



# Economic Crime and Corporate Transparency Act 2023

## 2023 CHAPTER 56

### PART 2

#### PARTNERSHIPS

#### CHAPTER 1

##### LIMITED PARTNERSHIPS ETC.

##### *Registered offices*

### **113 A limited partnership's registered office**

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) In section 3 (interpretation of terms)—
  - (a) in subsection (1) (created by section 110 of this Act), at the appropriate place insert—

““authorised corporate service provider” has the same meaning as in the Companies Act 2006 (see section 1098A of that Act);”;
  - (b) after subsection (3) (inserted by section 110 of this Act) insert—

“(4) Section 1125 of the Companies Act 2006 (meaning of “daily default fine”) applies for the purpose of any provision made by this Act as it applies for the purposes of provisions of the Companies Acts.”
- (3) In section 8A (application for registration)—
  - (a) in subsection (1), after paragraph (a) insert—

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- “(aa) specify the intended address of the limited partnership’s registered office, which must be an appropriate address within the meaning given by section 8E(2),
- (ab) specify which of the addresses mentioned in section 8E(2)(c) the intended address is,”;
- (b) after subsection (1) insert—
  - “(1A) An application for registration of a limited partnership which specifies that the intended address of its registered office is an address mentioned in section 8E(2)(c)(iv) must be accompanied by a statement by the authorised corporate service provider confirming that the address is the authorised corporate service provider’s address.”
- (4) After section 8D insert—

*“A limited partnership’s registered office*

### **8E Duty to ensure registered office at appropriate address**

- (1) The general partners in a limited partnership must ensure that its registered office is at all times at an appropriate address.
- (2) An address is an “appropriate address” if—
  - (a) in the ordinary course of events—
    - (i) a document addressed to the limited partnership, and delivered there by hand or by post, would be expected to come to the attention of a person acting on behalf of the limited partnership, and
    - (ii) the delivery of documents there is capable of being recorded by the obtaining of an acknowledgement of delivery,
  - (b) it is in the part of the United Kingdom in which the limited partnership is registered, and
  - (c) it is at least one of the following—
    - (i) the address of the principal place of business of the limited partnership;
    - (ii) the usual residential address of a general partner who is an individual;
    - (iii) the address of the registered or principal office of a general partner that is a legal entity;
    - (iv) an address of an authorised corporate service provider that is acting for the limited partnership.
- (3) If the general partners fail to comply with this section an offence is committed by each general partner who is in default.
- (4) But where the general partner is a legal entity, it does not commit an offence as a general partner in default unless one of its managing officers is in default.
- (5) Where any such offence is committed by a general partner that is a legal entity, or any such offence is by virtue of this subsection committed by a managing

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officer that is a legal entity, any managing officer of the legal entity also commits the offence if—

- (a) the managing officer is an individual who is in default, or
- (b) the managing officer is a legal entity that is in default and one of its managing officers is in default.

(6) A person guilty of an offence under this section is liable on summary conviction—

- (a) in England and Wales, to a fine;
- (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.

(7) A general partner or managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.

(8) Subsection (1) does not apply in relation to a limited partnership during any period for which the address of its registered office is an address nominated by the registrar by virtue of regulations made under section 8G.

#### **8F Change of address of registered office by general partners**

(1) The address of a limited partnership’s registered office can be changed by the general partners giving notice to the registrar.

(2) The notice must include a statement—

- (a) that the new address is an appropriate address within the meaning given by section 8E(2), and
- (b) specifying which of the addresses in section 8E(2)(c) the address is.

(3) If the statement under subsection (2)(b) specifies that the address is an address mentioned in section 8E(2)(c)(iv), the notice must be accompanied by a statement by the authorised corporate service provider confirming that the address is the authorised corporate service provider’s address.

(4) The change takes effect upon the notice being registered by the registrar, but until the end of the period of 14 days beginning with the date on which it is registered a person may validly serve any document on the limited partnership at the address previously registered.

#### **8G Regulations about change of address of registered office by registrar**

(1) The Secretary of State may by regulations make provision authorising or requiring the registrar to change the address of a limited partnership’s registered office if satisfied that it is not an appropriate address within the meaning given by section 8E(2).

(2) The regulations may authorise or require the address to be changed on the registrar’s own motion or on an application by another person.

