

**2004 No. 307**

**PARTNERSHIP**

**Limited Liability Partnerships Regulations  
(Northern Ireland) 2004**

*Made* - - - - - *22nd July 2004*

*Coming into operation* *13th September 2004*

*To be laid before Parliament under paragraph 7(3) of the  
Schedule to the Northern Ireland Act 2000*

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The Department of Enterprise, Trade and Investment, in exercise of the powers conferred on it by sections 10, 11, 12 and 13 of the Limited Liability Partnerships Act (Northern Ireland) 2002(a) and of every other power enabling it in that behalf, hereby makes the following Regulations:

PART I  
CITATION, COMMENCEMENT AND INTERPRETATION

**Citation and commencement**

1. These Regulations may be cited as the Limited Liability Partnerships Regulations (Northern Ireland) 2004 and shall come into operation on 13th September 2004.

**Interpretation**

2. In these Regulations –

“the 1986 Order” means the Companies (Northern Ireland) Order 1986(b);

“the 1989 Order” means the Insolvency (Northern Ireland) Order 1989(c);

“the 2000 Act” means the Financial Services and Markets Act 2000(d);

“limited liability partnership agreement”, in relation to a limited liability partnership, means any agreement express or implied between the members of the limited liability partnership

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(a) 2002 c. 12 (N.I.)  
(b) S.I. 1986/1032 (N.I. 6)  
(c) S.I. 1989/2405 (N.I. 19)  
(d) 2000 c. 8

or between the limited liability partnership and the members of the limited liability partnership which determines the mutual rights and duties of the members, and their rights and duties in relation to the limited liability partnership;

“the principal Act” means the Limited Liability Partnerships Act (Northern Ireland) 2002; and

“shadow member”, in relation to limited liability partnerships, means a person in accordance with whose directions or instructions the members of the limited liability partnership are accustomed to act (but so that a person is not deemed a shadow member by reason only that the members of the limited liability partnership act on advice given by him in a professional capacity).

## PART II

### ACCOUNTS AND AUDIT

#### **Application of the accounts and audit provisions of the 1986 Order to limited liability partnerships**

**3.**—(1) Subject to paragraph (2), the provisions of Part VIII of the 1986 Order (Accounts and Audit)(a) shall apply to limited liability partnerships.

(2) The statutory provisions referred to in paragraph (1) shall apply to limited liability partnerships, except where the context otherwise requires, with the following modifications –

- (a) references to a company shall include references to a limited liability partnership;
- (b) references to a director or to an officer of a company shall include references to a member of a limited liability partnership;
- (c) references to other provisions of the 1986 Order and to provisions of the 1989 Order shall include references to those provisions as they apply to limited liability partnerships in accordance with Parts III and IV;
- (d) the modifications set out in Schedule 1; and
- (e) such further modifications as the context requires for the purpose of giving effect to those provisions as applied by this Part.

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(a) Article 229 was inserted into the 1986 Order by Article 4 of the Companies (Northern Ireland) Order 1990 (S.I. 1990/593 (N.I. 5)) in place of an existing Article of that number; Article 231 was inserted into the 1986 Order by Article 5 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number; Article 234 was inserted into the 1986 Order by Article 6 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number; Articles 235, 237 and 238 were inserted into the 1986 Order by Article 7 of the Companies (Northern Ireland) Order 1990 in place of existing Articles of those numbers. Article 253C was inserted into the 1986 Order by Article 14 of the Companies (Northern Ireland) Order 1990; Article 256 was inserted into the 1986 Order by Article 15(3) of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number and amended by S.R. 1997 No. 314 and S.I. 2001/3649; Article 256A was inserted into the 1986 Order by S.R. 1997 No. 436; Article 257 was inserted into the 1986 Order by Article 15(3) of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number and amended by S.R. 1992 No. 503. Article 264 was inserted into the 1986 Order by Article 21 of the Companies (Northern Ireland) Order 1990. The footnotes to Schedule 1 provide details of the amendments made to the provisions which are listed in that Schedule

## PART III

### COMPANIES (NORTHERN IRELAND) ORDER 1986 AND COMPANY DIRECTORS DISQUALIFICATION (NORTHERN IRELAND) ORDER 2002

#### **Application of the remainder of the provisions of the 1986 Order and of the Company Directors Disqualification (Northern Ireland) Order 2002 to limited liability partnerships**

4.—(1) The provisions of the 1986 Order specified in the first column of Part I of Schedule 2 shall apply to limited liability partnerships, except where the context otherwise requires, with the following modifications –

- (a) references to a company shall include references to a limited liability partnership;
- (b) references to the Companies Orders shall include references to the principal Act and regulations made thereunder;
- (c) references to the 1989 Order shall include references to that Order as it applies to limited liability partnerships by virtue of Part IV;
- (d) references in a provision of the 1986 Order to other provisions of that Order shall include references to those other provisions as they apply to limited liability partnerships by virtue of these Regulations;
- (e) references to the memorandum of association of a company shall include references to the incorporation document of a limited liability partnership;
- (f) references to a shadow director shall include references to a shadow member;
- (g) references to a director of a company or to an officer of a company shall include references to a member of a limited liability partnership;
- (h) the modifications, if any, specified in the second column of Part I of Schedule 2 opposite the provision specified in the first column; and
- (i) such further modifications as the context requires for the purpose of giving effect to that legislation as applied by these Regulations.

(2) The provisions of the Company Directors Disqualification (Northern Ireland) Order 2002<sup>(a)</sup> shall apply to limited liability partnerships, except where the context otherwise requires, with the following modifications –

- (a) references to a company shall include references to a limited liability partnership;
- (b) references to the Companies Orders shall include references to the principal Act and regulations made thereunder and references to the companies legislation shall include references to the principal Act, regulations made thereunder and to any statutory provision applied by regulations to limited liability partnerships;
- (c) references to the 1989 Order shall include references to that Order as it applies to limited liability partnerships by virtue of Part IV;
- (d) references to the memorandum of association of a company shall include references to the incorporation document of a limited liability partnership;
- (e) references to a shadow director shall include references to a shadow member;
- (f) references to a director of a company or to an officer of a company shall include references to a member of a limited liability partnership;
- (g) the modifications, if any, specified in the second column of Part II of Schedule 2 opposite the provision specified in the first column; and
- (h) such further modifications as the context requires for the purpose of giving effect to that legislation as applied by these Regulations.

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<sup>(a)</sup> S.I. 2002/3150 (N.I. 4)

## PART IV WINDING UP AND INSOLVENCY

### **Application of the 1989 Order to limited liability partnerships**

**5.—**(1) Subject to paragraph (2), Parts I to V, VII and XI to XIV of the 1989 Order shall apply to limited liability partnerships.

(2) The provisions of the 1989 Order referred to in paragraph (1) shall apply to limited liability partnerships, except where the context otherwise requires, with the following modifications –

- (a) references to a company shall include references to a limited liability partnership;
- (b) references to a director or to an officer of a company shall include references to a member of a limited liability partnership;
- (c) references to a shadow director shall include references to a shadow member;
- (d) references to the 1986 Order, the Companies (Northern Ireland) Order 1990<sup>(a)</sup>, the Companies (No. 2) (Northern Ireland) Order 1990<sup>(b)</sup>, the Company Directors Disqualification (Northern Ireland) Order 2002 or to any provisions of those Orders or to any provision of the 1989 Order shall include references to those Orders or provisions as they apply to limited liability partnerships by virtue of the principal Act;
- (e) references to the memorandum of association of a company and to the articles of association of a company shall include references to the limited liability partnership agreement of a limited liability partnership;
- (f) the modifications set out in Schedule 3; and
- (g) such further modifications as the context requires for the purpose of giving effect to that legislation as applied by these Regulations.

## PART V FINANCIAL SERVICES AND MARKETS

### **Application of provisions contained in Parts XV and XXIV of the 2000 Act to limited liability partnerships**

**6.—**(1) Subject to paragraph (2), sections 215(3), (4) and (6), 356, 359(1) to (4), 361 to 365, 367, 370 and 371 of the 2000 Act shall apply to limited liability partnerships.

(2) The provisions of the 2000 Act referred to in paragraph (1) shall apply to limited liability partnerships, except where the context otherwise requires, with the following modifications –

- (a) references to a company shall include references to a limited liability partnership;
- (b) references to a body shall include references to a limited liability partnership; and
- (c) references to the 1986 Order, the 1989 Order or to any of the provisions of those Orders shall include references to those Orders or provisions as they apply to limited liability partnerships by virtue of the principal Act.

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<sup>(a)</sup> S.I. 1990/593 (N.I. 5)  
<sup>(b)</sup> S.I. 1990/1504 (N.I. 10)

**PART VI**  
**DEFAULT PROVISION AND EXPULSION**

**Default provision for limited liability partnerships**

7. The mutual rights and duties of the members and the mutual rights and duties of the limited liability partnership and the members shall be determined, subject to the provisions of the general law and to the terms of any limited liability partnership agreement, by the following rules:

(1) All the members of a limited liability partnership are entitled to share equally in the capital and profits of the limited liability partnership.

(2) The limited liability partnership must indemnify each member in respect of payments made and personal liabilities incurred by him –

(a) in the ordinary and proper conduct of the business of the limited liability partnership;  
or

(b) in or about anything necessarily done for the preservation of the business or property of the limited liability partnership.

(3) Every member may take part in the management of the limited liability partnership.

(4) No member shall be entitled to remuneration for acting in the business or management of the limited liability partnership.

(5) No person may be introduced as a member or voluntarily assign an interest in a limited liability partnership without the consent of all existing members.

(6) Any difference arising as to ordinary matters connected with the business of the limited liability partnership may be decided by a majority of the members, but no change may be made in the nature of the business of the limited liability partnership without the consent of all the members.

(7) The books and records of the limited liability partnership are to be made available for inspection at the registered office of the limited liability partnership or at such other place as the members think fit and every member of the limited liability partnership may when he thinks fit have access to and inspect and copy any of them.

(8) Each member shall render true accounts and full information of all things affecting the limited liability partnership to any member or his legal representatives.

(9) If a member, without the consent of the limited liability partnership, carries on any business of the same nature as and competing with the limited liability partnership, he must account for and pay over to the limited liability partnership all profits made by him in that business.

(10) Every member must account to the limited liability partnership for any benefit derived by him without the consent of the limited liability partnership from any transaction concerning the limited liability partnership, or from any use by him of the property of the limited liability partnership, name or business connection.

**Expulsion**

8. No majority of the members can expel any member unless a power to do so has been conferred by express agreement between the members.

