

Economic Crime and Corporate Transparency Act – Changes to Companies House

UPDATE

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The Economic Crime and Corporate Transparency Act (ECCTA) 2023 introduced new identity verification requirements for directors, PSCs, and others, which will be effective from 25 March 2025. It also brings changes to Companies House filing requirements and limited partnership regulations due to be implemented soon. This briefing note summarises key changes. Companies must ensure compliance with these new rules, and Mourant Governance Services (UK) Limited can assist you with the process.

Background

On 26 October 2023 the ECCTA was given royal assent, and various provisions are gradually being brought into force.

Most recently, Companies House advised that from **25 March 2025**, a new voluntary identity verification process will be introduced for:

- new directors and people with significant control (PSCs);
- existing directors and PSCs; and
- anyone acting on behalf of a company

Identity verification will also apply to other registration types. For example, any members of a limited liability partnership (LLP) will also need to verify their identity.

The verification check can be done directly with Companies House, or through an Authorised Corporate Service Provider (ACSP). **Mourant Governance Services (UK) Limited** will be able to carry out the ACSP role and assist clients in navigating the new regulatory changes brought about by the ECCTA.

For a full summary of the changes being brought about by the ECCTA, please read on.

Summary of ECCTA Changes

The ECCTA brings about some sweeping reforms which cover failure to prevent fraud, changes to the Register of Overseas Entities, and changes to Companies House filing requirements. Further information on the Act can be found on the [Government Factsheet](#).

In terms of Company House reforms, this will include:

1. new verification requirements for directors and persons of significant control (PSCs)
2. enhanced filing requirements for English limited partnerships; and
3. new changes to company law requirements to hold registers.

The first set of changes became effective on 4 March 2024.

In summary, these changes were that:

- (a) each entity is required to provide a registered email address to Companies House as part of their core information;
- (b) each company is required to confirm that they are carrying out a 'lawful purpose' in their business activities;
- (c) each company is required to confirm that their registered address is an 'appropriate address'.; and
- (d) PO Box addresses are not permitted as registered office addresses – either at incorporation or in applications to change the registered address.

1 Identity Verification of directors and PSCs

All directors, PSCs and any person who delivers documents to Companies House on their behalf, will need to have their identity verified.

Verification can be done directly with Companies House via a yet to be implemented digital certification tool, or with an ACSP.

ACSPs will need to be subject to UK Money Laundering regulations. The ACSP will need to confirm they have verified the person requiring registration and will need to ensure that the person's due diligence is up to date at the time of verification.

It will be an offence for any director who has not been appropriately verified to act.

Individual PSCs will have a 14-day period after registering with the Registrar in which to verify their identity. New Relevant Legal Entities (**RLEs**) will have a 28-day period to provide the name of their verified relevant officer.

Failure to comply

An individual who is under a requirement to verify their identity with the Registrar, and fails to comply with it, could be subject to:

- criminal proceedings - which could result in a level 5 fine;
- civil penalties issued by the Registrar of Companies;
- incorporations/registration of a new company being rejected;
- being unable to file statutory filings; and/or
- the public register being annotated to show the individual's status as 'unverified'

For directors, failing to verify could also result in being prohibited from acting as a director.

Corporate Directors

The use of corporate directors has been restricted. Only corporate entities with 'legal personality' will be properly appointable as corporate directors. All directors of the corporate director will have to be natural persons and those natural persons will need to have been through the verification process.

2 Changes to Limited Partnerships

There are some changes to the Limited Partnership regime, anticipated to come into force in Spring 2026, which will now require the appointment of an ACSP to interface with Companies House.

A summary of the changes are set out below and are aimed at enhancing the limited partnership filing requirements so they are more in line with company filing requirements:

	Pre-ECCTA	Post-ECCTA	Notes
Register an ACSP	Any person can register a limited partnership	Applications need to be made via an ACSP	
Change Notifications	No restrictions on who can deliver changes	Changes to be delivered by ACSP	Changes made via Form LP6

Confirmation statements	No requirement to file an Annual Confirmation Statement	Requirement for GP to file an Annual Confirmation Statement of the limited partnership via the ACSP	Existing LPs will have a transitional period to file a confirmation statement which is six months from when the legislation is in force
UK Registered Office	No requirement to have a registered office	Must have a registered office which can be the principal place of business, the address of the general partner, or address of the ACSP	Changes to registered office will need to be updated within 14 days.
Details of Partners	Limited information on partners	Information on general and limited partners will need to be submitted and any changes notified within 14 days	For individuals: this will include the usual name, residential and service address, nationality, date of birth (note the residential address and date of birth are not public). For companies: this will include name, principal office, service address and legal form.
Managing Officers	No existing requirement to list and verify	A corporate GP must name a managing officer whose details must be verified. Changes to be updated within 14 days	If a corporate GP has a corporate managing officer, they must also provide a named contact for that officer who must be an individual and one of its managing officers.
Email Address	No requirement to provide an email address	Limited partnerships must provide a registered email address which will not be publicly available but can be used by Companies House to contact the limited partnership.	Changes must be notified within 14 days.

3 Changes to Company requirements

Under the new Companies Act provisions inserted by the ECCTA, Companies House will be given the power to query any filings, to request further evidence and/or to reject any filings, and to remove material from the register. This will change its role significantly from being simply a receiver of information, to a more trusted data source.

Fundamentally, UK companies will no longer be required to keep their own Registers of Directors, Registers of Secretaries, or a Register of Persons with Significant Control since all of this information will be with

Companies House and will be considered the source of truth. They may still choose to do so for their own record keeping purposes, but it will not be a legal requirement.

Companies that previously elected to keep their Register of Members at Companies House are now required to maintain it internally, following the repeal of this option under the ECCTA.

Members of UK companies will have a duty to provide the relevant information to the companies of which they are a member so the Register of Members can be updated within two months of (i) becoming the member or (ii) that information changing.

It will be an offence to fail to respond to requests for updates to information from the company, or to provide false, misleading or deceptive answers to the company either knowingly, or without reasonable excuse.

What should you be doing now?

If you are responsible for the management of UK companies or limited partnerships, it would be worth spending time to assess the impact of the changes on your structures, in particular:

- consider whether directors, RLEs' officers and PSCs will verify themselves directly through Companies House or whether you will appoint an ACSP to perform this role;
- ensure that you have the necessary due diligence on all directors, RLEs' officers and PSCs to comply with the legislation;
- build in processes and procedures to ensure directors are verified in a timely manner at incorporation and when appointed to boards;
- consider internal processes around submitting information to Companies House, and whether you will continue to keep an internal Register of Directors, Register of Secretaries and Register of PSCs; and
- appoint an ACSP or investigate whether any entities you manage can meet the necessary requirement to act as ACSP (it is a requirement to be regulated under money laundering regulations in the UK).

Mourant Governance Services (UK) Limited will be able to act as ACSP and will be able to assist existing and new clients.

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