000 c. 12. Section 2(2)(e) was amended by the Limited Liability Partnerships (Register of People with Significant Control) Regulations (S.I. 2016/340). Section 2(2ZA) was inserted by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804). Section 2(5) of, and paragraph 4(2) of the Schedule to, that Act were inserted by the Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234). Other amendments have been made but none are relevant.

(**b**) S.I. 2016/339.

(**c**) Section 1110A was inserted by section 65 of the Economic Crime and Corporate Transparency Act 2023.

(**d**) Sections 167J and 167K were inserted by section 51 of, and paragraph 3 of Schedule 2 to, the Economic Crime and Corporate Transparency Act 2023.

"(2ZB) Where any of the persons named as members would be disqualified under the directors disqualification legislation but for the permission of a court to act, the incorporation document must include a statement to that effect, in respect of each of them, specifying—

(a) the person's name,

(b) the court by which permission is given, and

(c) the date on which permission was given.

(2ZC) Where any of the persons named as members would be disqualified under the directors disqualification legislation by virtue of section 11A of the Company Directors Disqualification Act 1986(**a**) or Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002(**b**) (designated persons under sanctions legislation) but for the authority of a licence of the kind mentioned in that section or Article, the incorporation document must include a statement to that effect, in respect of each of them, specifying—

(a) the person's name, and

(b) the date on which the licence was issued and by whom it was issued.";

(d) in subsection (5), after the definition of "appropriate email address" insert—

""disqualified under the directors disqualification legislation" has the meaning given in section 159A(2) of the Companies Act 2006(**c**), as applied to limited liability partnerships by regulation 17ZC of the 2009 Regulations;

"permission of the court to act" means permission of a court under provision mentioned in column 2 of the table in section 159A(2) of that Act, as so applied.".

(3) After section 4(2) (members) insert—

"(2A) Subsections (1) and (2) are subject to section 159A(1) of the Companies Act 2006, as applied to limited liability partnerships by regulation 17ZC of the 2009 Regulations.".

(4) Omit section 9 (registration of membership changes).

(5) In section 18 (interpretation), after the definition of "regulations" insert—

""the 2009 Regulations" means the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804).".

(6) In paragraph 4(2)(a) of the Schedule, after "limited liability partnerships" insert "by Part 3 of the 2009 Regulations".

PART 3

Amendments to the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009

Amendments to the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009

4. The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009(**d**) are amended in accordance with regulations 5 to 10.

(**a**) 1986 c. 46. Section 11A was inserted by section 36(2) of the Economic Crime and Corporate Transparency Act 2023.
(**b**) S.I. 2002/3150 (N.I. 4). Article 15A was inserted by section 38(2) of the Economic Crime and Corporate Transparency Act 2023.
(**c**) Section 159A was inserted by section 40 of the Economic Crime and Corporate Transparency Act 2023.
(**d**) S.I. 2009/1804.

Amendments to Part 1A (incorporation)

5. For regulation 3A (statement of initial significant control) substitute—

"Statement of initial significant control

3A. Sections 12A and 12B apply to LLPs, modified so that they read as follows—

"12A. Statement of initial significant control

(1) The statement of initial significant control required to be included in the incorporation document delivered to the registrar must—

(a) state whether, on incorporation, there will be anyone who is either a registrable person or a registrable relevant legal entity in relation to the LLP, and

(b) include the required particulars of any such person.

(1A) If there is anyone who will be a registrable person, or a registrable relevant legal entity, in relation to the LLP on incorporation, the statement must also include—

(a) a statement that none of them is disqualified under the directors disqualification legislation (see section 159A(2)),

(b) if any of them would be so disqualified but for the permission of a court to act, a statement to that effect, in respect of each of them, specifying—

(i) the person's name,

(ii) the court by which permission was given,

(iii) the date on which permission was given, and

(c) if any of them would be so disqualified by virtue of section 11A of the Company Directors Disqualification Act 1986 or Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002 (designated persons under sanctions legislation) but for the authority of a licence of the kind mentioned in that section or Article, a statement to that effect, in respect of each of them, specifying—

(i) the person's name, and

(ii) the date on which the licence was issued and by whom it was issued.

(2) It is not necessary to include under subsection (1)(b) the date on which someone becomes a registrable person or a registrable relevant legal entity in relation to the LLP.

(3) If the statement includes required particulars of an individual, it must also contain a statement that those particulars are included with the knowledge of that individual.

(4) In this section—

"permission of a court to act" means permission of a court under a provision mentioned in column 2 of the table in section 159A(2);

"registrable person" has the meaning given by section 790C (see also section 790J: power to make exemptions);

"registrable relevant legal entity" has the meaning given by section 790C (see also section 790J);

"required particulars" has the meaning given by section 790K.

12B. Option to provide ID verification information about PSCs

(1) This section applies if an application for the registration of an LLP contains a statement of initial significant control that identifies a person who will be a registrable person in relation to the LLP on its incorporation.

