

# Economic Crime And Corporate Transparency Act 2023 Update: Legal Academy

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## Poll 1:

What is your top tip for staying up to date with legislative changes such as ECCTA?



# What is ECCTA?



## What is the context?

01

ECCTA is the second part of a legislative package intended to prevent abuse of UK corporate structures and tackle economic crime.

02

Very significant reform of Companies House and information on the register. The introduction of authorised corporate service providers.

03

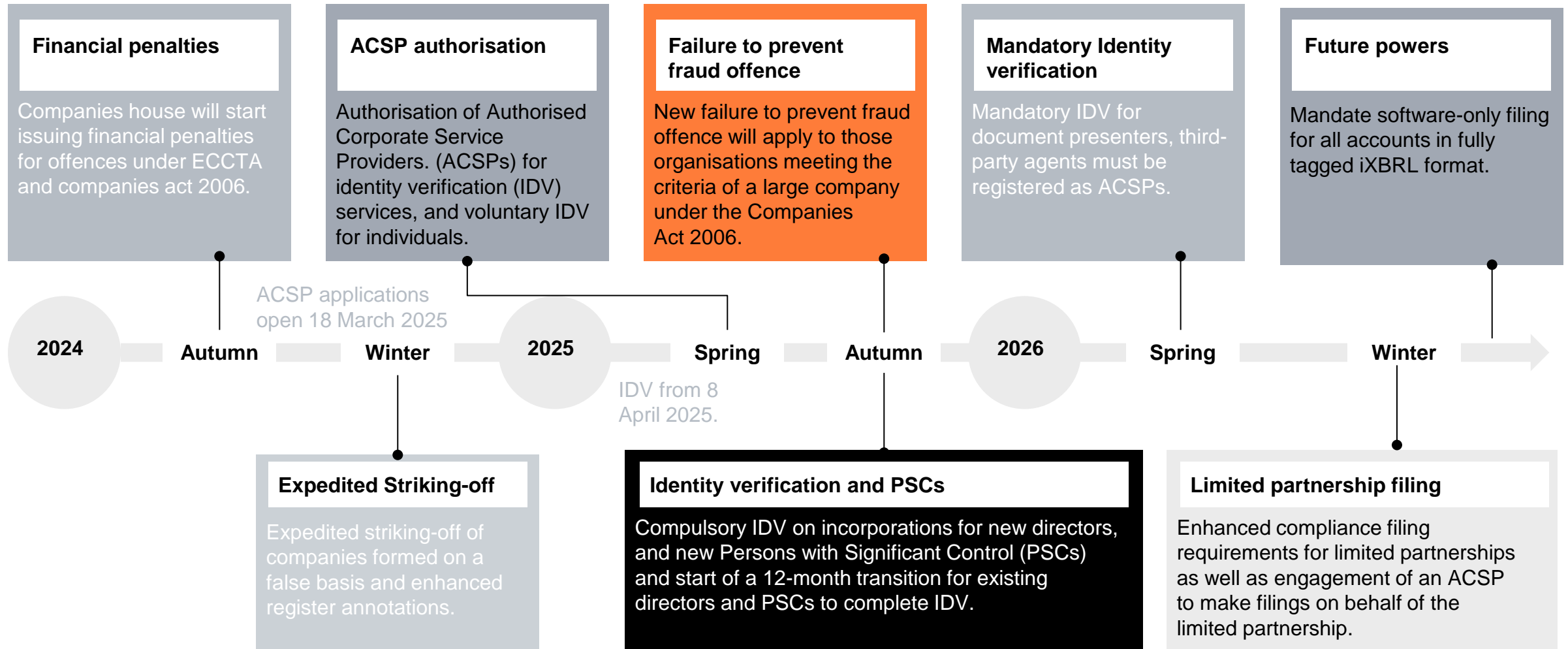
It amends existing laws including:

1. Companies Act 2006 (CA 2006).
2. Limited Partnerships Act 1907 (LPA 1907).
3. Company Directors Disqualification Act 1986 (CDDA 1986).
4. Limited Liability Partnerships legislation.

04

Introduces the new failure to prevent fraud offence to organisations meeting and extends the remit of the corporate criminality offence.

# Timeline



## Poll 2:

Does your organisation have a working group to support the changes introduced by ECCTA?