## PART VII

### MISCELLANEOUS

#### **General and consequential amendments**

9. The statutory provisions mentioned in Schedule 4 shall have effect subject to the amendments specified in that Schedule.

#### **Application of subordinate legislation**

10.—(1) The subordinate legislation specified in Schedule 5 shall apply to limited liability partnerships and –

- (a) in the case of the subordinate legislation listed in Part I of that Schedule with such modifications as the context requires for the purpose of giving effect to the provisions of the 1986 Order which are applied by these Regulations;
- (b) in the case of the subordinate legislation listed in Part II of that Schedule with such modifications as the context requires for the purpose of giving effect to the provisions of the 1989 Order which are applied by these Regulations; and
- (c) in the case of the subordinate legislation listed in Part III of that Schedule with such modifications as the context requires for the purpose of giving effect to the provisions of the Business Names (Northern Ireland) Order 1986<sup>(a)</sup> and the Company Directors Disqualification (Northern Ireland) Order 2002 which are applied by these Regulations.

(2) In the case of any conflict between any provision of the subordinate legislation applied by paragraph (1) and any provision of these Regulations, the latter shall prevail.

Sealed with the Official Seal of the Department of Enterprise, Trade and Investment on 22nd July 2004.

(L.S.)

*James McKeown*

A senior officer of the Department of Enterprise, Trade and Investment

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<sup>(a)</sup> S.I. 1986/1033 (N.I. 7)

MODIFICATIONS TO PROVISIONS OF PART VIII OF THE 1986 ORDER APPLIED  
BY THESE REGULATIONS

<i>Provision of Part VIII</i>	<i>Modification</i>
<b>Article 230 (where and for how long accounting records to be kept)(a)</b>	
Paragraph (5)	In sub-paragraph (a), omit the words “in the case of a private company,” and the word “and”. Omit sub-paragraph (b).
<b>Article 232 (accounting reference periods and accounting reference date)(b)</b>	
Paragraphs (2) and (3)	Omit paragraphs (2) and (3).
Paragraph (3A)	Omit the words “incorporated on or after 22nd August 1997”.
<b>Article 233 (alteration of accounting reference date)(c)</b>	
Paragraph (5)	For the words “laying and delivering accounts and reports” substitute “delivering the accounts and the auditors’ report”.
<b>Article 236 (exemption for parent companies included in accounts of larger group)(d)</b>	
Paragraph (4)	Omit paragraph (4).
<b>Article 239 (disclosure required in notes to accounts: related undertakings)(e)</b>	
Paragraph (3)	Omit the words from “This paragraph” to the end.
<b>Article 240 (disclosure required in notes to accounts: emoluments and other benefits of directors and others)(f)</b>	
	Omit Article 240, save that Schedule 6 shall apply for the purpose of paragraph 56A of Schedule 4, as inserted by this Schedule.
<b>Article 241 (approval and signing of accounts)(g)</b>	
Paragraph (1)	For paragraph (1) substitute – “(1) A limited liability partnership’s annual

- (a) Article 230 was inserted into the 1986 Order by Article 4 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number
- (b) Article 232 was inserted into the 1986 Order by Article 5 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1997 No. 314
- (c) Article 233 was inserted into the 1986 Order by Article 5 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1997 No. 314
- (d) Article 236 was inserted into the 1986 Order by Article 7 (3) of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1993 No. 199 and S.R. 1994 No. 428
- (e) Article 239 was inserted into the 1986 Order by Article 8(1) of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1994 No. 133 and S.R. 1997 No. 314
- (f) Article 240 was inserted into the 1986 Order by Article 8(3) of the Companies (Northern Ireland) Order 1990. Part I of Schedule 6 was substituted by Article 8(4) of, and paragraphs 1 to 3 of Schedule 4 to, the Companies (Northern Ireland) Order 1990, and amended by S.R. 1997 No. 545 and S.I. 2001/3649
- (g) Article 241 was inserted into the 1986 Order by Article 9 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number



<i>Provision of Part VIII</i>	<i>Modification</i>
	accounts shall be approved by the members, and shall be signed on behalf of all the members by a designated member.”.
Paragraph (3)	Omit the words from “laid before” to “otherwise”, and for the words “the board” substitute “the members of the limited liability partnership”.
Paragraph (4)	For the words “the board by a director of the company” substitute “the members by a designated member”.
Paragraph (6)	In sub-paragraph (a), omit the words “laid before the company, or otherwise”.
<b>Articles 242 (duty to prepare directors’ report)(a) and 242A (approval and signing of directors’ report)(b)</b>	Omit Articles 242 and 242A.
<b>Article 243 (auditors’ report)(c)</b>	
Paragraph (1)	For paragraph (1) substitute – “(1) The limited liability partnership’s annual accounts shall be submitted to its auditors, who shall make a report on them to the members of the limited liability partnership.”.
Paragraph (3)	Omit paragraph (3).
<b>Article 244 (signature of auditors’ report)(d)</b>	
Paragraph (2)	For paragraph (2) substitute – “(2) Every copy of the auditors’ report which is circulated, published or issued shall state the names of the auditors.”.
Paragraph (4)	In sub-paragraph (a), omit the words “laid before the company, or otherwise”.
<b>Article 245 (duties of auditors)(e)</b>	
Paragraph (4)	Omit paragraph (4).

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- (a) Article 242 was inserted into the 1986 Order by Article 10 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1997 No. 314
- (b) Article 242A was inserted into the 1986 Order by Article 10 of the Companies (Northern Ireland) Order 1990
- (c) Article 243 was inserted into the 1986 Order by Article 11 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number
- (d) Article 244 was inserted into the 1986 Order by Article 11 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number
- (e) Article 245 was inserted into the 1986 Order by Article 11 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1997 No. 314

**Article 246 (persons entitled to receive copies of accounts and report)(a)**

Paragraph (1)

For paragraph (1) substitute –

“(1) A copy of the limited liability partnership’s annual accounts, together with a copy of the auditors’ report on those accounts, shall be sent to every member of the limited liability partnership and to every holder of the limited liability partnership’s debentures, within one month of their being signed in accordance with Article 241(1) and in any event not later than 10 months after the end of the relevant accounting reference period.”.

Paragraph (2)

(a) In sub-paragraph (a), omit the words from “who is” to “meetings and”, and

(b) in sub-paragraphs (b) and (c), omit the words “shares or” in both places where they occur.

Paragraphs (3) and (4)

Omit paragraphs (3) and (4).

Paragraph (4A)

Omit the words “, of the directors’ report”.

Paragraphs (4C) to (4E)

Omit paragraphs (4C) to (4E).

**Article 247 (right to demand copies of accounts and report)(b)**

Paragraph (1)

Omit the words “and directors’ report”.

Paragraph (2B)

Omit paragraph (2B).

**Article 248 (requirements in connection with publication of accounts)(c)**

Paragraph (1)

Omit the words from “or, as the case may be,” to the end.

Paragraph (3)

(a) In sub-paragraph (c), omit the words from “and, if no such report has been made,” to “any such financial year”,

(b) in sub-paragraph (d), omit the words “or whether any

(a) Article 246 was inserted into the 1986 Order by Article 12 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 2003 No. 3

(b) Article 247 was inserted into the 1986 Order by Article 12 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 2003 No. 3

(c) Article 248 was inserted into the 1986 Order by Article 12 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1995 No. 128

<i>Provision of Part VIII</i>	<i>Modification</i>
	report made for the purposes of Article 257A(2) was qualified”, and (c) omit the words “or any report made for the purposes of Article 257A(2)”.
<b>Article 249 (accounts and report to be laid before general meeting)(a)</b>	Omit Article 249.
<b>Article 250 (accounts and report to be delivered to the registrar)(b)</b>	
Paragraph (1)	(a) For the words “The directors of a company” substitute “The designated members of a limited liability partnership”, (b) omit the words “a copy of the directors’ report for that year and”, (c) for the words “or reports” substitute “or that report”, and (d) for the words “the directors shall annex” substitute “the designated members shall annex”.
Paragraph (2)	(a) For the words “laying and delivering accounts and reports”, substitute “delivering the accounts and the auditors’ report”, and (b) for the word “director” substitute the words “designated member”.
Paragraph (3)	For the words “the directors” in each place where they occur substitute the words “the designated members”.
Paragraph (4)	For the words “laying and delivering accounts and reports”, substitute “delivering the accounts and the auditors’ report”.
<b>Article 250A (civil penalty for failure to deliver accounts)(c)</b>	
Paragraph (1)	(a) For the words “laying and delivering accounts and

- (a) Article 249 was inserted into the 1986 Order by Article 13 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number  
(b) Article 250 was inserted into the 1986 Order by Article 13 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number  
(c) Article 250A was inserted into the 1986 Order by Article 13 of the Companies (Northern Ireland) Order 1990

<i>Provision of Part VIII</i>	<i>Modification</i>
Paragraph (2)	<p>reports” substitute “delivering the accounts and the auditors’ report”, and</p> <p>(b) for the words “the directors” substitute “the designated members”.</p> <p>(a) For the words “laying and delivering accounts and reports” substitute “delivering the accounts and the auditors’ report”,</p> <p>(b) omit the words “, and whether the company is a public or private company,”,</p> <p>(c) omit the heading “<i>Public company</i>” and all entries under it, and</p> <p>(d) for the heading “<i>Private company</i>” substitute “<i>Amount of penalty</i>”.</p>
<p><b>Article 250B (delivery and publications of accounts in euros)(a)</b></p> <p>Paragraph (2)</p>	<p>For the words “the directors of a company” substitute “the designated members of a limited liability partnership”.</p>
<p><b>Article 251 (accounts of subsidiary undertakings to be appended in certain cases)(b)</b></p> <p>Paragraph (4)</p>	<p>For the words “the directors” substitute “the designated members”.</p>
<p><b>Article 252 (period allowed for delivering accounts and report)(c)</b></p> <p>Paragraph (1)</p>	<p>For paragraph (1), substitute the following –</p> <p>“(1) The period allowed for delivering the accounts and the auditors’ report is 10 months after the end of the relevant accounting reference period.</p> <p>This is subject to the following provisions of this Article.”.</p>
Paragraph (2)	<p>In sub-paragraph (a), omit the words “or 7 months, as the case may be,”.</p>

- (a) Article 250B was inserted into the 1986 Order by S.R. 1992 No. 503
- (b) Article 251 was inserted into the 1986 Order by Article 13 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number
- (c) Article 252 was inserted into the 1986 Order by Article 13 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number

<i>Provision of Part VIII</i>	<i>Modification</i>
Paragraph (3)	(a) For the words “the directors” substitute “the designated members”, and  (b) in sub-paragraph (b), for the words “laying and delivering accounts and reports” substitute “delivering the accounts and the auditors’ report”.
Paragraph (4)	For the words “laying and delivering accounts” substitute “delivering the accounts and the auditors’ report”.
<b>Article 253 (voluntary revision of accounts)(a)</b>	
Paragraph (1)	Omit the words “, or any directors’ report,” and the words “or a revised report”.
Paragraph (2)	(a) Omit the words “or report” in both places where they occur, and  (b) omit the words “laid before the company in general meeting or”.
Paragraph (3)	Omit the words “or a revised directors’ report”.
Paragraph (4)	(a) In sub-paragraph (a), omit the words “or report”,  (b) in sub-paragraph (b), omit the words “or reporting accountant” and the words “or report”, and  (c) in sub-paragraph (c) –  (i) for the words “previous accounts or report” substitute “previous accounts”,  (ii) omit head (ii), and  (iii) omit the words from “, or where a summary financial statement” to the end.
<b>Article 253A (Department’s notice in respect of annual accounts)(b)</b>	
Paragraph (1)	For the words from “copies of” to “general meeting or” substitute “a copy of a limited liability partnership’s annual accounts has been”.

