

This draft Statutory Instrument supersedes the draft of the same title which was laid before Parliament on 10th January 2024 and published on 15th January 2024 (ISBN 978-0-348-25609-3). It is being issued free of charge to all known recipients of that draft Statutory Instrument.

Draft Regulations laid before Parliament under section 217(5)(i) of the Economic Crime and Corporate Transparency Act 2023 (c. 56), for approval by resolution of each House of Parliament.

DRAFT STATUTORY INSTRUMENTS

2024 No.

COMPANIES

PARTNERSHIP

**The Economic Crime and Corporate Transparency Act 2023
(Consequential, Supplementary and Incidental Provisions)
Regulations 2024**

Made - - - -

Coming into force in accordance with regulation 1(2)

The Secretary of State makes these Regulations in exercise of the powers conferred by sections 216 and 217(1)(a) of the Economic Crime and Corporate Transparency Act 2023(a).

In accordance with section 217(5)(i) of the Economic Crime and Corporate Transparency Act 2023, a draft of this instrument was laid before Parliament and approved by a resolution of each House of Parliament.

Citation, commencement and extent

1.—(1) These Regulations may be cited as the Economic Crime and Corporate Transparency Act 2023 (Consequential, Supplementary and Incidental Provisions) Regulations 2024.

(2) These Regulations come into force on whichever is the later of—

- (a) the day when section 1 (the registrar’s objectives) of the Economic Crime and Corporate Transparency Act 2023 comes into force, and
- (b) the day after the day on which these Regulations are made.

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

Amendments to primary legislation

2. Schedule 1 has effect.

(a) 2023 c. 56.

Amendments to subordinate legislation

3. Schedule 2 has effect.

Date

Name
Title
Department for Business and Trade

SCHEDULE 1

Regulation 2

Amendments to primary legislation

Companies Act 2006

1. In section 1087(1)(gd) of the Companies Act 2006(a) at the appropriate places insert—

“section 790LN(2);”;

“section 790LP(2);”.

Economic Crime (Transparency and Enforcement) Act 2022

2. In paragraph 6(3) of Schedule 1 (applications: required information) to the Economic Crime (Transparency and Enforcement) Act 2022(b), after “sub-paragraph (1)(a)” insert “and (g)”.

SCHEDULE 2

Regulation 3

Amendments to subordinate legislation

European Economic Interest Grouping Regulations 1989

1. Schedule 4 (provisions of Companies Acts applying to UKEIGs and EEIG establishments) to the European Economic Interest Grouping Regulations 1989(c) is amended as follows—

(a) for paragraph 31 substitute—

“31. In section 1084(d) (records relating to companies that have been dissolved etc) subsections (1) to (3).”;

(b) for paragraph 32 substitute—

“32. In section 1087(e) (material not available for public inspection)—

(a) subsection (1)(a), (d), (da) and (f), and

(b) subsections (2) and (3), so far as relating to material falling within paragraph (a), (d), (da) or (f) of subsection (1).”;

(c) for paragraph 32A substitute—

“32A.—(1) Sections 1087A (protection of date of birth information), 1087B(1) and (2) (protection of date of birth information in old documents) and 1087C (disclosure of date of birth information)(f).

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- (a) 2006 c. 46. Section 1087(1)(gd) was inserted by section 69 of the Economic Crime and Corporate Transparency Act 2023.
- (b) 2022 c. 10. Paragraph 6(1) was amended by sections 157 and 160 of the Economic Crime and Corporate Transparency Act 2023.
- (c) S.I. 1989/638. Schedule 4 was amended by S.I. 2008/948, 2009/2399, 2015/1695 and 2018/1299.
- (d) Section 1084 was amended by section 82(2) of the Economic Crime and Corporate Transparency Act 2023.
- (e) Section 1087 was amended by sections 52(2) and 85(4) of the Economic Crime and Corporate Transparency Act 2023. Other amendments have been made which are not relevant.
- (f) Sections 1087A and 1087B were substituted, and 1087C was inserted, by section 52(3) of the Economic Crime and Corporate Transparency Act 2023.

