
STATUTORY INSTRUMENTS

2009 No. 1804

LIMITED LIABILITY PARTNERSHIPS

The Limited Liability Partnerships (Application
of Companies Act 2006) Regulations 2009

Made - - - - 8th July 2009

Coming into force in accordance with regulation 2

THE LIMITED LIABILITY PARTNERSHIPS (APPLICATION
OF COMPANIES ACT 2006) REGULATIONS 2009

PART 1

GENERAL INTRODUCTORY PROVISIONS

1. Citation
2. Commencement
3. Interpretation

PART 1A

INCORPORATION

- 3A Statement of initial significant control

PART 2

FORMALITIES OF DOING BUSINESS

4. Formalities of doing business under the law of England and Wales or Northern Ireland
5. Formalities of doing business under the law of Scotland
6. Official seal for use abroad
7. Other matters

PART 3

AN LLP'S NAME

CHAPTER 1

GENERAL REQUIREMENTS

8. Prohibited names and sensitive words and expressions
9. Permitted characters etc
- 9A Names containing computer code
- 9B Prohibitions on registration of names following direction
10. Inappropriate use of indications of company type or legal form

CHAPTER 2

SIMILARITY TO OTHER NAMES

11. Similarity to other name on registrar's index
12. Similarity to other name in which person has goodwill

CHAPTER 3

OTHER POWERS OF THE SECRETARY OF STATE AND THE REGISTRAR

13. Provision of misleading information etc
- 13A Direction to change name used for criminal purposes
- 13B Direction to change name wrongly registered
- 13C Registrar's powers to change name
- 13D Exceptions based on national security etc

CHAPTER 4

TRADING DISCLOSURES

14. Requirement to disclose LLP name etc
15. Section 85 applies to LLPs, modified so that it reads...

PART 4

AN LLP'S REGISTERED OFFICE

16. General
17. Welsh LLPs

PART 4A

REGISTERED EMAIL ADDRESS

- 17ZA Registered email addresses
- 17ZB Registered email addresses - transitional provisions

PART 5

AN LLP'S MEMBERS

CHAPTER 1

REGISTER OF MEMBERS

- 17ZC Disqualified member
- 17A Alternative method of record-keeping
- 17B Duty to ensure disqualified person is not a member
- 18. Requirements for register of members

CHAPTER 1A

OPTION TO KEEP INFORMATION ON THE CENTRAL REGISTER

- 18A Sections 167A to 167E apply to LLPs , modified so...

CHAPTER 2

MEMBERS' RESIDENTIAL ADDRESSES: PROTECTION FROM DISCLOSURE

- 19. Members' residential addresses: protection from disclosure

PART 6

DEBENTURES

- 20. General provisions
- 21. Register of debenture holders
- 22. Supplementary provisions
- 23. Sections 752 to 754 apply to LLPs, modified so that...

PART 7

CERTIFICATION AND TRANSFER OF DEBENTURES

- 24. Issue of certificates etc on allotment
- 25. Transfer of debentures
- 26. Other matters
- 27. Issue of certificates etc on transfer
- 28. Issue of certificates etc on allotment or transfer to financial institution
- 29. Supplementary provisions

PART 8

ANNUAL CONFIRMATION BY LLP OF ACCURACY OF INFORMATION ON REGISTER

- 30. Sections 853A to 853BA apply to LLPs , modified so...
- 30A Duty to notify a change in registered office and email address
- 31. Section 853I applies to LLPs , modified so that it...
- 31ZA Section 853L applies to LLPs , modified so that it...

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

PART 8A

AN LLP's REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL

- 31A Overview
- 31B Key terms
- 31C Information gathering
- 31D Required particulars
- 31E Register of people with significant control
- 31F Inspection and copies of the register
- 31G Supplementary provision regarding requests to inspect and copies of PSC register
- 31H Protected information
 - 31I Removal of entries from the register
 - 31J Power of court to rectify an LLP's PSC register
- 31JA Notification of changes to the registrar
- 31K Alternative method of record keeping
- 31L Protection from disclosure
- 31M Schedule 1A
- 31N Schedule 1B

PART 9

LLP CHARGES

- 32. Registration of charges

.....

- 33.
- 34.
- 35.
- 36.
- 37.
- 38.

.....

- 39.
- 40.
- 41.
- 42.
- 43.
- 44.

PART 10

ARRANGEMENTS, RECONSTRUCTIONS AND CROSS-BORDER MERGERS

- 45. Arrangements and reconstructions : general
- 45A Arrangements and reconstructions: LLPs in financial difficulty
- 46. Cross-border mergers

PART 11
FRAUDULENT TRADING

47. Offence of fraudulent trading

PART 12
PROTECTION OF MEMBERS AGAINST UNFAIR PREJUDICE

48. Main provisions
49. Supplementary provision

PART 13
DISSOLUTION AND RESTORATION TO THE REGISTER

CHAPTER 1

STRIKING OFF

50. Registrar's power to strike off defunct LLP
51. Voluntary striking off

CHAPTER 2

PROPERTY OF DISSOLVED LLP

52. Property of dissolved LLP vesting as bona vacantia
53. Effect of Crown disclaimer: England and Wales and Northern Ireland
54. Effect of Crown disclaimer: Scotland
55. Supplementary provisions