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- (a) Article 253 was inserted into the 1986 Order by Article 14 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1995 No. 128  
(b) Article 253A was inserted into the 1986 Order by Article 14 of the Companies (Northern Ireland) Order 1990

<i>Provision of Part VIII</i>	<i>Modification</i>
<b>Article 253B (application to court in respect of defective accounts)(a)</b>	
Paragraph (3)	Omit sub-paragraph (b).
<b>Article 254 (special provisions for small companies)(b)</b>	
Paragraph (3)	Omit sub-paragraph (a), and sub-paragraph (b) (ii), (iii) and (iv).
Paragraph (4)	Omit paragraph (4).
Paragraph (5)	(a) For the words “the directors of the company” substitute “the designated members of the limited liability partnership”, and  (b) omit sub-paragraph (b).
Paragraph (6)	Omit sub-paragraphs (b) and (c).
Paragraph (8)	Omit sub-paragraph (b) and the words “, in the report” and “, 242A”.
<b>Article 254A (special provisions for medium-sized companies)(c)</b>	
Paragraph (3)	(a) For the words “The company” substitute “The designated members”, and  (b) for sub-paragraph (a), substitute the following - “(a) which includes a profit and loss account in which the following items listed in the profit and loss account formats set out in Part I of Schedule 4 are combined as one item under the heading “gross profit or loss”- Items 1 to 3 and 6 in Format 1; Items 1 to 5 in Format 2;”.
<b>Article 255 (qualification of company as small or medium-sized)(d)</b>	
Paragraph (5)	In sub-paragraph (a), for the words “items A to D” substitute “items B to D”.

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- (a) Article 253B was inserted into the 1986 Order by Article 14 of the Companies (Northern Ireland) Order 1990
- (b) Article 254 was inserted into the 1986 Order by Article 15 of the Companies (Northern Ireland) Order 1990, substituted by S.R. 1997 No. 436, and amended by S.R. 1997 No. 545 and S.R. 2001 No. 153
- (c) Article 254A was inserted into the 1986 Order by S.R. 1997 No. 436
- (d) Article 255 was inserted into the 1986 Order by Article 15 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1992 No. 503, S.R. 1997 No. 314 and S.R. 1997 No. 436

**Article 255A (cases in which special provisions do not apply)(a)**

Paragraph (1)

For sub-paragraph (a), substitute “(a) the limited liability partnership is, or was at any time within the financial year to which the accounts relate, a person (other than a banking limited liability partnership) who has permission under Part 4 of the Financial Services and Markets Act 2000 to carry on one or more regulated activities;”.

**Article 255B (special auditors’ report)(b)**

Paragraph (1)

(a) In sub-paragraph (a), for the words “the directors of a company” substitute “the designated members of a limited liability partnership”, and  
 (b) in sub-paragraph (b), omit the words “or (2)”.

**Article 257A (exemptions from audit)(c)**

Paragraph (2)

Omit paragraph (2).

Paragraph (3A)

Omit paragraph (3A).

Paragraph (4)

Omit paragraph (4).

Paragraph (6)

Omit the words “or gross income”.

Paragraph (6A)

Omit the words “or (2)”.

Paragraph (7)

Omit the words from “, and “gross income”” to the end.

**Article 257AA (dormant companies)(d)**

Paragraph (1)

For the words “Article 257B(2) to (5)” substitute “Article 257B(4) and (5)”.

Paragraph (2)

In sub-paragraph (a), for the words “Article 255A(1)(a)(i) or (b)” substitute “Article 255A(1)(b)”.

Paragraph (3)

For paragraph (3), substitute the following –

“(3) Paragraph (1) does not apply if at any time in the financial year in question the limited liability partnership was a person (other than a banking

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(a) Article 255A was inserted into the 1986 Order by S.R. 1997 No. 436, and amended by S.I. 2001/3649  
 (b) Article 255B was inserted into the 1986 Order by S.R. 1997 No. 436, and amended by S.R. 2001 No. 153  
 (c) Article 257A was inserted into the 1986 Order by S.R. 1995 No. 128, and amended by S.R. 1997 No. 500 and by S.R. 2001 No. 153  
 (d) Article 257AA was inserted into the 1986 Order by S.R. 2001 No. 153, and amended by S.I. 2001/3649

<i>Provision of Part VIII</i>	<i>Modification</i>
Paragraph (5)	limited liability partnership) who has permission under Part 4 of the Financial Services and Markets Act 2000 to carry on one or more regulated activities.”. In sub-paragraph (b), omit the words “(6) or”.
Paragraph (6)	Omit paragraph (6).
Paragraph (7)	In sub-paragraph (a), for the words “Article 38 (change of name)” substitute “paragraph 5 of the Schedule to the Limited Liability Partnerships Act (Northern Ireland) 2002”. Omit sub-paragraph (b).
<b>Article 257B (cases where audit exemption not available)(a)</b>	
Paragraph (1)	Omit the words “or (2)” and sub-paragraphs (a) and (bb). In sub-paragraph (b), after “it was a person” insert “(other than a banking limited liability partnership)”.
Paragraph (1C)	For sub-paragraph (b), substitute “that the group’s aggregate turnover in that year (calculated in accordance with Article 257) is not more than £5.6 million net (or £6.72 million gross),”.
Paragraphs (2) and (3)	Omit paragraphs (2) and (3).
Paragraph (4)	(a) Omit the words “or (2)” in both places where they occur, and (b) omit sub-paragraph (b).
<b>Articles 257C (the report required for the purposes of Article 257A(2))(b) and 257D (the reporting accountant)(c)</b>	
Omit Articles 257C and 257D.	
<b>Article 257E (effect of exemption from audit)(d)</b>	
Paragraph (1)	(a) In sub-paragraph (b), omit the words from “or laid” to the end, and (b) omit sub-paragraph (c).
Paragraph (2)	Omit paragraph (2).

(a) Article 257B was inserted into the 1986 Order by S.R. 1995 No. 128, and amended by S.R. 1997 No. 314, S.R. 1997 No. 500, S.R. 2001 No. 153, S.I. 2001/1283, S.I. 2001/3649 and S.R. 2004 No. 190

(b) Article 257C was inserted into the 1986 Order by S.R. 1995 No. 128, and amended by S.R. 1997 No. 436 and S.R. 2001 No. 153

(c) Article 257D was inserted into the 1986 Order by S.R. 1995 No. 128, and amended by S.R. 1997 No. 500

(d) Article 257E was inserted into the 1986 Order by S.R. 1995 No. 128, and amended by S.R. 2001 No. 153



<i>Provision of Part VIII</i>	<i>Modification</i>
<b>Article 259 (provision of summary financial statement by listed public companies)(a)</b>	Omit Article 259.
<b>Articles 260 and 261 (private company election to dispense with laying of accounts and reports)(b)</b>	Omit Articles 260 and 261.
<b>Article 262 (exemption for unlimited companies from requirement to deliver accounts and reports)(c)</b>	Omit Article 262.
<b>Article 263 (special provisions for banking and insurance companies)(d)</b>	Omit Article 263.
<b>Article 263A (special provisions for banking and insurance groups)(e)</b>	Omit Article 263A.
<b>Article 263B (modification of disclosure requirements in relation to banking company or group)(f)</b>	Omit Article 263B.
<b>Article 263D (power to apply provisions to banking partnerships)(g)</b>	Omit Article 263D.
<b>Article 265 (power of Department to alter accounting requirements)(h)</b>	Omit Article 265.
<b>Article 268 (participating interests)(i)</b> Paragraph (6)	For the words from “, Schedule 8A,” to “Schedule 9A” substitute the words “and Schedule 8A”.
<b>Article 270 (minor definitions)(j)</b> Paragraph (1)	(a) Omit the definitions of “annual report” and “credit institution”, and (b) insert the following definitions at the appropriate place – “ “banking limited liability partnership” means a limited liability partnership

- (a) Article 259 was inserted into the 1986 Order by Article 17 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and subsequently amended in a manner not relevant to these Regulations
- (b) Articles 260 and 261 were inserted into the 1986 Order by Article 18 of the Companies (Northern Ireland) Order 1990 in place of existing Articles of those numbers
- (c) Article 262 was inserted into the 1986 Order by Article 19 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and subsequently amended in a manner not relevant to these Regulations
- (d) Article 263 was inserted into the 1986 Order by Article 20 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, substituted by S.R. 1992 No. 258 and amended by S.R. 1994 No. 428
- (e) Article 263A was inserted into the 1986 Order by Article 20 of the Companies (Northern Ireland) Order 1990, substituted by S.R. 1992 No. 258 and amended by S.R. 1993 No. 199, S.R. 1994 No. 428 and S.R. 1997 No. 314
- (f) Article 263B was inserted into the 1986 Order by Article 20 of the Companies (Northern Ireland) Order 1990, substituted by S.R. 1992 No. 258 and amended by S.R. 1993 No. 199
- (g) Article 263D was inserted into the 1986 Order by Article 20 of the Companies (Northern Ireland) Order 1990 and amended by S.I. 2001/3649
- (h) Article 265 was inserted into the 1986 Order by Article 22 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number
- (i) Article 268 was inserted into the 1986 Order by Article 24 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1992 No. 258, S.R. 1994 No. 428 and S.R. 1997 No. 436
- (j) Article 270 was inserted into the 1986 Order by Article 24 of the Companies (Northern Ireland) Order 1990 in place of an existing Article of that number, and amended by S.R. 1993 No. 199, S.R. 1997 No. 314 and S.I. 2002/765