(2) For the purposes of sub-paragraph (1), section 243(a) will apply in so far as necessary for the application of section 1087C.”;

(d) for paragraph 34 substitute—

“34. Section 1090(b) (power to determine form and manner in which copies to be provided), as if the reference to copies being provided under section 1086(c) were a reference to copies and extracts being provided under regulation 14(b).”;

(e) for paragraph 35 substitute—

“35. Section 1091(d) (certification of copies as accurate), as if—

- (a) any reference in that section to copies were a reference to copies or extracts,
- (b) any reference to section 1086 were a reference to regulation 14(b),
- (c) subsection (4) were omitted.”;

(f) for paragraph 36 substitute—

“36. Section 1094(e) (removal of material from the register), as if it reads as follows—

“1094 Removal of material from the register

- (1) The registrar may remove from the register anything that appears to the registrar to be—
 - (a) a document, or material derived from a document, accepted under section 1073 (power to accept documents not meeting requirements for proper delivery), or
 - (b) unnecessary material as defined by section 1074.
- (2) The power to remove material from the register under this section may be exercised—
 - (a) on the registrar’s own motion, or
 - (b) on an application made in accordance with regulations under section 1094A(2).
- (3) The registrar may exercise the power to remove from the register anything the registration of which had legal consequences only if satisfied that the interest of the UKEIG or EEIG establishment, or (if different) the applicant, in removing the material outweighs any interest of other persons in the material continuing to appear on the register.
- (4) The Secretary of State may by regulations provide that the registrar’s power to remove material from the register under this section following an application is limited to material of a description specified in the regulations.
- (5) Regulations under this section are subject to the negative resolution procedure.”;

(g) after paragraph 36 insert—

(a) Section 243 was amended by sections 94(2) and (6) and 97 of the Economic Crime and Corporate Transparency Act 2023.
(b) Section 1090 was amended by section 89(4) of the Economic Crime and Corporate Transparency Act 2023.
(c) Section 1086 was amended by section 89(2) of the Economic Crime and Corporate Transparency Act 2023.
(d) Section 1091 was amended by section 89(5) of the Economic Crime and Corporate Transparency Act 2023.
(e) Section 1094 was substituted by section 85(2) of the Economic Crime and Corporate Transparency Act 2023.

- “**36A.** Section 1094A(a) (further provision about removal of material from the register).”;
- (h) after paragraph 36A insert—
- “**36B.** Section 1094B(b) (power of court to make consequential orders following removal).”;
- (i) for paragraph 37 substitute—
- “**37.** Sections 1112 (false statements: basic offence) and 1112A (false statements: aggravated offence)(c).”;
- (j) for paragraph 38 substitute—
- “**38.** Section 1117 (registrar's rules), so far as relating to sections 1066(2), 1089(1) and 1090.”.

European Public Limited-Liability Company Regulations 2004

2.—(1) The European Public Limited-Liability Company Regulations 2004(d) are amended as follows.

(2) In Schedule 1A (modifications of provisions of the 2006 Act applying in relation to documents sent to the registrar etc)(e)—

(a) for paragraph 4 substitute—

“**4.** Section 1094 (removal of material from the register), as if—

(a) for subsection (2)(b) there were substituted—

“(b) on application to the registrar.”;

(b) in subsection (3), the reference to “the company” was a reference to “the UK Societas”.”;

(b) paragraph 5 is omitted.

(3) For paragraph 3 of Schedule 2 (provisions of the 2006 Act applying to the registration of UK Societas) substitute—

“**3.** Section 1084 (records relating to companies that have been dissolved etc), as if—

(a) any reference to a company being dissolved were a reference to a UK Societas being dissolved,

(b) the reference in subsections (1A) to (2A) to records relating to a company included a reference to—

(i) the documents required to be retained by the registrar under regulation 13(1), and

(ii) records of the information contained in those documents, and

(c) subsection (4) were omitted.”.