# 1

Registrar's objectives  
and powers

# Registrar's objectives and powers

## Key powers

### Rejection of documents for discrepancies (new filings)

New s1073A, CA 2006.

Registrar may by notice refuse to accept and register a document if it appears inconsistent with other information already held by the registrar, and given the inconsistency, the registrar has reasonable grounds to doubt if it complies with a requirement as to its contents. A document that is refused is treated as not delivered.

In force

### Requiring additional information

New ss1092A-C, CA 2006

Registrar may by notice require a person to provide information to determine if a person has complied with a statutory obligation to deliver a document to the registrar or if any information contained in a document received by the registrar must be registered. Failure to provide the information without reasonable excuse constitutes an offence (which includes imprisonment).

In force

### Requiring inconsistencies to be resolved

Amended s1093, CA 2006.

Registrar's existing power has been amended to expand the scope of information that the registrar can consider when determining if to issue a notice requiring a company to resolve an inconsistency in a document delivered to the registrar with such information kept by the registrar. It now includes all information in the registrar's possession relating to its records rather than only information concerning companies.

In force

### Provision for financial penalties

New s1132A, CA 2006

Save for late filing of accounts, the registrar previously could not impose civil penalties directly and could only enforce CA 2006 breaches through criminal prosecution through the courts. The SoS by regulations has now conferred power on the registrar to impose a financial penalty up to a maximum £10,000 on a person if satisfied, beyond reasonable doubt, that they have engaged in conduct amounting to an offence under the CA 2006 (or regulations made under it), except under Part 12 (company secretaries), Part 13 (resolutions and meetings) or Part 16 (audit), CA 2006. Companies House has published [guidance](#) on its approach to financial penalties.

In force



# Registered office and email address

## Registered office at appropriate address (new substituted s86, CA 2006)

- A company must ensure that its registered office is at all times an appropriate address i.e. one where, in the ordinary course of events:
  - A document addressed to the company, delivered by hand or post, would be expected to come to the attention of a person acting on the company's behalf.
  - Delivery of documents there is capable of being recorded by acknowledgement of delivery.

## Registered email address (new s88A, CA 2006)

- A company must ensure that its registered email address is at all times an appropriate email address i.e. one where, in the ordinary course of events, emails sent to it by the registrar would be expected to come to the attention of a person acting on the company's behalf.
- Transitional provisions: Existing companies are required on the first confirmation statement after 4 March 2024 to deliver to the registrar a statement specifying their registered email address.



# Lawful purposes

Lawful purposes  
(amended s9 and new s853BA, CA 2006)



- Annually: a company must deliver a statement alongside its annual confirmation statement that the intended future activities of the company are lawful.
- Incorporation application: a statement that subscribers wish to form the company for lawful purposes must be included.

**Voluntary ID verification from 8 April 2025**

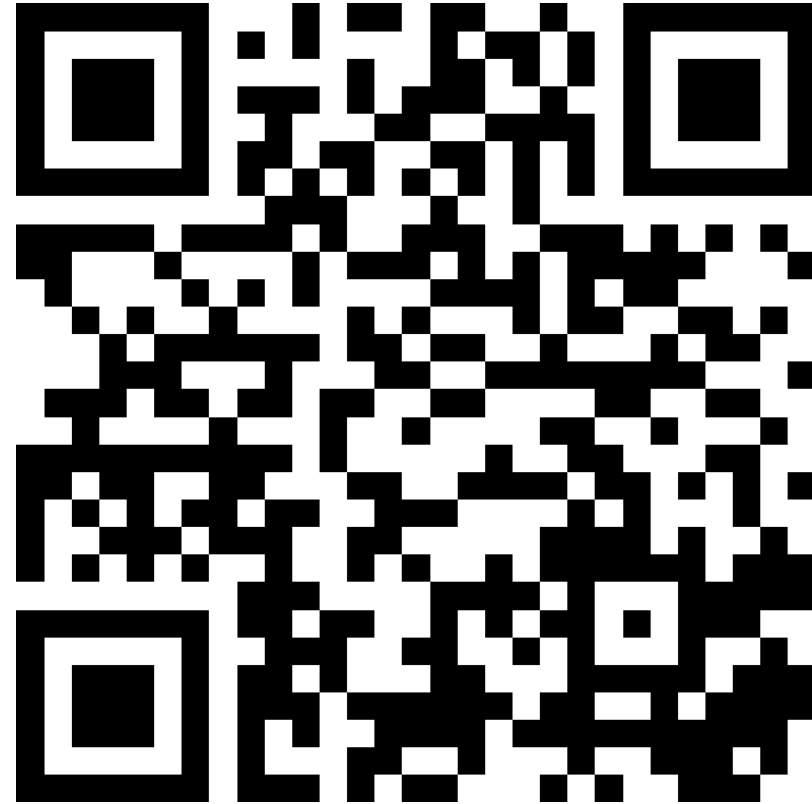
Compulsory ID verification expected from autumn 2025 – 12-month transition period for existing directors and PSCs.  
ID verification for presenters expected from spring 2026