<i>Provision of Part VIII</i>	<i>Modification</i>
	<p>which has permission under Part 4 of the Financial Services and Markets Act 2000 to accept deposits (but does not include such a partnership which has permission to accept deposits only for the purpose of carrying on another regulated activity in accordance with that permission);</p> <p>“limited liability partnership” means a limited liability partnership formed and registered under the Limited Liability Partnerships Act (Northern Ireland) 2002;”.</p>
Paragraph (2)	Omit paragraph (2).
Paragraph (3)	<p>After paragraph (3), insert the following –</p> <p>“(3A) The definition of banking limited liability partnership in paragraph (1) must be read with –</p> <p>(a) section 22 of the Financial Services and Markets Act 2000,</p> <p>(b) any relevant order under that section, and</p> <p>(c) Schedule 2 to that Act.”.</p>
<b>Article 270A (index of defined expressions)(a)</b>	<p>In the index of defined expressions –</p> <p>(a) the entries relating to “annual report”, “credit institution” and “reporting accountant”, and all entries relating to Articles 263 and 263A and to Schedules 9 and 9A, shall be omitted, and</p> <p>(b) the following entries shall be inserted at the appropriate place – “banking limited liability partnership Article 270”; “limited liability partnership Article 270”.</p>

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(a) Article 270A was inserted into the 1986 Order by Article 24 of the Companies (Northern Ireland) Order 1990, and amended by S.R. 1992 No. 258, S.R. 1994 No. 428, S.R. 1995 No. 128, S.R. 1997 No. 314 and S.R. 1997 No. 436

<i>Provision of Part VIII</i>	<i>Modification</i>
<b>Schedule 4 (form and content of company accounts)(a)</b>	
Paragraph 1	In sub-paragraph (1)(b), for the words “any one of” substitute “either of”.
Paragraph 3(b)	In sub-paragraph (2)(b), omit the words “shares or”.  Omit sub-paragraph (7)(b) and (c).
<b>Balance Sheet Format 1(c)</b>	Omit the following items and the notes on the balance sheet formats which relate to them – <ul style="list-style-type: none"> <li>(a) item A (called-up share capital not paid),</li> <li>(b) item B.III.7 (own shares),</li> <li>(c) item C.II.5 (called-up share capital not paid), and</li> <li>(d) item C.III.2 (own shares).</li> </ul> For item K (capital and reserves) substitute – “K. Loans and other debts due to members (12) L. Members’ other interests I Members’ capital II Revaluation reserve III Other reserves”.
<b>Balance Sheet Format 2(c)</b>	Omit the following items and the notes on the balance sheet format which relates to them – <ul style="list-style-type: none"> <li>(a) Assets item A (called-up share capital not paid),</li> <li>(b) Assets item B.III.7 (own shares),</li> <li>(c) Assets item C.II.5 (called-up share capital not paid), and</li> <li>(d) Assets item C.III.2 (own shares).</li> </ul> For Liabilities item A (capital and reserves) substitute – “A. Loans and other debts due to members (12) AA. Members’ other interests I Members’ capital II Revaluation reserve III Other reserves”.

- (a) Schedule 4 was amended by Article 6(2) of, and Schedule 1 to, the Companies (Northern Ireland) Order 1990  
(b) Paragraph 3 was amended by S.R. 1997 No. 314  
(c) Balance sheet formats 1 and 2 were amended by Article 6(2) of, and paragraphs 1 to 4 of Schedule 1 to, the Companies (Northern Ireland) Order 1990

**Notes on the balance sheet formats**

Note (12)

Substitute the following as Note (12) –

*“(12) Loans and other debts due to members**(Format 1, item K and Format 2, item A)*

The following amounts shall be shown separately under this item –

- (a) the aggregate amount of money advanced to the limited liability partnership by the members by way of loan,
- (b) the aggregate amount of money owed to members by the limited liability partnership in respect of profits,
- (c) any other amounts.”.

**Profit and loss account formats(a)**

In Format 1, for item 20 (profit or loss for the financial year) substitute “20. Profit or loss for the financial year before members’ remuneration and profit shares”.

In Format 2, for item 22 (profit or loss for the financial year) substitute “22. Profit or loss for the financial year before members’ remuneration and profit shares”.

Omit Profit and Loss Account Formats 3 and 4 and the notes on the profit and loss account formats which relate to them.

**Notes on the profit and loss account formats**

Note (15) (income from other fixed asset investments: other interest receivable and similar income)

At the end of Note (15), insert the words “Interest receivable from members shall not be included under this item.”.

Note (16) (interest payable and similar charges)

At the end of Note (16), insert “Interest payable to members shall not be included under this item.”.

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(a) Profit and loss account formats 1 and 2 were amended by Article 6(2) of, and paragraphs 1 to 3 of Schedule 1 to, the Companies (Northern Ireland) Order 1990

**Accounting principles and rules**

Paragraph 12(a)	In sub-paragraph (b), omit the words “on behalf of the board of directors”.
Paragraph 34(b)	Omit sub-paragraphs (3), (3A) and (3B).

**Notes to the accounts**

Paragraph 37	For the words “38 to 51” substitute the words “41 to 51(1)”.
Insertion of new paragraph after paragraph 37	Insert the following new paragraph after paragraph 37 – <i>“Loans and other debts due to members</i> 37A. The following information shall be given – (a) the aggregate amount of loans and other debts due to members as at the date of the beginning of the financial year, (b) the aggregate amounts contributed by members during the financial year, (c) the aggregate amounts transferred to or from the profit and loss account during that year, (d) the aggregate amounts withdrawn by members or applied on behalf of members during that year, (e) the aggregate amount of loans and other debts due to members as at the balance sheet date, (f) the aggregate amount of loans and other debts due to members that fall due after one year.”.
Paragraphs 38 to 40	Omit paragraphs 38 to 40.
Paragraphs 49 and 51(2)	Omit paragraphs 49 and 51(2).

(a) Paragraph 12 was amended by Article 25 of, and paragraph 23 of Schedule 10 to, the Companies (Northern Ireland) Order 1990

(b) Paragraph 34 was amended by Article 6(2) of, and paragraph 6 of Schedule 1 to, the Companies (Northern Ireland) Order 1990 and by S.R. 1997 No. 314

<i>Provision of Part VIII</i>	<i>Modification</i>
Paragraph 56(a)	<p>Insert the following paragraph after paragraph 56 –</p> <p style="text-align: center;"><i>“Particulars of members</i></p> <p>56A.—(1) Particulars shall be given of the average number of members of the limited liability partnership in the financial year, which number shall be determined by dividing the relevant annual number by the number of months in the financial year.</p> <p>(2) The relevant annual number shall be determined by ascertaining for each month in the financial year the number of members of the limited liability partnership for all or part of that month, and adding together all the monthly numbers.</p> <p>(3) Where the amount of the profit of the limited liability partnership for the financial year before members’ remuneration and profit shares exceeds £200,000, there shall be disclosed the amount of profit (including remuneration) which is attributable to the member with the largest entitlement to profit (including remuneration).</p> <p>For the purpose of determining the amount to be disclosed, “remuneration” includes any emoluments specified in paragraph 1(1)(a), (c) or (d) of Schedule 6 which are paid by or receivable from –</p> <ul style="list-style-type: none"> <li>(i) the limited liability partnership; and</li> <li>(ii) the limited liability partnership’s subsidiary undertakings; and</li> <li>(iii) any other person.”.</li> </ul>
Paragraph 58(b)	Omit sub-paragraph (3)(c).

(a) Paragraph 56 was amended by S.R. 1997 No. 314

(b) Paragraph 58 was amended by Article 6(2) of, and paragraph 10 of Schedule 1 to, the Companies (Northern Ireland) Order 1990

<i>Provision of Part VIII</i>	<i>Modification</i>
<b>Special provisions where the company is an investment company</b>	
Paragraphs 71 to 73	Omit paragraphs 71 to 73.
<b>Schedule 4A (form and content of group accounts)(a)</b>	
Paragraph 1(b)	Omit sub-paragraph (3).
Paragraph 10	Omit sub-paragraph (1)(a) to (c). Omit sub-paragraph (2).
Paragraph 11	For sub-paragraph (1), substitute- “(1) Where a limited liability partnership adopts the merger method of accounting, it must comply with this paragraph, and with generally accepted accounting principles or practice.”.
Paragraph 17	Omit sub-paragraphs (5) to (7). (a) In sub-paragraph (2)(a), for the words “item K” substitute “item L”, (b) in sub-paragraph (2)(b), for the words “items A” substitute “items AA”, and (c) in sub-paragraphs (3) and (4), omit heads (c) and (d).
Paragraph 21	In sub-paragraph (3), omit heads (c) and (d).
<b>Schedule 5 (disclosure of information: related undertakings)(c)</b>	
Paragraph 6(d)	Omit paragraph 6.
Paragraph 9A(e)	Omit paragraph 9A.
Paragraph 20	Omit paragraph 20.
Paragraph 28A(f)	Omit paragraph 28A.
<b>Schedule 8 (form and content of accounts prepared by small companies)(g)</b>	
Paragraph 1	In sub-paragraph (1)(b), for the words “any one of” substitute “either of”.
Paragraph 3	In sub-paragraph (2)(b), omit the words “shares or”. Omit sub-paragraph (7)(b).