(2) The statement may include a statement that the person's identity is verified within the meaning of section 1110A.

(3) To find out what happens if the option in subsection (2) is not exercised, see section 790LM.

(4) In this section "registrable person" has the same meaning as in section 12A(4).".".

Amendments to Part 5 (an LLP's members)

6.—(1) For the heading of Chapter 1 of Part 5 (an LLP's members) substitute "Information about members".

(2) For regulation 17A (alternative method of record keeping) substitute—

"Notification of information about members

17A. Sections 167G to 167L apply to LLPs, modified so that they read as follows—

"167G. Duty to notify registrar of change in members

(1) An LLP must give notice to the registrar if a person—

(a) becomes a member of the LLP, or

(b) ceases to be a member of the LLP.

(2) The notice must specify the date on which the person became or ceased to be a member of the LLP.

(3) Where all the members from time to time of an LLP are designated members, subsection (1) does not require notice that a person has become or ceased to be a designated member as well as a member.

(4) A notice under subsection (1)(a) of a person having become a member must contain—

(a) a statement of the required information about the new member (see sections 167J and 167K);

(b) a statement by the LLP that the person has consented to act in that capacity;

(c) if the person is an individual, a statement that their identity is verified within the meaning of section 1110A;

(d) a statement that the person is not disqualified under the directors disqualification legislation (see section 159A(2));

(e) if the person would be disqualified under the directors disqualification legislation but for the permission of a court to act, a statement to that effect specifying—

(i) the court by which permission was given, and

(ii) the date on which permission was given.

(f) if the person would be disqualified under the directors disqualification legislation by virtue of section 11A of the Company Directors Disqualification Act 1986 or Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002 (designated persons under sanctions legislation) but for the authority of a licence of the kind mentioned in that section or Article, a statement to that effect specifying—

(i) the date on which the licence was issued, and

(ii) by whom it was issued.

(5) In subsection (3)(e) "permission of a court to act" means permission of a court under a provision mentioned in column 2 of the table in section 159A(2).

(6) Subsection (1)(a) does not require an LLP, on its incorporation, to give notice in relation to a person named as a member in the incorporation document under section 2 of the Limited Liability Partnerships Act 2000.

(7) A notice under this section must be given within the period of 14 days beginning with the day on which the person becomes or ceases to be a member.

167H. Duty to notify registrar of changes of information

(1) An LLP must give notice to the registrar of any change in the required information about a member (see sections 167J and 167K).

(2) The notice must specify the date on which the change occurred.

(3) A notice under this section must be given within the period of 14 days beginning with the day on which the change occurs.

(4) Where an LLP gives notice of a change of a member's service address but not their residential address, the notice must contain a statement that the residential address is unchanged.

167I. Notification of changes occurring before LLP's incorporation

(1) An LLP must give notice to the registrar if a proposed member of the LLP did not become a member on its incorporation.

(2) An LLP must give notice to the registrar of any change in the required information about a proposed member that occurred—

(a) after the incorporation document for the LLP was delivered to the registrar, but

(b) before the LLP was incorporated.

(3) But an LLP is not required to give notice under subsection (2) in respect of a person if it gives notice under subsection (1) in respect of the person.

(4) A notice under subsection (2) must specify the date on which the change occurred.

(5) A notice under this section must be given within the period of 14 days beginning with the day on which the LLP was incorporated.

(6) In this section—

"incorporation document" means an incorporation document under section 2 of the Limited Liability Partnerships Act 2000;

"proposed member" means a person mentioned in the incorporation document as a person who is to be a member of an LLP on incorporation.

167J. Required information about a member: individuals

(1) The required information about a member (or proposed member) who is an individual is—

(a) name, date of birth and nationality;

(b) any relevant former names;

(c) a service address (which may be stated as "The LLP's registered office");

(d) usual residential address;

(e) the part of the United Kingdom in which the individual is usually resident or, if the individual is usually resident in a country or state outside the United Kingdom, that country or state.

(2) In subsection (1)(b) "relevant former name" means any former name other than—

(a) in the case of a peer, or an individual normally known by a British title, the name by which the individual was known previous to the adoption of or succession to the title, or

(b) in the case of any person—

(i) a former name which was changed or disused before the person attained the age of 16 years,

(ii) a former name which has been changed or disused for 20 years or more, or

(iii) a former name which the registrar is required to refrain from making available for public inspection or from disclosing (or both) by virtue of regulations under section 1088(1)(a) or (b).

(3) In this section—

"former name" means a name by which the individual was formerly known for business purposes;

"name" means the individual's forename and surname.

(4) Where a member (or proposed member) is a peer or an individual usually known by a title, any requirement imposed by this Act, the Limited Liability Partnerships Act 2000 or regulations made under that Act to provide the individual's name because it forms part of the required information may be satisfied by providing that title instead of the individual's forename and surname.