In force with effect from  
4 March 2024



## Poll 3:

What actions has your organisation taken/will your organisation take to comply with the new powers?



2

ACSP and ID  
Verification



# Introduction of the ACSP

Registration of ACSPs from 18 March 2025.

## ACSPs

- ACSPs must be granted authorised status by the registrar.
- Must be a relevant person under anti-money laundering legislation, such as independent legal professionals and external accountants, required to conduct anti-money laundering checks on clients.
- If an individual ACSP, their identity must be verified.
- Application requirements for ACSP status are set out in the The Registrar's (Requirements Applicable to Applications to Become an Authorised Corporate Service Provider) Rules 2025.
- ACSPs can:
  - From 8 April 2025: Conduct verification checks on individuals required to be ID-verified and deliver a verification statement in respect of that individual to companies house.
  - From spring 2026: File documents and statements with the registrar on behalf of individuals and firms. Third-party providers will need to be registered as an ACSP if they wish to file on behalf of other companies from spring 2026.



# Identity verification

## 01 Whose identity must be verified?

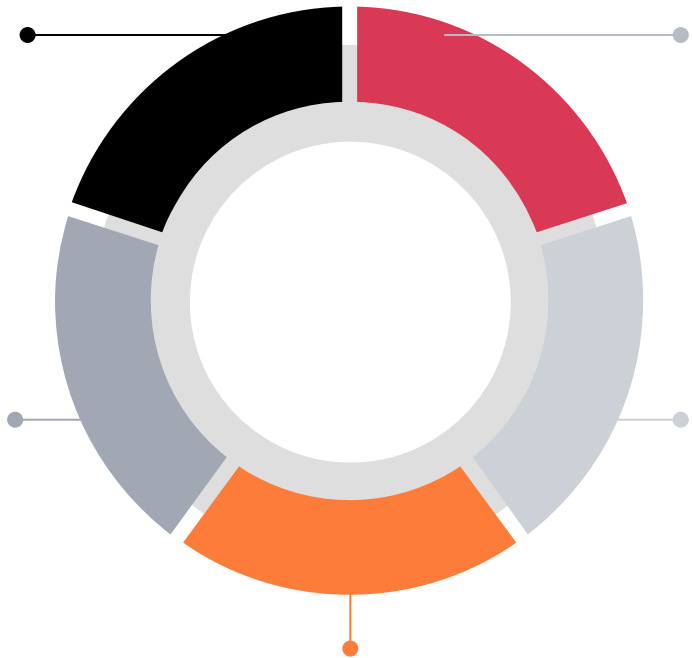
Individuals who are **directors**.

Individuals who are **registrable PSCs**.

An individual delivering **documents to Companies House** either on their, or another's, behalf unless they are an officer or employee of an ACSP.

An individual who is a **relevant officer** of all **registrable relevant legal entities (RLEs)**.

An individual who is an **authorised corporate service provider (ACSP)**.





# Identity verification (continued)

## 01 Whose identity must be verified?

Individuals who are **members** of an LLP (legislation to apply identity verification to LLPs is expected).

Regulations may be made to require an individual who is a **director of an overseas company required to register a UK establishment** (secondary legislation anticipated).

In respect of a limited partnership, an individual **managing officer of a general partner which is a legal entity**.

### **National security exemption (s1110C, CA 2006 and s36, LPA 1907 in force since 15 January 2024)**

The SoS may by written notice exempt a person from identity verification if satisfied it is necessary:

- In the interests of national security.
- For the purposes of preventing/detecting serious crime.

Exemption can be applied to directors, an individual ACSP, those delivering documents to the registrar and individual registered managing officer of a GP that is a legal entity.



# Identity verification (continued)

## 02 How?

### 2 routes

Directly with the registrar.