- (a) Schedule 4A was inserted by Article 7(2) of, and Schedule 2 to, the Companies (Northern Ireland) Order 1990  
(b) Paragraph 1 was amended by S.R. 1997 No. 314 and S.R. 1997 No. 436  
(c) Schedule 5 was substituted by Article 8(2) of, and Schedule 3 to, the Companies (Northern Ireland) Order 1990  
(d) Paragraph 6 was amended by S.R. 1997 No. 314  
(e) Paragraph 9A was inserted by S.R. 1994 No. 133  
(f) Paragraph 28A was inserted by S.R. 1994 No. 133  
(g) Schedule 8 was substituted by S.R. 1997 No. 436

<i>Provision of Part VIII</i>	<i>Modification</i>
<b>Balance Sheet Format 1</b>	<p>Omit item A (called-up share capital not paid) and note (1) on the balance sheet format.</p> <p>For item K (capital and reserves) substitute –</p> <p style="padding-left: 40px;">“K. Loans and other debts due to members (9) L. Members’ other interests I Members’ capital II Revaluation reserve III Other reserves”.</p>
<b>Balance Sheet Format 2</b>	<p>Omit Assets item A (called-up share capital not paid) and note (1) on the balance sheet format.</p> <p>For Liabilities item A (capital and reserves) substitute –</p> <p style="padding-left: 40px;">“A. Loans and other debts due to members (9) AA. Members’ other interests I Members’ capital II Revaluation reserve III Other reserves”.</p>
<b>Notes on the balance sheet formats</b>	
Note (4) (Others: Other investments)	Omit Note (4).
Note (9)	<p>Substitute the following as Note (9) –</p> <p style="padding-left: 40px;"><i>“(9) Loans and other debts due to members</i></p> <p style="padding-left: 40px;">(Format 1, item K and Format 2, item A)</p> <p style="padding-left: 40px;">The following amounts shall be shown separately under this item –</p> <p style="padding-left: 80px;">(a) the aggregate amount of money advanced to the limited liability partnership by the members by way of loan,</p> <p style="padding-left: 80px;">(b) the aggregate amount of money owed to members by the limited liability partnership in respect of profits,</p> <p style="padding-left: 80px;">(c) any other amounts.”.</p>
<b>Profit and loss account formats</b>	<p>In Format 1, for item 20 (profit or loss for the financial year) substitute “20. Profit or loss for the financial year before members’ remuneration and profit shares”.</p>



<i>Provision of Part VIII</i>	<i>Modification</i>
	<p>In Format 2, for item 22 (profit or loss for the financial year) substitute “22. Profit or loss for the financial year before members’ remuneration and profit shares”.</p> <p>Omit Profit and Loss Account Formats 3 and 4 and the notes on the profit and loss account formats which relate to them.</p>
<b>Notes on the profit and loss account formats</b>	
Note (12) (income from other fixed asset investments: other interest receivable and similar income)	At the end of Note (12), insert the words “Interest receivable from members shall not be included under this item.”.
Note (13) (interest payable and similar charges)	At the end of Note (13), insert “Interest payable to members shall not be included under this item.”.
<b>Accounting principles and rules</b>	
Paragraph 12	In sub-paragraph (b), omit the words “on behalf of the board of directors”.
Paragraph 34	Omit sub-paragraphs (3), (4) and (5).
<b>Notes to the accounts</b>	
Paragraph 37	For the words “Paragraphs 38 to 47” substitute “Paragraphs 40 to 47”.
Insertion of new paragraph after paragraph 37	<p>Insert the following new paragraph after paragraph 37 –</p> <p><i>“Loans and other debts due to members</i></p> <p>37A. The following information shall be given –</p> <p>(a) the aggregate amount of loans and other debts due to members as at the date of the beginning of the financial year,</p> <p>(b) the aggregate amounts contributed by members during the financial year,</p> <p>(c) the aggregate amounts transferred to or from the profit and loss account during that year,</p> <p>(d) the aggregate amounts withdrawn by members or applied on behalf of</p>

<i>Provision of Part VIII</i>	<i>Modification</i>
	members during that year,
	(e) the aggregate amount of loans and other debts due to members as at the balance sheet date, and
	(f) the aggregate amount of loans and other debts due to members that fall due after one year.”.
Paragraphs 38 and 39	Omit paragraphs 38 and 39.
Paragraph 45	Omit paragraph 45.
Paragraph 51	Omit sub-paragraph (3)(c).
<b>Schedule 8A (form and content of abbreviated accounts of small companies delivered to registrar)(a)</b>	
<b>Balance Sheet Format 1</b>	Omit item A (called-up share capital not paid). For item K (capital and reserves) substitute – “K. Loans and other debts due to members L. Members’ other interests I Members’ capital II Revaluation reserve III Other reserves”.
<b>Balance Sheet Format 2</b>	Omit Assets item A (called-up share capital not paid). For Liabilities item A (capital and reserves) substitute – “A. Loans and other debts due to members AA. Members’ other interests I Members’ capital II Revaluation reserve III Other reserves”.
<b>Notes to the accounts</b>	
Paragraphs 5 and 6	Omit paragraphs 5 and 6.
Paragraph 9	Omit sub-paragraph (3)(c).

(a) Schedule 8A was inserted by S.R. 1997 No. 436

PART I

MODIFICATIONS TO PROVISIONS OF THE 1986 ORDER APPLIED TO  
LIMITED LIABILITY PARTNERSHIPS

<i>Provisions</i>	<i>Modifications</i>
<i>Interpretation</i>	
<b>Article 2(3) (general interpretation)(a)</b>	Delete the definitions of expressions not used in provisions which apply to limited liability partnerships and insert the following definitions –  “limited liability partnership” has the meaning given it in section 1(2) of the Limited Liability Partnerships Act (Northern Ireland) 2002.”;  “shadow member” has the same meaning as it has in the Limited Liability Partnerships Regulations (Northern Ireland) 2004.”.
<b>Article 2A (relationship of this Order to the Insolvency Order)(b)</b>	In paragraph (1), delete all the references to provisions of the 1986 Order other than the references to Articles 418(5)(a), 453(2) and 676.
<b>Article 2A (index of defined expressions)(c)</b>	Delete the references to expressions not used in provisions which apply to limited liability partnerships including, in particular, the following expressions:
allotment (and related expressions)	Article 6
annual general meeting	Article 374
authorised minimum	Article 128
called-up share capital	Article 5(1)
capital redemption reserve	Article 180(1)
elective resolution	Article 387A
employees’ share scheme	Article 11

- (a) Article 2(3) was amended by section 212(3) of, and Part II of Schedule 17 to, the Financial Services Act 1986 (c. 60), by section 108 of, and Schedule 7 to, the Banking Act 1987 (c. 22), by Articles 381 and 382 of, and paragraph 1 of Schedule 9 and Schedule 10 to, the Insolvency Order (Northern Ireland) 1989, by Articles 25 and 26 of, and paragraph 1 of Schedule 10 and Schedule 15 to, the Companies (Northern Ireland) Order 1990, by Article 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990 (S.I. 1990/1504 (N.I. 10)), by section 79(13) of, and paragraph 18(1) of Schedule 5 to, the Criminal Justice Act 1993 (c. 36) and by S.I. 2001/3649
- (b) Article 2A was inserted into the 1986 Order by Article 381 of, and paragraph 2 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989, and amended by Articles 61(5) and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990, by Article 18 of, and paragraph 4(1) of Schedule 5 to, the Deregulation and Contracting Out (Northern Ireland) Order 1996 (S.I. 1996/1632 (N.I. 11)), by Article 26 of, and paragraph 3 of Schedule 3 to, the Company Directors Disqualification (Northern Ireland) Order 2002 and by S.R. 2003 No. 3
- (c) Article 2A was inserted by Article 78 of, and paragraph 1 of Schedule 5 to, the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
existing company	Article 3(1)
external branch register	Article 370
extraordinary general meeting	Article 376
extraordinary resolution	Article 386(1)
former Companies Acts	Article 2(3)
the Joint Stock Companies Acts	Article 2(3)
paid up (and related expressions)	Article 6
registered office (of a company)	Article 295
resolution for reducing share capital	Article 145(3)
share premium account	Article 140(1)
share warrant	Article 198
special notice (in relation to a resolution)	Article 387
special resolution	Article 386(2)
uncalled share capital	Article 5(2)
undistributable reserves	Article 272(3)
unlimited company	Article 12(2)
unregistered company	Article 667
<b>Article 4 (“subsidiary”, “holding company” and “wholly-owned subsidiary”)(a)</b>	<p>For paragraph (1) there shall be substituted the following:</p> <p>“(1) Subject to paragraph (1A), a company is a subsidiary of a limited liability partnership, its “holding company”, if that limited liability partnership –</p> <p>(a) holds a majority of the voting rights in it, or</p> <p>(b) is a member of it and has the right to appoint or remove a majority of its board of directors, or</p> <p>(c) is a member of it and controls alone, pursuant to an agreement with other shareholders or members, a majority of the voting rights in it,</p> <p>or if it is a subsidiary of a company or limited liability partnership which is itself a subsidiary of that other company.”.</p> <p>Insert as paragraph (1A) –</p> <p>“(1A) A limited liability partnership is a subsidiary of a company or a subsidiary of another limited liability partnership,</p>

(a) Article 4 was substituted by Article 62(1) of the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
	<p>(such company or limited liability partnership being referred to in this Article as its “holding company”) if that company or limited liability partnership –</p> <p>(a) holds a majority of the voting rights in it;</p> <p>(b) is a member of it and has the right to appoint or remove a majority of other members; or</p> <p>(c) is a member of it and controls, alone or pursuant to an agreement with other members, a majority of voting rights in it,</p> <p>or if it is a subsidiary of a company or limited liability partnership which is itself a subsidiary of that holding company.”.</p> <p>For paragraph (2) substitute:</p> <p>“(2) A company or a limited liability partnership is a “wholly-owned subsidiary” of another company or limited liability partnership if it has no members except that other and that other’s wholly-owned subsidiaries or persons acting on behalf of that other or its wholly-owned subsidiaries.”.</p>
<b>Article 4A (provisions supplementing Article 4)(a)</b>	<p>After paragraph (1) insert a new paragraph (1A) in the following form –</p> <p>“(1A) In Article 4(1A) (a) and (c) the references to the voting rights in a limited liability partnership are to the rights conferred on members in respect of their interest in the limited liability partnership to vote on those matters which are to be decided upon by a vote of the members of the limited liability partnership.”.</p> <p>After paragraph (2) insert a new paragraph (2A) in the following form –</p>

(a) Article 4A was inserted into the 1986 Order by Article 62(1) of the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
	<p>“(2A) In Article 4(1A)(b) the reference to the right to appoint or remove a majority of the members of the limited liability partnership is to the right to appoint or remove members holding a majority of the voting rights referred to in paragraph (1A) and for this purpose –</p> <p>(a) a person shall be treated as having the right to appoint a member if</p> <p>(i) a person’s appointment as member results directly from his appointment as a director or member of the holding company, or</p> <p>(ii) the member of the limited liability partnership is the company or limited liability partnership which is the holding company; and</p> <p>(b) a right to appoint or remove which is exercisable only with the consent or concurrence of another person shall be left out of account.”.</p> <p>In paragraph (7) after the words “Rights attached to shares” insert the words “or to a member’s interest in a limited liability partnership”.</p> <p>In paragraph (8) after the words “held by a company”, in both places where they occur, insert “or a limited liability partnership”.</p> <p>In paragraph (9) after the words “in the interests of a company” insert “or a limited liability partnership” and after the words “that company” in both places where they occur insert “or limited liability partnership”.</p> <p>In paragraph (10) after the words “a company” insert the words “or a limited liability partnership” and after the words “by the company” insert</p>