(5) In this section—

"incorporation document" means an incorporation document under section 2 of the Limited Liability Partnerships Act 2000;

"proposed members" means a person mentioned in the incorporation document as a person who is to be a member of an LLP on incorporation.

167K. Required information about a member: corporate members and firms

(1) The required information about a member (or proposed member) that is a body corporate, or a firm that is a legal person under the law by which it is governed, is—

(a) corporate or firm name;

(b) principal office;

(c) a service address (which may be stated as "The LLP's registered office");

(d) in the case of a limited company that is a UK-registered company, the registered number;

(e) in any other case, particulars of—

(i) the legal form of the body corporate or firm and the law by which it is governed, and

(ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register.

(2) In this section—

"incorporation document" means an incorporation document under section 2 of the Limited Liability Partnerships Act 2000;

"proposed members" means a person mentioned in the incorporation document as a person who is to be a member of an LLP on incorporation.

167L. Members: offence of failure to notify of changes

(1) If an LLP fails, without reasonable excuse, to comply with section 167G, 167H or 167I, an offence is committed by—

(a) the LLP, and

(b) every 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) After regulation 17A, as substituted by paragraph (2), insert—

"Prohibition on member acting unless ID verified

17AA. Section 167M (prohibition on director acting unless ID verified) applies to LLPs, modified so that it reads as follows—

"167M. Prohibition on member acting unless ID verified

(1) An individual must not act as a member of an LLP unless the individual's identity is verified within the meaning of section 1110A (meaning of "identity is verified").

(2) An LLP must ensure that an individual does not act as a member unless the individual's identity is verified within the meaning of section 1110A.

(3) A person who contravenes subsection (1) commits an offence.

(4) If an LLP contravenes subsection (2) an offence is committed by—

(a) the LLP, and

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

(5) 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.

(6) The only consequences of contravening subsections (1) and (2) are the offences provided for by this section (so that, for example, a contravention does not in any way affect the validity of an individual's acts as a member).".

Prohibition on acting unless membership notified

17AB. Section 167N (prohibition on acting unless directorship notified) applies to LLPs, modified so that it reads as follows—

"167N. Prohibition on acting unless membership notified

(1) This section applies where—

(a) a person has become a member of an LLP otherwise than on its incorporation, and

(b) notice under section 167G of the person having done so has not been given within the period mentioned in subsection (7) of that section.

(2) The person may not act as a member of the LLP until notice is given under section 167G.

(3) A person who contravenes subsection (2) commits an offence.

(4) Where the offence is committed by a firm, every officer of the firm who is in default also commits the offence.

(5) It is a defence for a person charged with an offence under this section to prove that they reasonably believed that notice had been given under section 167G.

(6) 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.

(7) The only consequence of a contravention of subsection (2) is the offence provided for by this section (so that, for example, a contravention does not in any way affect the validity of a person's acts as a member).".";

(4) Omit regulations 18 (requirements for register of members) and 18A (option to keep information on the central register).

Amendments to Part 8 (annual confirmation by LLP of accuracy of information on register)

7.—(1) Regulation 30 is amended in accordance with this regulation.

(2) In section 853A(1)(b) of the 2006 Act (duty to deliver confirmation statements), as applied to LLPs by that regulation—

(a) omit "and" after sub-paragraph (i);

(b) after sub-paragraph (ii) insert—

"(iii) in the case of an LLP's first statement under this paragraph, that the LLP has delivered to the registrar, or is delivering to the registrar at the same time as the confirmation statement, any information that it is required to deliver under section 167I or 790LG (pre-incorporation changes).".

(3) In section 853B of the Act (duty to notify a relevant event), as applied to LLPs by that regulation—

(a) omit paragraph (b);

(b) for paragraph (c) substitute—

"(c) the duty to deliver anything as mentioned in section 790LA, 790LC, 790LD, 790LE, 790LF, 790LG or 790LH (information about persons with significant control);";

(c) for paragraph (d) substitute—

"(d) the duty to give notice of a change as mentioned in section 167G or 167H (changes in members or required information about a member);".

Amendments to Part 8A (an LLP's register of people with significant control)

8.—(1) In regulation 31A (overview), in section 790A of the 2006 Act as applied to LLPs by that regulation—

(a) in subsection (b), for "keep the register required by the remainder of this Part" substitute "notify the registrar of the information in accordance with sections 790EB to 790EF, 790LA, 790LB(1) and 790LC to 790LH";

(b) for subsections (c) and (d) substitute—

"(c) Sections 790EB to 790EF, 790LA, 790LB(1) and 790LC to 790LH require LLPs to notify the registrar of information relating to persons with significant control;".

(2) In regulation 31B (key terms), after paragraph (3) insert—

"(3A) Omit subsection (10).".