(3) The regulations—

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- (a) may include provision corresponding or similar to any provision that may be included in regulations under section 1097A of the Companies Act 2006;
- (b) must include—
  - (i) provision about appeals corresponding to the provision that must be included in regulations under section 1097A by virtue of subsections (6) and (6A) of that section;
  - (ii) provision corresponding to subsection (7) of that section.
- (4) The provision that may be made by virtue of subsection (3)(a) that is corresponding or similar to provision that may be made by virtue of section 1097A(4A)(b) and (4B) of the Companies Act 2006 (strike off and restoration) includes provision applying or writing out, with or without modifications, any provision made by section 19 (power to confirm dissolution) or section 20 (administrative revival).
- (5) Regulations under this section are subject to the affirmative resolution procedure.”

#### Commencement Information

- II** S. 113 in force at Royal Assent for specified purposes, see [s. 219\(1\)\(2\)\(b\)](#)

### 114 A limited partnership’s registered office: transitional provision

- (1) This section applies in relation to a limited partnership registered under the Limited Partnerships Act 1907 in pursuance of an application for registration delivered to the registrar before section 113(3) came fully into force.
- (2) The general partners must, within the transitional period, deliver to the registrar a statement specifying—
  - (a) the address of its registered office (which must be an appropriate address within the meaning given by section 8E(2) of that Act (inserted by section 113(4) of this Act)), and
  - (b) which of the addresses in section 8E(2)(c) of that Act the address is.
- (3) If the statement under subsection (2)(b) specifies that the address is an address mentioned in section 8E(2)(c)(iv) of the Limited Partnerships Act 1907, the notice must be accompanied by a statement by the authorised corporate service provider confirming that the address is the authorised corporate service provider’s address.
- (4) The provisions mentioned in subsection (5) do not apply in respect of the limited partnership until—
  - (a) the end of the transitional period, or
  - (b) if earlier, the delivery of the statement mentioned in subsection (2).
- (5) Those provisions are—
  - (a) section 8E of the Limited Partnerships Act 1907 (inserted by section 113(4) of this Act);
  - (b) section 10D(2)(b) of that Act (inserted by section 126 of this Act).
- (6) In this section—

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“the registrar” has the same meaning as in the Limited Partnerships Act 1907 (see section 15 of that Act);

“transitional period” means the period of 6 months beginning when section 113(3) came fully into force.

- (7) Failure by the general partners in the limited partnership to comply with subsection (2) is, in the absence of any evidence to the contrary, to be treated by the registrar as reasonable cause to believe that the limited partnership has been dissolved for the purposes of section 19 of the Limited Partnerships Act 1907 (registrar’s power to confirm dissolution of limited partnership) (inserted by section 141 of this Act).
- (8) Where the registrar proposes to rely on a failure by the general partners in the limited partnership to comply with subsection (2) as grounds for exercising the power in section 19 of the Limited Partnerships Act 1907, subsections (2) to (4) of that section (publication of warning notice) do not apply.

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**Commencement Information**

**I2** S. 114 in force at Royal Assent for specified purposes, see [s. 219\(1\)\(2\)\(b\)](#)

## 115 A limited partnership’s registered office: consequential amendments

(1) Regulation 2 of the Alternative Investment Fund Managers Regulations 2013 ([S.I. 2013/1773](#)) (interpretation) is amended as follows.

(2) In paragraph (1)—

- (a) at the end of paragraph (a) of the definition of “EEA AIF” insert “(but see paragraph (1A) if the AIF is a limited partnership)”;
- (b) at the end of the definition of “Gibraltar AIF” insert “(but see paragraph (1A) if the AIF is a limited partnership)”;
- (c) at the end of paragraph (b) of the definition of “UK AIF” insert “(but see paragraph (1A) if the AIF is a limited partnership)”;
- (d) at the appropriate places insert—
- ““established”: a reference to the place where an AIF is established (however expressed) is, in relation to an AIF that is a limited partnership, a reference to—
- (a) the country in which the AIF is authorised or registered, or
- (b) if the AIF is not authorised or registered, the country in which it has its principal place of business;”;
- ““limited partnership” means a limited partnership registered under the Limited Partnerships Act 1907;”.

(3) After paragraph (1) insert—

“(1A) In the application of the definition of “EEA AIF”, “Gibraltar AIF” and “UK AIF” to an AIF that is a limited partnership, a reference to the AIF’s registered office is to be read as a reference to its principal place of business.”

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**Commencement Information**

**I3** S. 115 in force at Royal Assent for specified purposes, see [s. 219\(1\)\(2\)\(b\)](#)

**Changes to legislation:**

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