<i>Provisions</i>	<i>Modifications</i>
	the words “or the limited liability partnership”.
	In paragraph (12) for the existing words substitute “In this Article “company” includes a body corporate other than a limited liability partnership.”.
<b>Article 7 (“non-cash asset”)</b>	
<b>Article 8 (“body corporate” and “corporation”)</b>	
<b>Article 9 (“director” and “shadow director”)(a)</b>	Omit paragraph (3).
<b>Article 10 (expressions used in connection with accounts)(b)</b>	
<i>Formalities of carrying on business</i>	
<b>Article 34 (minimum membership for carrying on business)(c)</b>	Omit the words “, other than a private company limited by shares or by guarantee,”.
<b>Article 46 (form of company contracts)(d)</b>	
<b>Article 46A (execution of documents)(d)</b>	In paragraph (4), for “a director and the secretary of a company, or by two directors of a company,” substitute “two members of a limited liability partnership”.
	In paragraph (6), for “a director and the secretary of a company, or by two directors of the company” substitute “two members of a limited liability partnership”.
<b>Article 46B (pre-incorporation contracts, deeds and obligations)(d)</b>	
<b>Article 47 (bills of exchange and promissory notes)</b>	
<b>Article 48 (execution of deeds abroad)(e)</b>	

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- (a) Article 9 was amended by Article 36 of, and paragraph 6 of Schedule 4 to, the Companies (Northern Ireland) Order 1989 (S.I. 1989/2404 (N.I. 18)), and by S.R. 1992 No. 405
- (b) Article 10 was substituted by Article 25 of, and paragraph 2 of Schedule 10 to, the Companies (Northern Ireland) Order 1990
- (c) Article 34 was amended by S.R. 1992 No. 405
- (d) Article 46 was substituted by, and Articles 46A and 46B were inserted by, Article 65 of the Companies (No. 2) (Northern Ireland) Order 1990
- (e) Article 48 was amended by Article 65(6) of, and paragraph 1 of Schedule 4 to, the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
<b>Article 49 (power of company to have official seal for use abroad)(a)</b>	In paragraph (1), omit the words “and whose objects require or comprise the transaction of business in foreign countries may, if authorised by its articles” and before the word “have” insert the word “may”.
<b>Article 51 (authentication of documents)(b)</b>	For “director, secretary or other authorised officer” substitute “member”.
<b>Article 52 (events affecting a company’s status)</b>	In paragraph (1), for “other persons” substitute “persons other than members of the limited liability partnership”. In paragraph (1)(b) omit the words “or articles”. Omit paragraph (1)(c).
<i>Miscellaneous provisions about shares and debentures</i>	
<b>Article 193 (transfer and registration)(c)</b>	In paragraph (1), omit the words “shares in or”. For the words “company’s articles” substitute “limited liability partnership agreement”. In paragraph (2), omit the words “shareholder or” together with the words “shares in or”. Omit paragraph (3). Omit paragraph (4). In paragraph (5), omit the words “shares or”.
<b>Article 194 (certification of transfers)</b>	In paragraph (1), omit the words “shares in, or” together with the words “shares or” wherever they occur.
<b>Article 195 (duty of company as to issue of certificates)(d)</b>	In paragraph (1), omit the word “shares,” in each of the four places that it occurs.

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- (a) Article 49 was amended by Article 65(6) of, and paragraph 2 of Schedule 4 to, the Companies (No. 2) (Northern Ireland) Order 1990
- (b) Article 51 was amended by Article 65(6) of, and paragraph 4 of Schedule 4 to, the Companies (No. 2) (Northern Ireland) Order 1990
- (c) Article 193 was amended by S.I. 1995/3272
- (d) Article 195 was amended by S.I. 2001/3649



<i>Provisions</i>	<i>Modifications</i>
	Omit paragraph (3). In paragraph (4), omit the words “shares or” together with the word “shares,”.
<i>Debentures</i>	
<b>Article 199 (register of debenture holders)</b>	
<b>Article 200 (right to inspect register)(a)</b>	In paragraph (1)(a), for the words “or any holder of shares in the company” substitute “or any member of the limited liability partnership”. In paragraph (2), delete “or holder of shares”. In paragraph (6), delete the words “in the company’s articles or”.
<b>Article 201 (liability of trustees of debentures)</b>	
<b>Article 202 (perpetual debentures)</b>	
<b>Article 203 (power to re-issue redeemed debentures)</b>	In paragraph (1)(a), omit the words “in its articles or”. In paragraph (1)(b), for “passing a resolution” substitute “making a determination”.
<b>Article 204 (contract to subscribe for debentures)</b>	
<b>Article 205 (payment of debts out of assets subject to floating charge)(b)</b>	
<i>Officers and registered office</i>	
<b>Article 295 (registered office)(c)</b>	For Article 295 there shall be substituted: “ <b>295.</b> —(1) The change of registered office takes effect upon the notice of change of registered office (delivered to the registrar in accordance with paragraph 10 of the Schedule to the Limited Liability Partnerships Act (Northern Ireland) 2002), being
<p>(a) Article 200 was amended by Articles 77(4) and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990</p> <p>(b) Article 205 was substituted by Article 381 of, and paragraph 11 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989</p> <p>(c) Article 295 was substituted by Article 71 of the Companies (No. 2) (Northern Ireland) Order 1990</p>	

<i>Provisions</i>	<i>Modifications</i>
	<p>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 liability partnership at its previous registered office.</p> <p>(2) Where a limited liability partnership unavoidably ceases to perform at its registered office any duty to keep at its registered office any register, index or other document or to mention the address of its registered office in any document in circumstances in which it was not practicable to give prior notice to the registrar of a change in the situation of the registered office, but –</p> <p>(a) resumes performance of that duty at other premises as soon as practicable, and</p> <p>(b) gives notice accordingly to the registrar of a change in the situation of its registered office within 14 days of doing so,</p> <p>it shall not be treated as having failed to comply with that duty.”.</p>
<b>Article 296 (register of directors and secretaries)(a)</b>	<p>For Article 296 there shall be substituted:</p> <p><b>“296.</b> Where a person becomes a member or designated member of a limited liability partnership the notice to be delivered to the registrar under section 9(1)(a) of the Limited Liability Partnerships Act (Northern Ireland) 2002 shall contain the following particulars with respect to that person:</p> <p>(1) name, which</p> <p>(a) in the case of an individual means his forename and surname</p>

(a) Article 296 was amended by Articles 77(6) and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
	<p>(or, in the case of a peer or other person usually known by a title, his title instead of or in addition to either or both his forename and surname), and</p> <p>(b) if a corporation, its corporate name; and</p> <p>(2) address, which</p> <p>(a) in the case of an individual means his usual residential address; and</p> <p>(b) if a corporation, its registered or principal office; and</p> <p>(3) in the case of an individual, the date of his birth.”.</p>

*Company identification*

**Article 356 (company name to appear outside place of business)**

**Article 357 (company’s name to appear in its correspondence)**

**Article 358 (company seal)(a)**

**Article 359 (particulars in correspondence etc.)**

In paragraph (1) for sub-paragraph (c) substitute the words “in the case of a limited liability partnership, whose name ends with the abbreviation “llp” or “LLP”, the fact that it is a limited liability partnership.”.

Also in paragraph (1) omit sub-paragraph (d).

Omit paragraph (2).

*Annual return*

**Article 371 (duty to deliver annual returns)(b)**

Article 371 of the 1986 Order shall apply to a limited liability partnership being modified so as to read as follows:

“**371.**—(1) Every limited liability partnership shall deliver to the registrar successive annual returns each of which is made up to a date not later than the

(a) Article 358 was amended by Article 65(6) of, and paragraph 7 of Schedule 4 to, the Companies (No. 2) (Northern Ireland) Order 1990

(b) Article 371 was substituted by Article 74(1) of the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
	<p>date which is from time to time the “return date” of the limited liability partnership, that is –</p> <p>(a) the anniversary of the incorporation of the limited liability partnership, or</p> <p>(b) if the last return delivered by the limited liability partnership in accordance with this Article was made up to a different date, the anniversary of that date.</p> <p>(2) Each return shall –</p> <p>(a) be in the prescribed form,</p> <p>(b) contain the information required by Article 372, and</p> <p>(c) be signed by a designated member of the limited liability partnership.</p> <p>(3) If a limited liability partnership fails to deliver an annual return in accordance with this Article before the end of the period of 28 days after the return date, the limited liability partnership is guilty of an offence and liable on summary conviction to a fine not exceeding level 5 on the standard scale. The contravention continues until such time as an annual return made up to that return date and complying with the requirements of paragraph (2) (except as to date of delivery) is delivered by the limited liability partnership to the registrar.</p> <p>(4) Where a limited liability partnership is guilty of an offence under paragraph (3) every designated member of the limited liability partnership is similarly liable unless he shows that he took all reasonable steps to avoid the commission of or the continuance of the offence.”.</p>

<i>Provisions</i>	<i>Modifications</i>
<b>Article 372 (contents of annual return: general)(a)</b>	<p>For Article 372 substitute the following –</p> <p>“<b>372.</b> Every annual return shall state the date to which it is made up and shall contain the following information –</p> <p>(a) the address of the registered office of the limited liability partnership,</p> <p>(b) the names and usual residential addresses of the members of the limited liability partnership and, if some only of them are designated members, which of them are designated members, and</p> <p>(c) if any register of debenture holders (or a duplicate of any such register or a part of it) is not kept at the registered office of the limited liability partnership, the address of the place where it is kept.”.</p>

*Auditors*

<b>Article 392 (duty to appoint auditors)(b)</b>	<p>In paragraph (2), for the words from “(appointment at general meeting at which accounts are laid)” to the end substitute the words “(appointment of auditors)”.</p> <p>In paragraph (3), omit the words from “or 393A(2)” to the end.</p> <p>For paragraph (4) substitute the following paragraph:</p> <p>“(4) A person is eligible for appointment by a limited liability partnership as auditor only if, were the limited liability partnership a company, he would be eligible under Part III of the Companies (Northern</p>
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(a) Article 372 was substituted by Article 74(1) of the Companies (No. 2) (Northern Ireland) Order 1990  
(b) Article 392 was inserted into the 1986 Order by Articles 53 and 54(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number and amended by S.R. 1995 No. 128