(3) After regulation 31B insert—

"References to "confirmation" etc of information

31BA. Section 790CA applies to LLPs, modified so that references to a company are to be read as references to an LLP.".

(4) In regulation 31C (information gathering)—

(a) in paragraph (1), for "790D to 790J" substitute "790CB to 790I";

(b) in paragraph (2)—

(i) in sub-paragraph (d), for "(9) and (10)", substitute "(6) and (7)" and omit the "and" after that sub-paragraph;

(ii) after sub-paragraph (d) insert—

"(da) read section 790DA as if subsections (7) and (8) were omitted;";

(iii) for sub-paragraph (e) substitute—

"(e) read section 790E as if subsections (5) and (6) were omitted;";

(iv) after sub-paragraph (e) insert—

"and

(f) read section 790EA as if subsections (5) and (6) were omitted.".

(5) In regulation 31D (required particulars), in section 790K of the 2006 Act as applied to LLPs by that regulation—

(a) in subsection (1), omit paragraph (i) and the "and" before it;

(b) in subsection (2), after paragraph (b) insert—

"(ba) a service address,";

(c) in subsection (3)—

(i) in paragraph (b), omit "registered or";

(ii) after paragraph (b) insert—

"(ba) a service address,";

(d) for subsection (4) substitute—

"(4) In this section "name", in relation to an individual, means the individual's forename and surname.

(4A) Where an individual is a peer or an individual usually known by a title, any requirement imposed by this Act to provide the individual's name because it forms part of the required particulars under this section may be satisfied by providing that title instead of the individual's forename and surname.".

(6) After regulation 31D (required particulars) insert—

"Duty to notify registrar of persons with significant control

31DA.—(1) Sections 790LA, 790LC to 790LH and 790LJ to 790LL apply to LLPs as if they were read with the following modifications.

(2) Read references to a company as references to an LLP.

(3) Read references to an officer as references to a designated member.

(4) In section 790LA, omit subsection (5).

(5) In section 790LD, omit subsection (4).

(6) In section 790LJ, omit subsection (2).

Identity verification obligations for persons with significant control

31DB.—(1) Sections 790LB, 790LM, 790LN, 790LQ and 790LT apply to LLPs with the following modifications.

(2) Read references to a company as references to an LLP.

(3) In section 790LB—

(a) omit subsections (2) and (3);

(b) in subsection (4)—

(i) "or (2)" is omitted, and

(ii) for "sections 790LM and 790LO" substitute "section 790LM".

(4) In section 790LN—

(a) in subsection (5) for the definition of "the appointed day" substitute—

""the appointed day" means such day as is appointed in regulations under this section as it applies to registrable persons of companies, except that any reference in those regulations—

(a) to a company should be read as a reference to an LLP;

(b) to a director of a company should be read as a reference to a member of an LLP, and

(c) to any provision of company law should be read as a reference to that provision as applied to LLPs;";

(b) omit subsection (6).".

(7) Omit regulations 31E to 31K.

(8) In regulation 31N, in Schedule 1B to the 2006 Act as applied to LLPs by that regulation—

(a) in each of the following provisions, for "or 790E" substitute ", 790DA, 790E or 790EA"—

(i) paragraph 1(1)(a) and (3)(a);

(ii) paragraph 8(3)(a);

(iii) paragraph 11(a) and (b);

(b) for paragraphs 13 and 14 substitute—

"13 (1) A person to whom a notice under section 790D, 790DA, 790E or 790EA is addressed commits an offence if the person fails, without reasonable excuse, to comply with the notice.

(2) Where the person is a legal entity, the 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 the general limit in a magistrates' court or a fine (or both);

(ii) in Scotland, to imprisonment for a term not exceeding twelve months or a fine not exceeding the statutory maximum (or both);

(iii) in Northern Ireland, to imprisonment for a term not exceeding six months or a fine not exceeding the statutory maximum (or both).

14 (1) A person commits an offence if the person fails, without reasonable excuse, to comply with a duty under section 790G, 790H or 790HA.

(2) Where the person is a legal entity, the 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 the general limit in a magistrates' court or a fine (or both);

(ii) in Scotland, to imprisonment for a term not exceeding twelve months or a fine not exceeding the statutory maximum (or both);

(iii) in Northern Ireland, to imprisonment for a term not exceeding six months or a fine not exceeding the statutory maximum (or both).

14A (1) A person commits an offence if, in purported compliance with a notice under section 790D, 790DA, 790E or 790EA or in purported compliance with a duty imposed by section 790G, 790H or 790HA, and without reasonable excuse, the person makes a statement that is misleading, false or deceptive in a material particular.

(2) Where the person is a legal entity, the 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 on summary conviction—

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

(b) in Scotland, to a fine not exceeding level 5 on the standard scale;

(c) in Northern Ireland, to a fine not exceeding level 5 on the standard scale.