(a) Section 1094A was inserted by section 85(2) of the Economic Crime and Corporate Transparency Act 2023.
 (b) Section 1094B was inserted by section 85(2) of the Economic Crime and Corporate Transparency Act 2023.
 (c) Sections 1112 and 1112A were, respectively, substituted and inserted by section 102(3) of the Economic Crime and Corporate Transparency Act 2023.
 (d) S.I. 2004/2326.
 (e) Schedule 1A was inserted by regulation 37 of S.I. 2009/2400 and amended by regulation 45 of S.I. 2018/1298.

Companies (Disclosure of Address) Regulations 2009

- 3.—(1) The Companies (Disclosure of Address) Regulations 2009(a) are amended as follows.
- (2) In regulation 1(2)—
- (a) for the definition of “section 243 application” substitute—
- ““section 243 application” means an application under section 243(4) (permitted disclosure by the registrar) for the purpose of requiring the registrar to refrain from disclosing protected information relating to a director to a credit reference agency;”;
- (b) in the definition of “section 1088 application”, for “(application to registrar to make address unavailable for public inspection)” substitute “(power to make regulations protecting material).
- (3) In regulation 16(1), for “section 1112 (general false statement offence)” substitute “section 1112 (false statements: basic offence) or section 1112A (false statements: aggravated offence)”.
- (4) In Schedule 2 (conditions for permitted disclosure)—
- (a) for paragraph 6(1)(c)(i) substitute—
- “(i) section 1112 (false statements: basic offence) or section 1112A (false statements: aggravated offence) of the Act or section 2 of the Fraud Act 2006 (fraud by false representation);”;
- (b) for paragraph 7(d)(i) substitute—
- “(i) a person to whom the registrar could disclose information under section 1110F (disclosure by the registrar) of the Act; or”.

Overseas Companies Regulations 2009

- 4.—(1) The Overseas Companies Regulations 2009(b) are amended as follows.
- (2) In regulation 18(2) (interpretation), omit the definition of “specified public authority”.
- (3) In regulation 21 (protected information: restriction on use or disclosure by registrar)—
- (a) in the heading omit “use or”;
- (b) in paragraph (3)—
- (i) for “the registrar must not use or disclose” substitute “the registrar must not disclose”;
- (ii) for sub-paragraph (a) substitute—
- “(a) as permitted by regulation 24 (permitted disclosure by registrar: disclosure to credit reference agency),”;
- (iii) at the end of sub-paragraph (b) for the full stop substitute “, or”;
- (iv) after sub-paragraph (b) insert—
- “(c) in accordance with section 1110F (disclosure by the registrar) of the Companies Act 2006.”.
- (4) Omit regulation 22 (permitted use of protected information by the registrar: communication).
- (5) Omit regulation 23 (permitted disclosure by the registrar: disclosure to specified public authority).
- (6) Omit Schedule 1 (specified public authorities).

(a) S.I. 2009/214.
(b) S.I. 2009/1801.

- (7) In Schedule 2 (conditions for permitted disclosure)—
- (a) omit Part 1 (disclosure to specified public authority);
 - (b) in paragraph 6(c)(i) for “section 1112 (general false statement offence)” substitute “section 1112 (false statements: basic offence) or section 1112A (false statements: aggravated offence)”;
 - (c) for paragraph 7(d)(i) substitute—
 - “(i) a person to whom the registrar could disclose information under section 1110F (disclosure by the registrar) of the Companies Act 2006; or”;
 - (d) in paragraph 11—
 - (i) in sub-paragraph (1) omit the definition of a “public function” and “and” preceding it;
 - (ii) omit sub-paragraph (2)(b) and “and” preceding it.