Indirectly via an ACSP who delivers to the registrar a verification statement by the ACSP confirming that they have verified the person's identity.

Information that will be required to complete ID verification includes an email address, current residential address, and one or two pieces of evidence from the schedules contained in The Registrar's (Identity Verification by the Registrar) Rules 2025 or The Registrar's (Identity Verification by Authorised Corporate Service Providers) Rules 2025 depending on the route the individual uses for ID verification.





# Restrictions on directors

## Prohibition on director acting unless ID verified (new s167M, CA 2006)

- An individual must not act as a director unless ID-verified, otherwise, they commit an offence punishable by a fine. Therefore, a director should not take any actions on the company's behalf in their capacity as director until ID-verified.
- The company must ensure that an individual does not act as a director unless ID-verified. Failure to do so constitutes an offence by the company and every defaulting officer, including shadow directors, punishable by a fine.
- Any breach does not invalidate an individual's acts as a director.
- S1110C national security exemption can apply here to a director and the company.



## Prohibition on acting unless directorship notified (new s167N, CA 2006)

- If a company has not notified the registrar of a director's appointment otherwise than on incorporation within the requisite 14 day period under new s167G, the person cannot act as a director until the company has notified the registrar, otherwise they commit an offence punishable by a fine (applies to corporate and individual directors).
- It is a defence if such person reasonably believed that notice had been given.
- Any breach does not invalidate a person's acts as a director.
- S1110C national security exemption can apply here to notice of a director's appointment.

## Poll 4:

What is the key challenge that you think your organisation will face when completing IDV?



# 3

Filing documents with  
Companies House

# Filing documents with the registrar

Expected from Spring 2026 to coincide with identity verification timing.

ECCTA introduces restrictions into the CA 2006 on who can file documents at Companies House. The S1110C national security exemption from ID verification can apply here.



Delivery of documents on a person's own behalf (new s1067A, CA 2006)

- An individual can only deliver documents to the registrar on their own behalf if:
  - They are ID-verified.
  - The document is accompanied by a statement to that effect.



Delivery of documents on another person's behalf (new s1067A, CA 2006)

- See following table for specified individuals who can deliver documents on another person's behalf.
- If an ACSP makes a filing on a client's behalf involving confirming that a person has been ID-verified (such as notifying a director's appointment), the ACSP must have:
  - conducted the verification checks first; and
  - delivered a verification statement regarding the individual to the registrar.
  - A verification statement can be delivered at the same time as the relevant filing requiring such confirmation (new s1110A).

# Filing documents with the registrar (continued)

Description of person on whose behalf document delivered (B)		Description of individual who may deliver document on B's behalf (A)	Statement that must accompany document
1.	Firm	Individual who is: <ul style="list-style-type: none"><li>• Officer/employee of firm.</li><li>• ID-verified.</li></ul>	Statement by A that A is: <ul style="list-style-type: none"><li>• An officer or employee of firm.</li><li>• Delivering the document on firm's behalf.</li><li>• ID-verified.</li></ul>
2.	Firm	Individual who is: <ul style="list-style-type: none"><li>• Officer/employee of corporate officer* of firm.</li><li>• ID-verified.</li><li>• See s1067A(3) if corporate officer has only corporate officers</li></ul>	Statement by A that A is: <ul style="list-style-type: none"><li>• An officer or employee of corporate officer of firm.</li><li>• Delivering the document on firm's behalf.</li><li>• ID-verified.</li></ul>
3.	Firm	Individual who is an ACSP.	Statement by A that A is: <ul style="list-style-type: none"><li>• An ACSP.</li><li>• Delivering the document on firm's behalf.</li></ul>
4.	Firm	Individual who is an officer or employee of an ACSP.	Statement by A that A is: <ul style="list-style-type: none"><li>• An officer or employee of an ACSP.</li><li>• Delivering the document on firm's behalf.</li></ul>

# Filing documents with the registrar (continued)

Description of person on whose behalf document delivered (B)		Description of individual who may deliver document on B's behalf (A)	Statement that must accompany document
5.	Individual	Individual who is ID-verified.	Statement by A that A is: <ul style="list-style-type: none"><li>• Delivering the document on B's behalf.</li><li>• ID-verified.</li></ul>
6.	Individual	Individual who is an ACSP.	Statement by A that A is: <ul style="list-style-type: none"><li>• An ACSP.</li><li>• Delivering the document on B's behalf.</li></ul>
7.	Individual	Individual who is an officer or employee of an ACSP.	Statement by A that A is: <ul style="list-style-type: none"><li>• An officer or employee of ACSP.</li><li>• Delivering the document on B's behalf.</li></ul>

## Poll 5:

Who typically files documents with Companies House within your organisation?