14B (1) A person commits an offence if, in purported compliance with a notice under section 790D, 790DA, 790E or 790EA or in purported compliance with a duty imposed by section 790G, 790H or 790HA, the person makes a statement that the person knows is misleading, false or deceptive in a material particular.

(2) Where the person is a legal entity, the 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 the general limit in a magistrates' court or to a fine (or both);

(ii) in Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);

(iii) in Northern Ireland, to imprisonment for a term not exceeding six months or to a fine not exceeding the statutory maximum (or both).".

Amendments to Part 15 (the registrar of companies)

9.—(1) In regulation 64 (annotation and unique identifiers), in section 1082 of the 2006 Act as applied to LLPs by that regulation(**a**), at the end insert—

"(6) Where provisions mentioned in paragraph (7) require a statement that the individual's identity is verified within the meaning of section 1110A of the 2006 Act, they must include a statement of the individual's unique identifier.

(7) The provisions are—

(a) section 12(2A);

(b) section 12B(2);

(c) section 167G(4)(c);

(d) section 790LB(1);

(e) section 790LM(2);

(f) section 790LN(2);

(g) regulation 16(2) of the Limited Liability Partnerships (Application and Modification of Company Law) Regulations 2025 (S.I. 2025/[xxx]).".

(2) In regulation 66 (inspection etc of the register), in section 1087(1) of the 2006 Act as applied to LLPs by that regulation—

(a) for "must not be made available" substitute "must not, so far as it forms part of the register, be made available";

(b) after paragraph (ha) insert—

"(hb) any statement or other document delivered to the registrar by virtue of any of the following provisions—

(i) section 2(2)(ea) of the Limited Liability Partnerships Act 2000;

(ii) section 12B(2);

(iii) section 167G(4)(c);

(iv) section 790LB(1);

(v) section 790LM(2);

(vi) section 790LN(2);

(hc) any application or other document delivered to the registrar under section 1098B, 1098D or 1098E or regulations under section 1098G (authorised corporate service providers);

(hd) any document delivered to the registrar under regulations under section 1110B;

(**a**) Regulation 64 was amended by the Unique Identifiers (Application of Company Law) Regulations 2025 (S.I. 2025/49).

(he) any statement delivered in accordance with regulation 16(2) of the Limited Liability Partnerships (Application and Modification of Company Law) Regulations 2025 (S.I. 2025/[xxx]);".

(3) After regulation 68 (language requirements: translation) insert—

"Identity verification: exemption on national security grounds etc

68A. Section 1110C applies to LLPs modified so that it reads as follows—

"1110C. Identity verification: exemption on national security grounds

(1) The Secretary of State may, by written notice given to a person, provide for one or more of the effects listed in subsection (2) to apply in relation to the person, if satisfied that to do so is necessary—

(a) in the interests of national security, or

(b) for the purposes of preventing or detecting serious crime.

(2) The effects for which the notice may provide are that—

(a) where an incorporation document names an individual as a member, section 2(2)(ea) of the Limited Liability Partnerships Act 2000 does not require a statement under that subsection to be made in relation to the person;

(b) section 167G(4)(c) does not apply in relation to a notice of the person having become a member;

(c) section 167M(1) does not apply in relation to the person and section 167M(2) does not impose any obligation on an LLP in relation to the person;

(d) section 167N does not apply.

(3) For the purposes of subsection (1)(b)—

(a) "crime" means conduct which—

(i) constitutes a criminal offence, or

(ii) is, or corresponds to, any conduct which, if it all took place in any one part of the United Kingdom, would constitute a criminal offence, and

(b) crime is "serious" if—

(i) the offence which is or would be constituted by the conduct is an offence for which the maximum sentence (in any part of the United Kingdom) is imprisonment for 3 years or more, or

(ii) the conduct involves the use of violence, results in substantial financial gain or is conduct by a large number of persons in pursuit of a common purpose.".".

Amendments to Part 17 (supplementary provisions and interpretation)

10. In regulation 74 (LLP records), in section 1136(2) of the 2006 Act as applied to LLPs by that regulation, omit the following wording—

(a) "section 162 (register of members);";

(b) "section 790M (register of people with significant control over an LLP);", and

(c) "section 790Z (historic PSC register);".

PART 4

Amendments to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016

Amendments to the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016

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

(2) Omit paragraph 2.

(3) In paragraph 3—

(a) after Part 3 of the PSC Regulations, as applied to LLPs by that paragraph, insert—

"PART 3A

Further duties on LLP to give notices concerning persons with significant control

8A.—(1) Where an LLP knows or has cause to believe that the information in a notice given by the LLP under any provision of the Act mentioned in paragraph (2) is no longer true, the LLP must give notice to the registrar.

(2) The provisions are—

(a) section 790LC(1),

(b) section 790LH(1),

(c) section 790VA(2) where that subsection applied by virtue of subsection (1)(c) of that section.

