

SCHEDULE 4

Regulation 9

GENERAL AND CONSEQUENTIAL AMENDMENTS IN OTHER LEGISLATION

The Bills of Sale (Ireland) Act (1879) Amendment Act 1883 c. 7

1. In section 17, after “incorporated company” insert “or by any limited liability partnership” and after “such company” insert “or a limited liability partnership”.

The Third Parties (Rights Against Insurers) Act (Northern Ireland) 1930 c. 19 (N.I.)

2. After section 3, insert –

“Application to limited liability partnerships

3A.—(1) This Act applies to limited liability partnerships as it applies to companies.

(2) In its application to limited liability partnerships, references to a resolution for a voluntary winding-up being passed are references to a determination for a voluntary winding-up being made.”.

The Criminal Justice (Miscellaneous Provisions) Act (Northern Ireland) 1968 c. 28 (N.I.)

3. In section 1(8)(d), insert at the end –
“; and in this paragraph references to the secretary, in relation to a limited liability partnership, are to any designated member of the limited liability partnership.”.

Solicitors (Northern Ireland) Order 1976 (N.I. 12)

4. In Article 3(2), after the definition of “notice”, insert –
““officer”, in relation to a limited liability partnership, means a member of the limited liability partnership;”.
5. In Article 26A(9) insert at the end –
“and “officer”, in relation to a limited liability partnership, means a member of the limited liability partnership”.
6. In paragraph 1(3) of Schedule 1A, insert at the end –
“and references in this Schedule to a director, in relation to a limited liability partnership, are references to a member of the limited liability partnership”.

Sex Discrimination (Northern Ireland) Order 1976 (N.I. 15)

7. In Article 14, insert at the end –
“(6) This Article applies to a limited liability partnership as it applies to a firm; and, in its application to a limited liability partnership, references to a partner in a firm are references to a member of the limited liability partnership.”.

The Betting and Gaming Duties Act 1981 c. 63

8. After section 32, insert –

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“Application to limited liability partnerships

32A.—(1) This Act applies to limited liability partnerships as it applies to companies.

(2) In its application to a limited liability partnership, references to a director of a company are references to a member of the limited liability partnership.”.

Companies (Northern Ireland) Order 1986 (N.I. 6)

9. In Article 36(1), in paragraph (1), after sub-paragraph (bb) insert –

“(bbb) which includes, at any place in the name, the expression “limited liability partnership”.”.

Business Names (Northern Ireland) Order 1986 (N.I. 7)

10. In Article 3, in paragraph (1), insert at the end –

“(d) in the case of a limited liability partnership, does not consist of its corporate name without any addition other than one so permitted.”.

11.—(1) Article 6 is amended as follows.

(2) In paragraph (1)(a), for “subject to paragraph (3)” substitute “subject to paragraphs (3) and (3A)”, omit the word “and” at the end of head (iii) and after that head insert –

“(iiia) in the case of a limited liability partnership, its corporate name and the name of each member, and”.

(3) In paragraph (2), for “paragraph (3)” substitute “paragraph (3) or (3A)”.

(4) After paragraph (3) insert –

“(3A) Paragraph (1)(a) does not apply in relation to any document issued by a limited liability partnership with more than 20 members which maintains at its principal place of business a list of the names of all the members if –

(a) none of the names of the members appears in the document otherwise than in the text or as a signatory; and

(b) the document states in legible characters the address of the principal place of business of the limited liability partnership and that the list of the members' names is open to inspection at that place.”.

(5) After paragraph (4) insert –

“(4A) Where a limited liability partnership maintains a list of the members' names for the purposes of paragraph (3A), any person may inspect the list during office hours.”.

(6) In paragraph (7), after “paragraph (4)” insert “or (4A)” and after “any partner of the partnership concerned” insert “, or any member of the limited liability partnership concerned.”.

Insolvency (Northern Ireland) Order 1989 (N.I. 19)

12.—(1) Article 96 is amended as follows.

(2) In paragraph (1), after “sold” insert “(a)” and at the end insert –

“, or (b) to a limited liability partnership (the transferee limited liability partnership).”.