<i>Provisions</i>	<i>Modifications</i>
	<p>Ireland) Order 1990 for appointment as a “company auditor”.”</p> <p>Insert a new paragraph (5):</p> <p>“(5) Part III of the Companies (Northern Ireland) Order 1990 shall apply in respect of auditors of limited liability partnerships as if the limited liability partnerships were companies formed and registered under this Order, and references in Part III to an officer of a company shall include reference to a member of a limited liability partnership.”.</p>
<b>Article 393 (appointment at general meeting at which accounts laid)(a)</b>	<p>In the title to the Article, for the existing wording substitute “Appointment of auditors”.</p> <p>Omit paragraph (1).</p> <p>For paragraph (2) substitute:</p> <p>“(2) The designated members of a limited liability partnership shall appoint the auditors for the first financial year in respect of which auditors are appointed before the end of that financial year and thereafter before the expiration of not more than two months following the approval of the accounts for the preceding financial year in accordance with Article 241.”.</p> <p>For paragraph (3) substitute:</p> <p>“(3) The auditor of a limited liability partnership shall hold office until not later than the expiration of two months following the approval in accordance with Article 241 of the accounts for the financial year in respect of which the auditor was appointed.”.</p> <p>For paragraph (4) substitute:</p> <p>“(4) If the designated members fail to exercise their powers under</p>

(a) Article 393 was inserted into the 1986 Order by Articles 53 and 54(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number

<i>Provisions</i>	<i>Modifications</i>
	paragraph (2), the powers may be exercised by the members of the limited liability partnership in a meeting convened for the purpose.”.
<b>Article 395 (appointment by Department in default of appointment by company)(a)</b>	<p>In paragraph (1), omit the words “re-appointed or deemed to be re-appointed”.</p> <p>In paragraph (2), for the word “officer” substitute the words “designated member”.</p>
<b>Article 396 (filling of casual vacancies)(b)</b>	<p>In paragraph (1), for “directors, or the company in general meeting,” substitute “designated members”.</p> <p>Omit paragraph (3).</p> <p>Omit paragraph (4).</p>
<b>Article 396A (certain companies exempt from obligation to appoint auditors)(c)</b>	<p>For paragraph (3) substitute:</p> <p>“(3) The designated members may appoint auditors and the auditors so appointed shall hold office until the expiration of two months following the approval in accordance with Article 241 of the accounts for the financial year in respect of which the auditor was appointed.”.</p> <p>Omit paragraph (4).</p> <p>For paragraph (5) substitute:</p> <p>“(5) If the designated members fail to exercise their powers under paragraph (3), the powers may be exercised by the members of the limited liability partnership in a meeting convened for the purpose.”.</p>
<b>Article 397A (rights to information)(d)</b>	

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- (a) Article 395 was inserted into the 1986 Order by Articles 53 and 54(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number
  - (b) Article 396 was inserted into the 1986 Order by Articles 53 and 54(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number
  - (c) Article 396A was inserted into the 1986 Order by Articles 53 and 54(1) of the Companies (No. 2) (Northern Ireland) Order 1990, substituted by S.R. 1995 No. 128, and amended by S.R. 2001 No. 153
  - (d) Article 397A was inserted into the 1986 Order by Articles 53 and 55(1) of the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
<b>Article 398 (right to attend company meetings)(a)</b>	<p>In paragraph (1)(a), (b) and (c), omit the word “general” in each place where it occurs.</p> <p>At the end of paragraph (1)(a), add the words “and where any part of the business of the meeting concerns them as auditors.”.</p> <p>At the end of paragraph (1)(b), add the words “where any part of the business of the meeting concerns them as auditors.”.</p> <p>Omit paragraph (1A).</p> <p>Omit paragraph (2).</p>
<b>Article 398A (remuneration of auditors)(b)</b>	<p>For paragraph (1) substitute:</p> <p>“(1) The remuneration of auditors appointed by the limited liability partnership shall be fixed by the designated members or in such manner as the members of the limited liability partnership may determine.”.</p> <p>In paragraph (2), omit the words “directors or the”, in both places where they occur, and omit the words “as the case may be”.</p>
<b>Article 398B (remuneration of auditors or their associates for non-audit work)(c)</b>	
<b>Article 399 (removal of auditors)(d)</b>	<p>In paragraph (1), for the words “A company may by ordinary resolution” substitute “The designated members of a limited liability partnership may” and for the words “between it and” substitute “with”.</p> <p>In paragraph (2):</p> <p>(a) for the words “a resolution removing an auditor is passed at a general meeting of a company, the</p>

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- (a) Article 398 was inserted into the 1986 Order by Articles 53 and 55(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number and amended by Article 5(6) of, and Schedule 4 to, the Deregulation (Northern Ireland) Order 1997 (S.I. 1997/2984 (N.I. 22)) and S.R. 2003 No. 3
- (b) Article 398A was inserted into the 1986 Order by Articles 53 and 56 of the Companies (No. 2) (Northern Ireland) Order 1990
- (c) Article 398B was inserted into the 1986 Order by Articles 53 and 56 of the Companies (No. 2) (Northern Ireland) Order 1990
- (d) Article 399 was inserted into the 1986 Order by Articles 53 and 57(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number



<i>Provisions</i>	<i>Modifications</i>
	<p>company” substitute the words “the designated members of the limited liability partnership have made a determination to remove an auditor, the designated members”;</p> <p>(b) for the words “every officer of it who is in default” substitute “every designated member of it who is in default”.</p> <p>In paragraph (4), omit the word “general”.</p>
<b>Article 399A (rights of auditors who are removed or not re-appointed)(a)</b>	<p>For paragraph (1) substitute:</p> <p>“(1) The designated members shall give seven days’ prior written notice to –</p> <p>(a) any auditor whom it is proposed to remove before the expiration of his term of office; or</p> <p>(b) a retiring auditor where it is proposed to appoint as auditor a person other than the retiring auditor.”.</p> <p>Omit paragraph (2).</p> <p>In paragraph (3), for the words “intended resolution” substitute the word “proposal” and omit the words “of the company”.</p> <p>In paragraph (4), omit the words “(unless the representations are received by it too late for it to do so)”.</p> <p>Omit paragraph (4)(a).</p> <p>In paragraph (4)(b), for the words “of the company to whom notice in writing of the meeting is or has been sent” substitute “within twenty-one days of receipt”.</p> <p>For paragraph (5) substitute:</p> <p>“(5) If a copy of the representations is not sent out as required by paragraph (4), then unless paragraph (6) applies, the limited liability partnership and any designated</p>

(a) Article 399A was inserted into the 1986 Order by Articles 53 and 57(1) of the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
	<p>member in default commits an offence. A person guilty of an offence under this Article is liable on summary conviction to a fine not exceeding level 3 on the standard scale.”.</p> <p>In paragraph (6), the words “and the representations need not be read at the meeting” shall be omitted.</p>
<b>Article 400 (resignation of auditors)(a)</b>	<p>In the second paragraph of paragraph (3), for “and every officer of it who is in default” substitute “and every designated member of it who is in default”.</p>
<b>Article 400A (rights of resigning auditors)(b)</b>	<p>In paragraph (2), for “directors” substitute “designated members” and for “an extraordinary general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.</p> <p>In paragraph (3), omit “, or” from sub-paragraph (a) and omit sub-paragraph (b).</p> <p>In paragraph (5), for “directors” substitute “designated members” and for “director” substitute “designated member”.</p> <p>In paragraph (8), omit the word “general” and the phrase “(a) or (b)”.</p>
<b>Article 401A (statement by person ceasing to hold office as auditor)(c)</b>	
<b>Article 401B (offences of failing to comply with Article 401A)(d)</b>	

#### *Registration of charges*

The following references are to Articles of the 1986 Order which were replaced by Article 28 of the Companies (No. 2) (Northern Ireland) Order 1990. They will apply to limited liability partnerships until the said Article 28 is commenced.

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- (a) Article 400 was inserted into the 1986 Order by Articles 53 and 57(1) of the Companies (No. 2) (Northern Ireland) Order 1990 in place of an existing Article of that number
  - (b) Article 400A was inserted into the 1986 Order by Articles 53 and 57(1) of the Companies (No. 2) (Northern Ireland) Order 1990
  - (c) Article 401A was inserted into the 1986 Order by Articles 53 and 58(1) of the Companies (No. 2) (Northern Ireland) Order 1990
  - (d) Article 401B was inserted into the 1986 Order by Articles 53 and 58(1) of the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
<b>Article 402 (certain charges void if not registered)(a)</b>	
<b>Article 403 (charges which have to be registered)(b)</b>	In paragraph (1), delete subparagraphs (b) and (g).
<b>Article 404 (formalities of registration (debentures))</b>	In paragraph (1)(b), for the word “resolutions” substitute “determinations of the limited liability partnership”.
<b>Article 405 (verification of charge on property outside Northern Ireland)</b>	
<b>Article 406 (company’s duty to notify registrar of charges it creates)</b>	
<b>Article 407 (charges existing on property acquired)</b>	
<b>Article 409 (register of charges to be kept by registrar)</b>	
<b>Article 410 (endorsement of certificate on debentures)</b>	
<b>Article 411 (entries of satisfaction and release)(c)</b>	In paragraph (1A), after “of the company” insert “or designated member, administrator or administrative receiver of the limited liability partnership”.
<b>Article 412 (rectification of register of charges)</b>	In paragraph (1), omit the words “or shareholders”.
<b>Article 413 (registration of enforcement of security)</b>	
<b>Article 414 (companies to keep copies of instruments creating charges)</b>	
<b>Article 415 (company’s register of charges)</b>	In paragraph (1), for “limited company” substitute “company (including limited liability partnership)”.
<b>Article 416 (right to inspect instruments which create charges etc.)</b>	In paragraph (1) delete “in general meeting”.

(a) Article 402 was amended by Article 381 of, and paragraph 15 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989

(b) Article 403 was amended by section 303(1) of, and paragraph 35 of Schedule 7 to, the Copyright, Designs and Patents Act 1988 (c. 48) and by section 106(2) of, and Schedule 5 to, the Trade Marks Act 1994 (c. 26)

(c) Article 411 was amended by S.R. 2003 No. 3

<i>Provisions</i>	<i>Modifications</i>
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*Arrangements and reconstructions*

**Article 418 (power of company to compromise with creditors and members)(a)**

In paragraph (3), omit the words “and a copy of every such order shall be annexed to every copy of the company’s memorandum issued after the order has been made or, in the case of a company not having a memorandum, of every copy so issued of the instrument constituting the company or defining its constitution.” For the semi-colon after the word “registration” substitute a full stop.

Omit paragraph (5).

**Article 419 (information as to compromise to be circulated)(b)**

In paragraph (2), omit the words “as directors or”.