(3) Where the subscribers to an LLP's incorporation document gave a statement of initial significant control stating that no person would become a registrable person or registrable relevant legal entity on incorporation and the LLP subsequently comes to know or have cause to believe that it is no longer true that the LLP has no registrable persons or registrable relevant legal entities, the LLP must give notice to the registrar.

(4) A notice given under paragraph (1) or (3) must state—

(a) what information about the LLP is no longer true, and

(b) the date on which the LLP first knew or had cause to believe the information is no longer true.

(5) The notice must be given within the period of 14 days beginning with the date on which the LLP first knew or had cause to believe the information referred to in paragraph (1) or (3), as the case may be, is no longer true.

(6) In paragraph (2)(c) the reference to section 790VA is to that section as it had effect prior to its repeal.";

(b) omit regulations 9 to 17 of the PSC Regulations (additional matters) as applied to LLPs by that paragraph;

(**a**) S.I. 2016/340; relevant amending instruments are S.I. 2017/693, 2024/1377.

(c) in paragraphs (b) and (d) of regulation 18 of the PSC Regulations, as applied to LLPs by that paragraph, for "or 790E" substitute ", 790DA, 790E or 790EA";

(d) in regulation 20 of the PSC Regulations as applied to LLPs by that paragraph, and in the heading to that regulation, for "or 790E" substitute ", 790DA, 790E or 790EA";

(e) in regulations 36(1), 37(1) and 38(1) of the PSC Regulations, including their headings, as applied to LLPs by that paragraph, omit "using or".

(4) In paragraph 4, for "Schedules 1, 3 and 4 to the PSC Regulations apply to LLPs, with the references to a company in Part 2A of Schedule 4 read as references to an LLP" substitute "Schedule 1 to the PSC Regulations applies to LLPs".

(5) After paragraph 4 insert—

"5.—(1) Parts 2 to 3 of Schedule 4 to the PSC Regulations apply to LLPs with the modifications specified in this paragraph.

(2) In Part 2A of Schedule 4, any reference to a company is read as a reference to an LLP.

(3) In Part 3 of Schedule 4, paragraphs 13(b) and (d) are omitted.".

PART 5

Transitional provisions

Interpretation

12. In this Part "relevant day" means the date that section 43 of the Economic Crime and Corporate Transparency Act 2023 (prohibition on director acting unless ID verified)(**a**) comes into force.

Notification of changes concerning LLP members to the registrar

13.—(1) This regulation applies where, at the end of the day before the relevant day, an LLP was under a duty to give a section 9 notice or section 167D notice but had not given it.

(2) The LLP must give a relevant corresponding notice subject to the modification to the provision under which the relevant corresponding notice is to be given that the period within which the notice must be given is the period of 14 days beginning with the relevant day.

(3) In this regulation—

"relevant corresponding notice" means a notice under the provision specified in the second column of the table which corresponds to the provision specified in the first column of the table under which the LLP was under a duty to give the notice mentioned in paragraph (1);

"section 9 notice" means a notice mentioned in section 9 of the 2000 Act (registration of membership changes);

"section 167D notice" means a notice containing the information required to be delivered by section 167D(2) of the 2006 Act (duty to notify registrar of changes), as applied to LLPs.

(**a**) 2023 c. 56.

1	2
Section 9(1)(a) of the 2000 Act (registration of membership changes)	Section 167G of the 2006 Act (duty to notify registrar of change in members)
Section 9(1)(b) of the 2000 Act	Section 167H of the 2006 Act (duty to notify registrar of changes of information)
Section 167D(2)(a) of the 2006 Act (duty to notify registrar of changes) in connection with an obligation to give notice under section 9(1)(a) of the 2000 Act of a person becoming or ceasing to be a member	Section 167G of the 2006 Act
Section 167D(2)(a) of the 2006 Act in connection with an obligation to give notice under section 9(1)(b) of the 2000 Act of any change in the particulars contained in the register of members or the register of members' residential addresses	Section 167H of the 2006 Act

(4) The references in this regulation to section 167D of the 2006 Act are references to that provision as it had effect prior to the relevant day.

(5) The references in this regulation to sections 167D, 167G and 167H of the 2006 Act are to those sections as applied to LLPs by the Limited Liability Partnerships (Application of the Companies Act 2006) Regulations 2009.

Notification of changes concerning people with significant control to the registrar

14.—(1) This regulation applies where, at the end of the day before the relevant day, an LLP—

(a) was under a duty to give a section 790VA(2) notice but had not given it, or

(b) would have been under a such a duty had it complied with a duty to make a relevant PSC register change.

(2) The LLP must give a relevant notice, subject to the modification to the provision under which the relevant notice is to be given that the period within which the notice must be given is the period of 14 days beginning with the relevant day.