CHAPTER 3

RESTORATION TO THE REGISTER

56. Administrative restoration to the register
57. Restoration to the register by the court
58. Supplementary provisions

PART 14

OVERSEAS LLPS

59. Trading disclosures

PART 15

THE REGISTRAR OF COMPANIES

60. Provisions of general application
61. Certificates of incorporation
62. Registered numbers
63. Public notice of receipt of certain documents
63A The register
64. Annotation and unique identifiers

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- 65. Records relating to dissolved LLPs
- 66. Inspection etc of the register
- 67. Correction or removal of material ...
- 68. Language requirements: translation
- 69. Supplementary provisions

PART 16

OFFENCES

- 70. Liability of member in default
- 71. Daily default fine
- 72. Consents for certain prosecutions
- 73. General provisions

PART 17

SUPPLEMENTARY PROVISIONS AND INTERPRETATION

- 74. LLP records
- 75. Service addresses
- 75A. Communications in electronic form
- 76. Notice of appointment of judicial factor
- 77. Courts and legal proceedings
- 78. Requirements of this Act
- 79. Minor definitions
- 79A. Business names
- 80. Regulations and orders
- 81. Section 1292 applies to LLPs for the purposes of these...
- 82. Continuity of the law

PART 18

TRANSITIONAL AND CONSEQUENTIAL PROVISIONS

- 83. Transitional provisions: application of provisions of Companies Act 2006
- 84. Transitional provisions: Northern Ireland LLPs
- 85. Consequential amendments and revocations
Signature

SCHEDULE 1 — TRANSITIONAL PROVISIONS: APPLICATION OF PROVISIONS OF COMPANIES ACT 2006

PART 1 — INTRODUCTORY

- 1. Introduction

PART 2 — FORMALITIES OF DOING BUSINESS

- 2. Execution of deeds etc

PART 3 — AN LLP'S NAME

- 3. An LLP's name
- 4. Sections 54 to 56 of the Companies Act 2006 (sensitive...

PART 4 — AN LLP'S MEMBERS

- 5. Particulars to be registered
- 6. Register of members' residential addresses
- 7. Members: entries on the register of companies
- 8. Members' residential addresses: protection from disclosure

9. (1) Section 242(1) of the Companies Act 2006 (duty of...
10. In determining under section 245(1) of the Companies Act 2006,...
11. Continuation of protection afforded by confidentiality orders under the 1985 Act
12. (1) A member in relation to whom a confidentiality order...
13. Where a confidentiality order under section 723B of the 1985...
14. Effect of pending application for confidentiality order
- PART 5 — AN LLP'S ANNUAL RETURN
15. Annual returns
- PART 6 — LLP CHARGES
16. LLP charges
17. (1) Sections 862 and 880 of the Companies Act 2006...
18. (1) Sections 863 and 882 of the Companies Act 2006...
19. (1) Section 868 of the Companies Act 2006 (Northern Ireland:...
20. (1) Section 871 of the Companies Act 2006 (notice to...
21. (1) Sections 872 and 887 of the Companies Act 2006...
- PART 7 — DISSOLUTION AND RESTORATION TO THE REGISTER
22. Property of dissolved LLP
23. Saving for applications to court made before 1st October 2009
24. Application to court for restoration to the register
25. (1) The following provisions apply where the LLP was dissolved...
26. Effect of restoration to the register where property has vested as bona vacantia
- PART 8 — THE REGISTRAR OF COMPANIES
27. Provisions of general application
28. Certificates of incorporation
29. Annotation of the register
30. Registrar's notice to resolve inconsistency on the register
31. Removal of material from the register
32. General false statement offence
33. Provision and authentication by registrar of documents sent by electronic means
- PART 9 — SUPPLEMENTARY
34. Forms
35. Offences
36. Fees

SCHEDULE 2 — TRANSITIONAL PROVISIONS: NORTHERN IRELAND LLPs

1. Main transitional provisions
2. Applications for registration as Northern Ireland LLP
3. Further modification of Financial Services and Markets Act 2000 in relation to Northern Ireland LLPs
4. Extension of company investigation provisions to Northern Ireland LLPs

SCHEDULE 3 — CONSEQUENTIAL AMENDMENTS AND REVOCATIONS

PART 1 — CONSEQUENTIAL AMENDMENTS OF THE LIMITED LIABILITY PARTNERSHIPS ACT 2000

1. Incorporation document etc
2. Incorporation by registration
3. Members
4. Designated members
5. Registration of membership changes
6. Insolvency and winding up

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

7. Parliamentary procedure for regulations
8. Interpretation of Act
9. Extent of Act
10. Names and registered offices
11. Saving
 - PART 2 — OTHER CONSEQUENTIAL AMENDMENTS AND REVOCATIONS
12. General
13. Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090)
14. Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307)
15. Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (S.I. 2008/1911)
16. (1) In the provisions of the Companies Act 2006 listed...
17. Other revocations

Explanatory Note

Changes to legislation:

There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009.