Unregistered Companies Regulations 2009

5. Schedule 1 (provisions of the Companies Acts applying to unregistered companies) to the Unregistered Companies Regulations 2009(a) is amended as follows—

- (a) for paragraph 7 substitute—
 - “**7.**—(1) Sections 240 to 246 of the Companies Act 2006 (directors’ residential addresses: protection from disclosure) apply to unregistered companies.
 - (2) Section 243 (permitted disclosure by the registrar) applies with the following modifications—
 - (a) for subsection (3) substitute—
 - “(3) The provisions of the Companies (Disclosure of Address) Regulations 2009 (S.I. 2009/214) relating to disclosure of protected information under this section apply.
 - (3A) Those provisions are—
 - (a) Part 2 (disclosure of protected information),
 - (b) Part 4 (matters relating to applications), so far as relating to disclosure under this section, and
 - (c) any other provisions of the Regulations having effect for the purposes of those provisions.”;
 - (b) omit subsections (4) to (6A) and (8).”;
- (b) in paragraph 12C—
 - (i) for sub-paragraph (2) substitute—
 - “(2) In section 790ZF(1), for “sections 240 to 244” substitute “sections 240 to 242 and 243(2) and (7).”;
 - (ii) after sub-paragraph (2) insert—
 - “(2A) Part 6 of the Register of People with Significant Control Regulations 2016 (S.I. 2016/339) applies, with any other provisions of the Regulations having effect for the purposes of that Part.”;
- (c) in paragraph 17(2)—

(a) S.I. 2009/2436.

- (i) after paragraph (d) insert—
 - “(da) section 1081A (registrar’s objectives to promote integrity of registers etc),”;
- (ii) after paragraph (e) insert—
 - “(ea) sections 1092A to 1092C (powers to require further information),”;
- (iii) after paragraph (f) insert—
 - “(fa) sections 1110E to 1110G (disclosure of information),”;
- (d) in paragraph 20(1)—
 - (i) omit paragraph (cza);
 - (ii) for paragraph (ca) substitute—
 - “(ca) sections 1087A, 1087B(1) and (2) and 1087C (protection of date of birth information),”;
- (e) in paragraph 20(2A) for “section 1087B for sub-paragraph (3)” substitute “section 1087C for sub-paragraph (4)”.

Companies (Disclosure of Date of Birth Information) Regulations 2015

6.—(1) The Companies (Disclosure of Date of Birth Information) Regulations 2015(a) are amended as follows.

(2) In regulation 3 for “restricted DOB information” substitute “relevant date of birth information(b)” in each place it occurs.

(3) In schedule 2 (conditions for permitted disclosure)—

- (a) in paragraph 5 for “restricted DOB information” substitute “relevant date of birth information”;
- (b) in paragraph 6—
 - (i) in sub-paragraph (b)(i) for “restricted DOB information” substitute “relevant date of birth information”;
 - (ii) for sub-paragraph (c)(i) substitute—
 - “(i) section 1112 (false statements: basic offence) or section 1112A (false statements: aggravated offence) of the Act or section 2 of the Fraud Act 2006 (fraud by false representation),”;
 - (iii) in sub-paragraph (c)(ii) for “restricted DOB information” substitute “relevant date of birth information”;
- (c) in paragraph 7—
 - (i) for “restricted DOB information” substitute “relevant date of birth information” in each place it occurs;
 - (ii) for sub-paragraph (d)(i) substitute—
 - “(i) a person to whom the registrar could disclose information under section 1110F (disclosure by the registrar) of the Act; or”.
- (d) in paragraph 8 for “restricted DOB information” substitute “relevant date of birth information”;

(a) S.I. 2015/1694.

(b) The “relevant date of birth information” has the meaning given by section 1087A(5) of the Companies Act 2006, as inserted by section 52 of the Economic Crime and Corporate Transparency Act 2023.

- (e) in paragraph 9 for “restricted DOB information” substitute “relevant date of birth information”;
- (f) in paragraph 11(2)(a) for “restricted DOB information” substitute “relevant date of birth information”.

Register of People with Significant Control Regulations 2016

7.—(1) The Register of People with Significant Control Regulations 2016(a) are amended as follows.

(2) In regulation 32(1)(a) 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”.