(3) In this regulation—

"PSC register" means the register referred to in section 790M(1) of the 2006 Act (duty to keep register), as applied to LLPs;

"relevant notice" means a notice under whichever of the provisions specified in the second column of the table corresponds to the provision in the first column of the table under which the relevant PSC register change that placed, or would have placed, the LLP under a duty to give the section 790VA(2) notice was, or was required to be, made;

"relevant PSC register change" means a change to an LLP's PSC register required under any of the provisions specified in the first column of the table;

"section 790VA(2) notice" means a notice mentioned in section 790VA(2) of the 2006 Act (notification of changes to the registrar) required in relation to any relevant PSC register change.

1	2
Section 790M(2) of the 2006 Act (required particulars of a person with significant control)	Section 790LA(1) of the 2006 Act (duty to notify registrar of confirmed persons with significant control)
Section 790M(6) or (6A) of the 2006 Act in connection with a relevant change within the meaning of section 790E(3)(a) and (4)(a) (person ceases to have significant control)	Section 790LF(1) of the 2006 Act (duty to notify registrar when person ceases to have significant control)
Section 790M(6) or (6A) of the 2006 Act in connection with a relevant change within the meaning of section 790E(3)(b) and (4)(b) (any other change in particulars)	Section 790LD(1) of the 2006 Act (duties to notify of changes to required particulars)
Regulation 10 of the PSC Regulations (no person with significant control) and section 790M(7A) of the Act	Section 790LH(1) of the 2006 Act (duty to notify registrar if LLP ceases to have persons with significant control)
Regulations 11 and 12 of the PSC Regulations (unidentified person with significant control and unconfirmed particulars) and section 790M(7A) of the 2006 Act	Section 790LC(1) of the 2006 Act (duty to notify registrar of unconfirmed persons with significant control)
Regulations 14 and 15 of the PSC Regulations (failure to comply with section 790D and 790E notices) and section 790M(7A) of the 2006 Act	Section 790EB(1) of the 2006 Act (LLP's duty to notify failure to comply with notices)
Regulation 16 of the PSC Regulations (late compliance with section 790D and 790E notices) and section 790M(7A) of the 2006 Act	Section 790EC(1) of the 2006 Act (company's duty to notify of late compliance with notices)
Regulation 17(2) of the PSC Regulations (giving of restrictions notice) and section 790M(7A) of the 2006 Act	Section 790ED(1) of the 2006 Act (company's duty to notify that it has given a restrictions notice)
Regulation 17(3) of the PSC Regulations (withdrawal of restrictions notice) and section 790M(7A) of the 2006 Act	Section 790EE(1) of the 2006 Act (company's duty to notify that it has withdrawn a restrictions notice)
Regulation 17(4) of the PSC Regulations (court order directing relevant interest ceases to be subject to restrictions) and section 790M(7A) of the 2006 Act	Section 790EF(1) of the 2006 Act (company's duty to notify that court has ended restrictions)

(4) The references in this regulation to sections 790D, 790E, 790M and 790VA of the 2006 Act and provisions of the PSC Regulations are references to those provisions as they had effect prior to the relevant day.

(5) The references to the sections mentioned in paragraph (4) and the references in this regulation to sections 790LA, 790LC, 790LD, 790EB, 790EC, 790ED, 790EE, 790EF, 790LF and 790LH of the 2006 Act are to those sections as applied to LLPs by the Limited Liability Partnerships (Application of the Companies Act 2006) Regulations 2009.

(6) The references in this regulation to the provisions of the PSC Regulations are to those provisions as applied to LLPs by regulation 4 of, and Schedule 2 to, the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

Notification of changes: savings in relation to additional matters

15.—(1) This regulation applies to an LLP which—

(a) before the relevant day, has given a section 790VA(2) notice in relation to an additional matter PSC register change, and

(b) on or after the relevant day would have come under a duty to place a note in its PSC register under regulation 9(2) of the PSC Regulations (additional matters to be noted in a PSC register) in relation to the additional matter PSC register change but for that regulation's revocation on the relevant day.

(2) Section 790VA(2) to (4) of the 2006 Act (notification of changes to the registrar) is saved with respect to the LLP.

(3) For the purposes of section 790VA(2), as saved by paragraph (2), the LLP is taken as having made a change to its PSC register under regulation 9(2) of the PSC Regulations on the date on which it would have come under a duty to place a note in that register under that regulation but for its revocation on the relevant day.

(4) In respect of any additional matter PSC register change, the saving provided for by paragraph (2) ceases on the savings end day in respect of that additional matter PSC register change.

