

[<<Insert Name of Partnership>>] (the “LLP”)

<< insert date>>

[By post/email]

Dear << insert name >>¹ on behalf of << insert name >>,>>

Statutory Notice: Register of Partnerships (Control in relation to a LLP – notice to a relevant legal entity under section 790D of the Companies Act 2006)

In accordance with Part 21A of the Companies Act 2006, and the Limited Liability Partnerships (Register of Partnerships (Control in relation to a LLP – notice to a relevant legal entity under section 790D of the Companies Act 2006) Regulations 2016² (the “Legislation”), we are under a duty to inform you of the existence of a registrable RLE under the Legislation and give notice to any other person who we have reasonable cause to believe that << insert RLE name >> is a registrable entity under the Legislation.

For your information, further brief details of the Legislation and registrable interests are attached as Annex 2 to this letter. We encourage you to read the attached notice and why we are writing to you.

We therefore require you to contact us by email to the address shown above] to us as soon as possible, but no later than << insert date>>, being one calendar month after the date of this Notice, to provide us with the information concerning your interest, if any, in respect of the LLP:

- whether << insert RLE name >> is a registrable RLE within the meaning of the Legislation;
- if so, whether the required information is accurate, correct and complete; and
- if Annex 1 is incorrect or incomplete, provide the correct and complete information.

If << insert RLE name >> is not a registrable RLE, please inform us whether you know the identity of anyone who is a registrable person within the meaning of section 790D(6) of the Companies Act 2006 and, in either case, please provide the information that are within your knowledge, with the knowledge of each of the persons or legal entities concerned.

You should be aware that failure to provide the information required by this notice, or to disclose false information, is an offence under paragraph 13 of Schedule 1B to the Companies Act 2006 subject to a maximum of 5 years imprisonment, or a fine (or both). In addition, we may take action to enforce our control rights until such time as you provide the required information.

¹ This will most likely be addressed to a director of the LLP.

² These regulations apply Part 21A of, and Schedule 1B to, the Companies Act 2006 (as inserted by the Small Business Enterprise and Employment Act 2015), and the Register of Partnerships Regulations 2016, to LLPs with modifications.

have complied with this notice or provide sufficient information to justify your failure to do so.

Full details of your obligations can be found on the [gov.uk](http://www.gov.uk) website.

We look forward to hearing from you.

Yours faithfully,

.....
<<Insert Name of Designated Member>>

For and on behalf of:

<<Insert Name of Limited Liability Partnership>>

S

A

M

P

L

Annex 2 – Particulars to be provided in relation to the LLP

Required Particulars for the LLP to be entered in the register in relation to the LLP

Name of legal entity, i.e corporate name	insert relevant details>>
Registered or principal office address	insert relevant details>>
Legal form of the person or entity by which it is governed	insert relevant details>>
If applicable, any register in which it appears (including details of the register and its registration number³)	insert relevant details>>
Date RLE first became registrable in relation to the LLP	insert relevant details>>
Nature of control⁵ over the LLP	insert relevant details>>

³ If the RLE is entered on another register in the UK or overseas (the central public register of companies in another country), this must be noted.

⁴ For existing LLPs completing a PSC register for the first time, the deadline is 6th April 2016.

⁵ There are 5 conditions set out in the legislation for the nature of control over the LLP. The PSC register must identify which of the conditions are relevant and include all of the relevant details. The official wording must be used.

or overseas (the central public register of

be 6th April 2016.

tion to LLPs. The PSC register must identify which of the conditions are relevant and include all of the relevant details. The official wording must be used.

Brief overview of the Legislation ("PSCs") in relation to LLPs

The below is a brief summary of the new requirements for people with significant control. This is for information only and should not be relied on as such.

Further information is available on the Companies House website. If in doubt contact a solicitor who will be able to advise you.

- The Small Business, Enterprise and Employment Act 2015 ("SBEE") has materially reformed UK company law. From 6th April 2016, for all UK companies **and LLPs** to disclose information about people with significant control over them. This applies to all companies and LLPs as well as to those registered in the UK.
- The statutory PSC register will be introduced from 6th April 2016, for all UK companies and LLPs to disclose information about people with significant control over them. This applies to all companies and LLPs as well as to those registered in the UK.
- Broadly the only exempt companies are those listed on the Stock Exchange (and AIM) and those with a turnover of less than £10m and transparency rules.

The **new requirements** require all companies and LLPs to:

- Keep a PSC register;
- Take reasonable steps to identify people with significant control and register them;
- Record the PSC's details and the nature of their control;
- Make the register available to Companies House;
- From 30th June 2016, provide information to Companies House.

Even if a LLP has no interests in other companies or LLPs, criminal sanctions apply for non-compliance with the new requirements.

Identifying PSCs

A PSC in relation to a LLP is an individual who:

- directly or indirectly holds more than 25% of the surplus assets on a winding up;
- directly or indirectly holds more than 25% of the voting rights;
- directly or indirectly holds more than 25% of the shares or remove the majority of those involved in management;
- otherwise having the right to exercise, or exercising, significant influence or control;

People with significant control in LLPs

When a LLP is notified of the keeping of a register of people with significant control, you must reply to the notice we have sent you and should not be relied on as such.

Further information is available on the Companies House website. If in doubt contact a solicitor who will be able to advise you.

The Small Business, Enterprise and Employment Act 2015 ("SBEE") has materially reformed UK company law. From 6th April 2016, for all UK companies **and LLPs** to disclose information about people with significant control over them. This applies to all companies and LLPs as well as to those registered in the UK.

The statutory PSC register will be introduced from 6th April 2016, for all UK companies and LLPs to disclose information about people with significant control over them. This applies to all companies and LLPs as well as to those registered in the UK.

Broadly the only exempt companies are those listed on the London Stock Exchange (and AIM) and those with a turnover of less than £10m and transparency rules.

The

new requirements require all companies and LLPs to:

- Keep a PSC register;
- Take reasonable steps to identify people with significant control and register them;
- Record the PSC's details and the nature of their control;
- Make the register available to Companies House;
- From 30th June 2016, provide information to Companies House.

Even if a LLP has no interests in other companies or LLPs, criminal sanctions apply for non-compliance with the new requirements.

A PSC in relation to a LLP is an individual who:

- directly or indirectly holds more than 25% of the surplus assets on a winding up;
- directly or indirectly holds more than 25% of the voting rights;
- directly or indirectly holds more than 25% of the shares or remove the majority of those involved in management;
- otherwise having the right to exercise, or exercising, significant influence or control;

- holding the right to exercise significant influence or control over the activities of a trust or legal entity, but would itself satisfy any of the first four tests if it were an individual.

The Government has provided some guidance on the meaning of significant control which can be accessed at www.gov.uk/guidance/significant-control

The provisions also recognise that legal entities (as opposed to individuals) can satisfy one or more of the conditions listed above in relation to the LLP if it were an individual. A legal entity is subject to its own disclosure requirements, it must be included in the register.

The details of what needs to be registered in the register are set out in Annex 1.

Why are we sending you this notice?

A LLP must take reasonable steps to identify all registrable PSCs, including by giving notice to any registrable PSCs that it has reasonable cause to believe to be registrable. This can also include providing information to anyone who the LLP knows or has reasonable cause to believe knows the identity of a PSC or knows someone likely to have that knowledge.

PSCs are also under an obligation to provide the LLP of their status and keep the LLP up to date.

Failure to comply with such duties