# 4

UK Limited  
Partnerships reforms



# UK Limited partnerships

Expected from Winter 2026

Key area	New requirements
<b>Authorised Corporate Service Provider (ACSP)</b>	LPs must use an ACSP to deliver documents to Companies House.
<b>Annual compliance</b>	All LPs must submit annual confirmation statements to Companies House.
<b>Registered office address in the UK</b>	LPs must have a registered office address within the part of the UK where the LP was originally registered. The registered office address will need to be the principal place of business, the usual residential address of a general partner that is an individual, the registered office address of the general partner or an ACSP.
<b>Registered email address</b>	LPs must register an email address for communication with Companies House.
<b>Notification of changes to LP and partners</b>	LPs must notify Companies House of changes to the LP such as name, principal place of business, changes to partners and the information registered at Companies House about them.
<b>Registered officers and named contacts of GPs</b>	General Partners of LPs that are body corporates that have one or more corporate managing officers will be required to identify an individual to be the registered officer and named contact which must be notified to Companies House. Once notified, information about the registered officer and named contact will be required to be kept up to date.
<b>Identity verification</b>	All registered officers (as detailed above) must have their identity verified.
<b>GP accounts</b>	HMRC may require GPs to prepare audited accounts.
<b>Dissolutions</b>	Automatic dissolution of an LP if it ceases to have any GPs or LPs or if all GPs are insolvent or disqualified. New procedures for the dissolution of LPs. Notification process to ensure that the partners retain their limited liability.
<b>Administrative revival</b>	New procedure for administrative revival of a dissolved LPs.

## Poll 6:

Who has  
responsibility for  
managing the records  
for the UK Limited  
Partnerships in your  
organisation?



5

Failure to prevent  
fraud

# Failure to prevent fraud

## Who can commit the offence?

- A 'large organisation', being a body corporate or partnership (wherever incorporated or formed), that satisfies 2 of the 3 following criteria in the year preceding the year of the fraud offence, can be guilty of the offence:
  - More than £36 million turnover.
  - More than £18 million total assets.
  - More than 250 employees.
- The offence will apply to a parent company if the group headed by it (defined as the parent and its subsidiary undertakings) satisfies in aggregate 2 of the 3 above criteria.



## What is the offence?

- The offence will hold organisations to account for fraud committed by their employees, agents, subsidiaries or other 'associated persons' who provide services for or on behalf of the organisation, **where the fraud was committed with the intention of benefiting the organisation or their clients**. It does not need to be demonstrated that the organisation's senior managers or directors ordered or knew about the fraud.
- An associated person is:
  - An employee, agent or subsidiary of the organisation.
  - A person who provides services for or on behalf of the organisation.
- If convicted on indictment, an organisation can receive a fine.
- **The offence will come into effect on 1 September 2025.**

# Failure to prevent fraud (continued)

## What is a fraud offence?

- List of offences in Schedule 13 to ECCTA and offences can be removed or added by regulations:
  - Cheating the public revenue (common law);
  - s17 false accounting and s19 false statements by company directors under the Theft Act 1968;
  - s993 fraudulent trading under the CA 2006.
  - s1 fraud, s9 participating in fraudulent business carried on by sole trader and s11 obtaining services dishonestly of the Fraud Act 2006.
- It includes aiding, abetting, counselling or procuring the commission of a fraud offence.

Top level commitment

Due diligence

Risk assessment

Communication (including training)

## Any defences?

- The organisation will not be guilty of the offence if itself was, or was intended to be, a victim of the fraud offence.
- Relevant organisations will have a defence if they have reasonable procedures in place to prevent fraud, or if they can demonstrate to the satisfaction of the court that it was not reasonable in all the circumstances to expect the organisation to have any prevention procedures in place.
- Guidance was issued on 6 November 2024 which set out six principles for reasonable fraud prevention procedures:

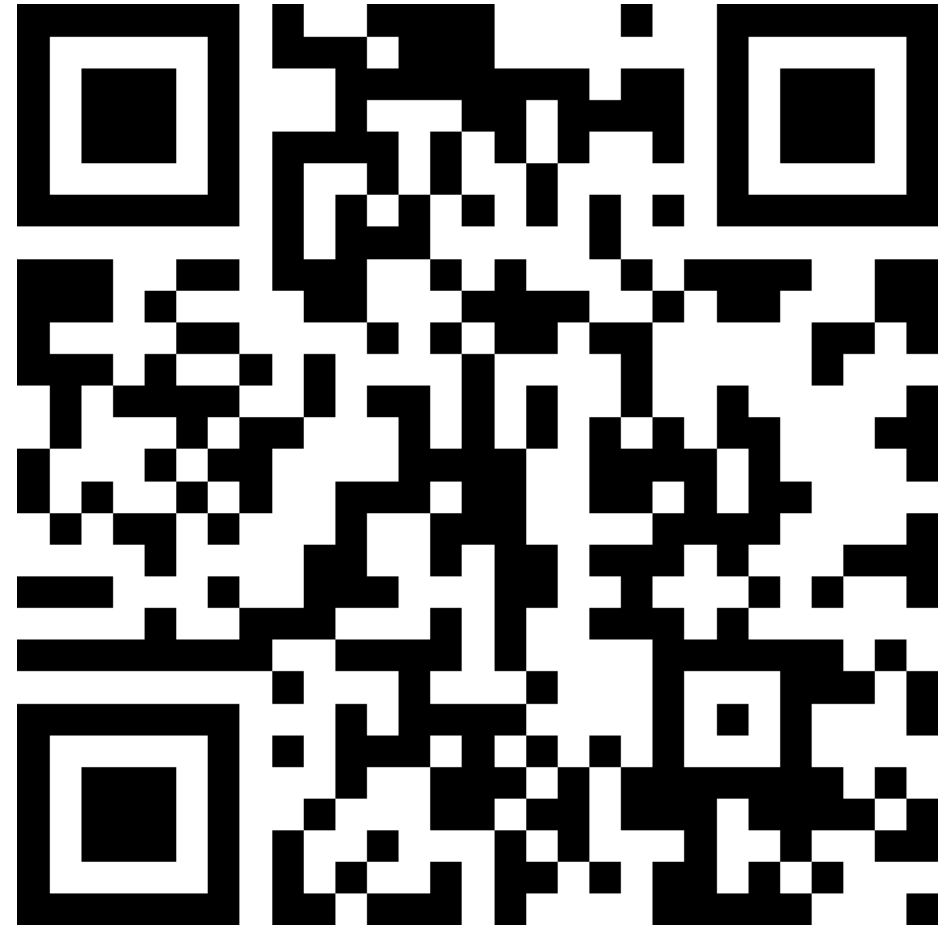
Proportionate risk-based prevention procedures

Monitoring and review



## Poll 7:

Has your organisation reviewed which of its entities could be liable under the new failure to prevent fraud offence?



# 6

Key takeaways

# Actions to take to prepare

1

## Who needs to be ID verified?

Start to gather list of all those persons who will be required to be ID verified and ensure they will have identity documents available.

This may include company secretaries who intend to file on behalf of the relevant company.

Compile a communications plan and briefings for those impacted.

Consider impact on corporate directors.

2

## How will you deal with ID verification process?

Will this be dealt with internally and identities verified directly with Companies House or will you instruct an ACSP to conduct ID verification?

What identity documents do you hold already?

Consider timing / approach to batching of ID verification.

How will you ensure compliance with the 7 year record keeping requirements?

3

## Registrar's powers to query, annotate and remove material from the register

Are your filings up to date and do your internal records match what is filed at Companies House?

Who has access to and is monitoring the email address for communications from the registrar?

4

## UK Limited Partnerships

Appoint an ACSP to act on your behalf.

Review information filed at Companies House and entity data held by the business to ensure it is accurate and up to date prior to filing the first confirmation statement.

Identify which GPs will be required to appoint a registered officer and identify an appropriate registered officer and named contact and provide training.

Review governance arrangements relating to the GP and the LP.

Identify redundant structures.

5

## Fraud prevention procedures

Consider applicability of the offence to your organisation as a whole and entities that may be liable in their own right by meeting the thresholds or through having operations with a UK nexus.

Consider internal governance controls, training and assessment of risk regarding fraud.



# Thank you

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