(5) In this regulation—

"additional matter PSC register change" means any note made to an LLP's PSC register by the LLP before the relevant day in accordance with a duty in any of regulations 10 to 17 of the PSC Regulations;

"post-relevant day section 790VA(2) notice" means a section 790VA(2) notice given under section 790VA(2) of the 2006 Act, as that section is saved by paragraph (2), in respect of a note that the LLP would have had to make to its PSC register under regulation 9(2) of the PSC Regulations in relation to an additional matter PSC register change but for that regulation's revocation on the relevant day;

"PSC register" means the register referred to in section 790M(1) of the 2006 Act (duty to keep register);

"savings end day" means the day after the day on which a company gives a post-relevant day section 790VA(2) notice;

"section 790VA(2) notice" means a notice mentioned in section 790VA(2) of the 2006 Act (notification of changes to the registrar).

(6) In this regulation, other than to the extent section 790VA(2) to (4) is saved, references to sections 790M and 790VA of the 2006 Act and provisions of the PSC Regulations are references to those provisions as they had effect prior to the relevant day.

(7) The references in this regulation to sections 790M and 790VA of the 2006 Act are to those sections as applied to LLPs by the Limited Liability Partnerships (Application of the Companies Act 2006) Regulations 2009.

(8) The references in this regulation to the provisions of the PSC Regulations are to those provisions as applied to LLPs by regulation 4 of, and Schedule 2 to, the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.

Identity verification of LLP members

16.—(1) This regulation applies where an individual became a member of an LLP before the relevant day.

(2) The LLP referred to in paragraph (1) must deliver to the registrar an identity verification statement in respect of the individual mentioned in that paragraph at the same time as the LLP delivers its next confirmation statement on or after the relevant day.

(3) No identity verification statement is required to be delivered under paragraph (2) if the individual is not a member of the LLP at the time mentioned in that paragraph.

(4) Section 853A(1)(b)(i) (duty to deliver confirmation statements) of the 2006 Act has effect as if it included a reference to the duty imposed by virtue of paragraph (2).

(5) Where, on the relevant day, the period mentioned in section 853A(1) of the 2006 Act within which the confirmation statement referred to in paragraph (2) is required to be delivered ("the delivery period") has yet to begin, or has already begun but is not yet expired, section 167M(1) of the 2006 Act does not apply to the individual in question, and section 167M(2) of the 2006 Act does not apply to the LLP with respect to that individual, until—

(a) the day on which the LLP complies with the duty in section 853A(1), or

(b) if the LLP does not so comply, the day after the last day of the delivery period.

(6) Where, on the relevant day, the delivery period mentioned in paragraph (5) has expired, section 167M(1) of the 2006 Act does not apply to the individual in question, and section 167M(2) of the 2006 Act does not apply to the LLP with respect to that individual, until the earlier of—

(a) the day on which the LLP complies with paragraph (2), or

(b) the day which is the end of the period of 14 days beginning with the relevant day.

(7) In this regulation—

(a) references to provisions of the 2006 Act are to those provisions as applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009;

(b) "confirmation statement" has the meaning given in section 853A(1)(b) of the 2006 Act;

(c) "identity verification statement" means a statement in respect of an individual confirming that their identity is verified within the meaning of section 1110A of the 2006 Act (meaning of "identity is verified");

(d) "the registrar" has the meaning given in section 1060 of the 2006 Act.

Name
Title
Date
Department for Business and Trade

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations apply company law provisions concerning identity verification, prohibitions on the appointment of disqualified directors, and the removal of the requirement to keep certain "local" registers of information relating to directors and persons with significant control ("PSC"), as reformed by the Economic Crime and Corporate Transparency Act 2023 (c. 56) ("the 2023 Act"), to limited liability partnerships ("LLPs").

Most of the provisions in these Regulations come into force when section 167M of the Companies Act 2006 (c. 46) ("the 2006 Act") comes into force. Certain provisions relating to PSCs come into force immediately after section 790LA of the 2006 Act comes into force. Provisions relating to the delivery of a statement that a member or PSC of a limited liability partnership is not disqualified under the director disqualification legislation will come into force only when section 167G of the 2006 Act comes fully into force.

Regulations 13 to 16 of these Regulations contain transitional and saving provisions relating to the abolition of local register provisions being applied to LLPs. In regulations 13 and 14, where an LLP was required to make a note in its register of members or PSC register under one of the provisions in column 1 of the relevant table, it will instead be required to give a notice to the registrar of the change under the corresponding provision in column 2, and will have 14 days from the day that section 43 of the 2023 Act comes into force to do so. Regulation 15 saves provisions requiring notification of changes to an LLP's PSCs. Regulation 16 makes transitional provision in relation to delivery of identity verification statements of existing members of LLPs.

A full impact assessment has not been prepared for this instrument because the measures within this instrument were assessed within the impact assessment produced for the Registrar (Identity Verification and Authorised Corporate Service Providers) Regulations 2025 (S.I. 2025/50) and the 2023 Act, copies of which are published on legislation.gov.uk. A hard copy may be obtained from the Department for Business and Trade, Old Admiralty Building, London SW1A 2DY.

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