
STATUTORY INSTRUMENTS

2009 No. 1804

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

PART 3

AN LLP'S NAME

CHAPTER 4

TRADING DISCLOSURES

Requirement to disclose LLP name etc

14. Sections 82 and 83 apply to LLPs, modified so that they read as follows—

[^{F1}“**Requirement to disclose LLP name etc**”

(1) The provisions of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015 relating to Trading Disclosures apply to LLPs.

(2) As they apply to LLPs—

- (a) read references to a company as references to an LLP;
- (b) read references to a director as references to a member of an LLP;
- (c) read references to an officer of a company as references to a designated member of an LLP;
- (d) in regulation 25 (further particulars to appear in business letters, order forms and websites), for paragraphs (2)(d) to (f) and (3) substitute—
 - “(d) in the case of an LLP whose name ends with the abbreviation “llp”, “LLP”, “pac” or “PAC”, the fact that it is an LLP or a partneriaeth atebolrwydd cyfyngedig.”;

(e) in regulation 26 (disclosure of names of members)—

- (i) at the beginning of paragraph (1) insert “ Subject to paragraph (3), ” and
- (ii) after paragraph (2) insert—

“(3) Paragraph (1) does not apply in relation to any document issued by an LLP with more than 20 members which maintains at its principal place of business a list of the names of all the members if the document states in legible characters the address of the principal place of business of the LLP and that the list of the members' names is open to inspection at that place.

(4) Where an LLP maintains a list of the members' names for the purposes of paragraph (3), any person may inspect the list during office hours.”;

(f) omit regulation 28(3) (offences: shadow directors).

Civil consequences of failure to make required disclosure

(1) This section applies to any legal proceedings brought by an LLP to which section 82 applies (requirement to disclose LLP name etc) to enforce a right arising out of a contract made in the course of a business in respect of which the LLP was, at the time the contract was made, in breach of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015.

(2) The proceedings shall be dismissed if the defendant (in Scotland, the defender) to the proceedings shows—

- (a) that he has a claim against the claimant (pursuer) arising out of the contract that he has been unable to pursue by reason of the latter's breach of the regulations, or
- (b) that he has suffered some financial loss in connection with the contract by reason of the claimant's (pursuer's) breach of the regulations,

unless the court before which the proceedings are brought is satisfied that it is just and equitable to permit the proceedings to continue.

(3) This section does not affect the right of any person to enforce such rights as he may have against another person in any proceedings brought by that person.”].

Textual Amendments

- F1** Words in [reg. 14](#) substituted (31.1.2015) by [The Company, Limited Liability Partnership and Business \(Names and Trading Disclosures\) Regulations 2015 \(S.I. 2015/17\)](#), [reg. 1\(1\)](#), [Sch. 5 para. 5](#)

15. Section 85 applies to LLPs, modified so that it reads as follows—

[^{F2}“**Minor variation in form of name to be left out of account**

(1) For the purposes of this Chapter, in considering an LLP's name no account is to be taken of—

- (a) whether upper or lower case characters (or a combination of the two) are used,
- (b) whether diacritical marks or punctuation are present or absent,

provided there is no real likelihood of names differing only in those respects being taken to be different names.

(2) This does not affect the operation of provisions of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015 permitting only specified characters or punctuation.”].

Textual Amendments

- F2** Words in [reg. 15](#) substituted (31.1.2015) by [The Company, Limited Liability Partnership and Business \(Names and Trading Disclosures\) Regulations 2015 \(S.I. 2015/17\)](#), [reg. 1\(1\)](#), [Sch. 5 para. 6](#)

Changes to legislation:

There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009, CHAPTER 4.