(3) In regulation 34(3)—

- (a) for the full stop at the end of sub-paragraph (c) substitute “, and;”;
- (b) after sub-paragraph (c) insert—

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

(4) In Schedule 4 (conditions for permitted disclosure)—

- (a) in paragraph 6(c) for “section 1112 of the Act (general false statement offence)” substitute “section 1112 (false statements: basic offence) or 1112A (false statements: aggravated offence) of the Act”;
- (b) for paragraph 8(d)(i) substitute—

“(i) a person to whom the registrar could disclose information under section 1110F (disclosure by the registrar) of the Act; or”.

Scottish Partnerships (Register of People with Significant Control) Regulations 2017

8.—(1) The Scottish Partnerships (Register of People with Significant Control) Regulations 2017(b) are amended as follows.

(2) In regulation 2, omit the definitions of “public authority”, “public function” and “specified public authority”.

(3) In regulation 41—

- (a) in the heading omit “use or”;
- (b) in paragraph (3)—
 - (i) for “the registrar must not use or disclose” substitute “the registrar must not disclose”;
 - (ii) for sub-paragraph (a) substitute—

“(a) in accordance with section 1110F (disclosure by the registrar) of the Companies Act 2006, or”.

(4) Omit regulation 42 (permitted use or disclosure by the registrar).

(5) In regulation 45—

- (a) in the heading omit “use or”;
- (b) in paragraph (1) omit “use or”;

(a) S.I. 2016/339.
(b) S.I. 2017/694.

- (c) in paragraph (2)—
 - (i) in sub-paragraph (a) omit “use or”;
 - (ii) for sub-paragraph (b) substitute—
 - “(b) disclose secured information in accordance with section 1110F (disclosure by the registrar) of the Companies Act 2006; and”.
- (6) Omit regulation 46.
- (7) In regulation 48—
 - (a) in the heading omit “using or”;
 - (b) in paragraph (1) omit “using or”.
- (8) In regulation 49—
 - (a) in the heading omit “using or”;
 - (b) in paragraph (1) omit “using or”.
- (9) In regulation 50—
 - (a) in the heading omit “using or”;
 - (b) in paragraph (1) omit “using or”.
- (10) In regulation 56(1)(a) for “section 1112 of the Companies Act 2006 (general false statement offence)” substitute “section 1112 (false statements: basic offence) or section 1112A (false statements: aggravated offence) of the Companies Act 2006”.
- (11) In regulation 63, for section 1087B(2) of the Companies Act 2006, as applied to an eligible Scottish partnership by that regulation, substitute—
 - “(2) The registrar may disclose a person’s restricted DOB information in accordance with section 1110F (disclosure by the registrar) of this Act.”.
- (12) For regulation 65 substitute—
 - “**65.** Section 1089(a) (form of application for inspection or copy) of the Companies Act 2006 applies in relation to information delivered to the registrar by an eligible Scottish partnership under these Regulations.”.
- (13) Omit regulation 67A.
- (14) For regulation 69 substitute—
 - “**69.** Sections 1112 (false statements: basic offence) and 1112A (false statements: aggravated offence) of the Companies Act 2006 apply in relation to information delivered to the registrar by an eligible Scottish partnership under these Regulations modified so that any reference to “purpose of the Companies Acts” was read as “purpose of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017”.”.
- (15) Omit Schedule 4 (specified public authorities).
- (16) In Schedule 5 (conditions for permitted disclosure)—
 - (a) omit Part 1 (disclosure to specified public authorities);
 - (b) in paragraph 14 omit—
 - (i) sub-paragraph (b);
 - (ii) “and” at the end of sub-paragraph (c);
 - (iii) sub-paragraph (d).

(a) Section 1089 was amended by section 89(3) of the Economic Crime and Corporate Transparency Act 2023.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations make amendments to primary and secondary legislation which are consequential, supplementary or incidental to the commencement of certain provisions of the Economic Crime and Corporate Transparency Act 2023 (c. 56).

A full Impact Assessment has not been prepared for this instrument.

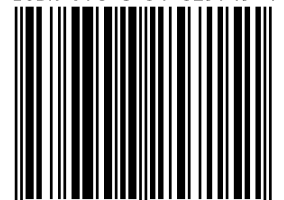
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