(3) In paragraph (2), for the words “sale,” onwards substitute

(1) Article 36 was amended by [S.R. 1997 No. 251](#)

“sale –

- (a) in the case of the transferee company, shares, policies or other like interests in the transferee company for distribution among the members of the transferor company, or
- (b) in the case of the transferee limited liability partnership, membership in the transferee limited liability partnership for distribution among the members of the transferor company.”.

(4) In paragraph (4), for the words “company may,” onwards substitute “company may –

- (a) in the case of the transferee company, in lieu of receiving cash, shares, policies or other like interests (or in addition thereto) participate in the profits of, or receive any other benefit from, the transferee company, or
- (b) in the case of the transferee limited liability partnership, in lieu of receiving cash or membership (or in addition thereto), participate in some other way in the profits of, or receive any other benefit from, the transferee limited liability partnership.”.

Employment Rights (Northern Ireland) Order 1996 (N.I. 16)

13.—(1) Article 201 is amended as follows.

(2) In paragraph (5), omit the word “and” at the end of sub-paragraph (a), and insert at the end of sub-paragraph (b) – “, and

(b) where the employer is a limited liability partnership, if (but only if) paragraph (8) is satisfied.”.

(3) After paragraph (7) insert –

“(8) This paragraph is satisfied in the case of an employer which is a limited liability partnership –

- (a) if a winding-up order, an administration order or a determination for a voluntary winding-up has been made with respect to the limited liability partnership,
- (b) if a receiver or a manager of the undertaking of the limited liability partnership has been duly appointed, or possession has been taken, by or on behalf of the holders of any debentures secured by a floating charge, of any property of the limited liability partnership comprised in or subject to the charge, or
- (c) if a voluntary arrangement proposed in the case of the limited liability partnership for the purposes of Part II of the Insolvency (Northern Ireland) Order 1989 has been approved under that Part.”.

14.—(1) Article 228 is amended as follows.

(2) In paragraph (1), omit the word “and” at the end of sub-paragraph (a), and insert at the end of sub-paragraph (b) –

“, and

(c) where the employer is a limited liability partnership, if (but only if) paragraph (4) is satisfied.

(3) After paragraph (3) insert –

“(4) This paragraph is satisfied in the case of an employer which is a limited liability partnership –

- (a) if a winding-up order, an administration order or a determination for a voluntary winding-up has been made with respect to the limited liability partnership,

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- (b) if a receiver or a manager of the undertaking of the limited liability partnership has been duly appointed, or possession has been taken, by or on behalf of the holders of any debentures secured by a floating charge, of any property of the limited liability partnership comprised in or subject to the charge, or
- (c) if a voluntary arrangement proposed in the case of the limited liability partnership for the purposes of Part II of the Insolvency (Northern Ireland) Order 1989 has been approved under that Part.”.

Race Relations (Northern Ireland) Order 1997 (N.I. 6)

15. In Article 12, insert at the end –

“(6) This Article applies to a limited liability partnership as it applies to a firm; and, in its application to a limited liability partnership, references to a partner in a firm are references to a member of the limited liability partnership.”.

The Contracts (Rights of Third Parties) Act 1999 c. 31

16. In section 6, after subsection (2) insert –

“(2A) Section 1 confers no rights on a third party in the case of any incorporation document of a limited liability partnership or any limited liability partnership agreement as defined in the Limited Liability Partnerships Regulations (Northern Ireland) 2004.”.

The Financial Services and Markets Act 2000 c. 8

17. In each of sections 177(2), 221(2) and 232(2) insert at the end –

“; and “officer”, in relation to a limited liability partnership, means a member of the limited liability partnership.”.

Culpable officer provisions

18.—(1) A culpable officer provision applies in the case of a limited liability partnership as if the reference in the provision to a director (or a person purporting to act as a director) were a reference to a member (or a person purporting to act as a member) of the limited liability partnership.

(2) A culpable officer provision is a provision in any statutory provision to the effect that where –

- (a) a body corporate is guilty of a particular offence, and
 - (b) the offence is proved to have been committed with the consent or connivance of, or to be attributable to the neglect on the part of, (among others) a director of the body corporate,
- he (as well as the body corporate) is guilty of the offence.