**Article 420 (provisions for facilitating company reconstruction or amalgamation)**

In paragraph (3)(b) for the words “policies or other like interests” substitute “policies, other like interests or, in the case of a limited liability partnership, property or interests in the limited liability partnership”.

In paragraph (6), for the words ““company” includes only a company as defined in Article 3(1)” substitute ““company” includes only a company as defined in Article 3(1) or a limited liability partnership”.

*Investigation of companies and their affairs: requisition of documents*

**Article 424 (investigation of a company on its own application or that of its members)**

For paragraph (2) substitute the following –

“(2) The appointment may be made on the application of the limited liability partnership or on the application of not less than one-fifth in number of those who appear from

- (a) Article 418 was amended by Article 381 of, and paragraph 16 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989
- (b) Article 419 was amended by Article 381 of, and paragraph 17 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989

<i>Provisions</i>	<i>Modifications</i>
	notifications made to the registrar to be currently members of the limited liability partnership.”.
<b>Article 425 (other company investigations)(a)</b>	In paragraph (4), for the words “but to whom shares in the company have been transferred or transmitted by operation of law” substitute “but to whom a member’s share in the limited liability partnership has been transferred or transmitted by operation of law”.
<b>Article 426 (inspectors’ powers during investigation)(b)</b>	
<b>Article 427 (production of documents and evidence to inspectors)(c)</b>	
<b>Article 429 (obstruction of inspectors treated as contempt of court)(d)</b>	
<b>Article 430 (inspectors’ reports)(e)</b>	
<b>Article 431 (power to bring civil proceedings on company’s behalf)(f)</b>	
<b>Article 432 (expenses of investigating a company’s affairs)(g)</b>	In paragraph (5), omit subparagraph (b) together with the word “or” at the end of subparagraph (a).
<b>Article 434 (inspectors’ report to be evidence)(h)</b>	
<b>Article 440 (Department’s power to require production of documents)(i)</b>	
<b>Article 441 (entry and search of premises)(j)</b>	
<b>Article 442 (provision for security of information obtained)(k)</b>	
<hr/> <p>(a) Article 425 was amended by Article 3 of the Companies (No. 2) (Northern Ireland) Order 1990</p> <p>(b) Article 426 was amended by section 212(3) of, and Part II of Schedule 17 to, the Financial Services Act 1986</p> <p>(c) Article 427 was amended by Article 4(1) to (5) of the Companies (No. 2) (Northern Ireland) Order 1990, and by section 59 of, and paragraphs 13 and 14 of Schedule 3 to, the Youth Justice and Criminal Evidence Act 1999 (c. 23)</p> <p>(d) Article 429 was amended by Article 4(6) of the Companies (No. 2) (Northern Ireland) Order 1990</p> <p>(e) Article 430 was amended by section 182 of, and paragraph 11 of Schedule 13 to, the Financial Services Act 1986 and by Article 5 of the Companies (No. 2) (Northern Ireland) Order 1990</p> <p>(f) Article 431 was amended by Article 6 of the Companies (No. 2) (Northern Ireland) Order 1990</p> <p>(g) Article 432 was amended by Article 7 of the Companies (No. 2) (Northern Ireland) Order 1990</p> <p>(h) Article 434 was amended by Article 9 of the Companies (No. 2) (Northern Ireland) Order 1990</p> <p>(i) Article 440 was amended by Articles 11 and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990 and by section 59 of, and paragraphs 13 and 15 of Schedule 3 to, the Youth Justice and Criminal Evidence Act 1999</p> <p>(j) Article 441 was substituted by Article 12(1) of the Companies (No. 2) (Northern Ireland) Order 1990</p> <p>(k) Article 442 was amended by sections 182 and 212(3) of, and paragraph 13 of Schedule 13 and Part II of Schedule 17 to, the Financial Services Act 1986 (c. 60), by Article 25(2) of, and Part I of Schedule 4 to, the Companies (Northern Ireland) Order 1989, by Articles 13 and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990, by section 120 of, and paragraph 30 of Schedule 21 to, the Friendly Societies Act 1992 (c. 40), by section 79(13) of, and paragraph 19 of Schedule 5 to, the Criminal Justice Act 1993 (c. 36), by Article 119 of, and paragraph 10 of Schedule 1 to, the Pensions (Northern Ireland) Order 1995 (S.I. 1995/3213 (N.I. 22)), by section 23 of, and paragraph 63 of Schedule 5 to, the Bank of England Act 1998 (c. 11), by Article 26(2) of, and paragraph 5 of Schedule 3 to, the Company Directors Disqualification (Northern Ireland) Order 2002, by S.I. 1994/1696 and S.I. 2001/3649</p>	

<i>Provisions</i>	<i>Modifications</i>
<b>Article 443 (punishment for destroying, mutilating, etc. company documents)(a)</b>	Omit paragraph (1A).
<b>Article 444 (punishment for furnishing false information)(b)</b>	
<b>Article 444A (disclosure of information by Department or inspector)(c)</b>	In paragraph (1), for the words “Articles 427 to 439” substitute “Articles 427 to 434”. Omit paragraph (5).
<b>Article 445 (privileged information)(d)</b>	In paragraph (1), for the words “Articles 424 to 439” substitute “Articles 424 to 434”. In paragraph (1A), for the words “Article 427, 436 or 439” substitute “Article 427”.

*Fraudulent trading*

**Article 451 (punishment for fraudulent trading)**

*Protection of company’s members against unfair prejudice*

**Article 452 (order on application of company member)(e)**

At the beginning of paragraph (1), insert the words “Subject to paragraph (1A),”.

After paragraph (1) insert as paragraph (1A):

“(1A) The members of a limited liability partnership may by unanimous agreement exclude the right contained in paragraph (1) for such period as shall be agreed. The agreement referred to in this paragraph shall be recorded in writing.”.

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- (a) Article 443 was amended by Article 14 of the Companies (No. 2) (Northern Ireland) Order 1990 and by S.I. 2001/3649
  - (b) Article 444 was amended by Article 15 of the Companies (No. 2) (Northern Ireland) Order 1990
  - (c) Article 444A was inserted into the 1986 Order by section 182 of, and paragraph 14 of Schedule 13 to, the Financial Services Act 1986, and substituted by Article 16 of the Companies (No. 2) (Northern Ireland) Order 1990. It was amended by section 79(13) of, and paragraph 20 of Part II of Schedule 5 to, the Criminal Justice Act 1993, by S.I. 1994/1696 and S.I. 2001/3649
  - (d) Article 445 was amended by Articles 17 and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990, by S.I. 1994/1696 and S.I. 2001/3649
  - (e) Article 452 was amended by Article 78 of, and paragraph 11 of Schedule 5 to, the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
	Omit paragraph (2).
<b>Article 453 (order on application of Department)(a)</b>	Omit paragraph (2).
<b>Article 454 (provisions as to petitions and orders under this Part)(b)</b>	<p>In paragraph (2)(d), for the words “the shares of any members of the company by other members or by the company itself and, in the case of a purchase by the company itself, the reduction of the company’s capital accordingly” substitute the words “the shares of any members in the limited liability partnership by other members or by the limited liability partnership itself”.</p> <p>In paragraph (3), for the words “memorandum or articles” substitute the words “limited liability partnership agreement”.</p> <p>For the existing words of paragraph (4) substitute the words “Any alteration in the limited liability partnership agreement made by virtue of an order under this Part is of the same effect as if duly agreed by the members of the limited liability partnership and the provisions of this Order apply to the limited liability partnership agreement as so altered accordingly.”.</p> <p>Omit paragraph (5).</p>

*Matters arising subsequent to winding up*

**Article 602 (power of court to declare dissolution of company void)(c)**

**Article 603 (registrar may strike defunct company off the register)**

In paragraph (6)(a), omit the word “director,”.

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- (a) Article 453 was amended by Articles 78 and 113 of, and paragraph 11 of Schedule 5 and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990 and by S.I. 2001/3649
  - (b) Article 454 was amended by Article 381 of, and paragraph 18 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989
  - (c) Article 602 was amended by Article 381 of, and paragraph 19 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989 and by Articles 75 and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
<b>Article 603A (registrar may strike private company off register on application)(a)</b>	<p>In this Article the references to “a private company” shall include a reference to “a limited liability partnership”.</p> <p>In paragraph (1) the following shall be substituted for the existing wording:</p> <p style="padding-left: 40px;">“On application by two or more designated members of a limited liability partnership, the registrar may strike the limited liability partnership’s name off the register”.</p> <p>Omit paragraph (2)(a) and in paragraph (2)(b) after the word “be” insert the word “made”.</p> <p>In paragraph (6), omit the word “director,”.</p>
<b>Article 603B (duties in connection with making application under Article 603A)(b)</b>	<p>In paragraph (5)(a), for “no meetings are” substitute “no meeting is”.</p> <p>In paragraph (5)(b), for “meetings summoned under that Article fail” substitute “the meeting summoned under that Article fails”.</p> <p>In paragraph (5)(c), for “meetings” substitute “a meeting”.</p> <p>In paragraph (5)(d), for “at previous meetings” substitute “at a previous meeting”.</p>
<b>Article 603C (directors’ duties following application under Article 603A)(b)</b>	<p>In paragraph (2), for the words “is a director of the company” substitute “is a designated member of the limited liability partnership”.</p> <p>In paragraph (2), omit sub-paragraph (d).</p> <p>In paragraph (5) for the words “is a director of the company” substitute “is a designated member of the limited liability partnership”.</p> <p>In paragraph (6), omit sub-paragraph (d).</p>

- (a) Article 603A was inserted into the 1986 Order by section 13(2) of, and paragraphs 1 and 2 of Schedule 6 to, the Deregulation and Contracting Out Act 1994 (c. 40)
- (b) Articles 603B and 603C were inserted into the 1986 Order by section 13(2) of, and paragraphs 1 and 2 of Schedule 6 to, the Deregulation and Contracting Out Act 1994



<i>Provisions</i>	<i>Modifications</i>
<b>Article 603D (Articles 603B and 603C: supplementary provisions)(a)</b>	
<b>Article 603E (Articles 603B and 603C: enforcement)(a)</b>	
<b>Article 603F (other offences connected with Article 603A)(a)</b>	
<b>Article 604 (objection to striking off by person aggrieved)(b)</b>	
<b>Article 605 (property of dissolved company to be bona vacantia)</b>	
<b>Article 606 (effect on Article 605 of company's revival after dissolution)</b>	
<b>Article 607 (Crown disclaimer of property vesting as bona vacantia)</b>	
<b>Article 608 (effect of Crown disclaimer under Article 607)(c)</b>	
<b>Article 609 (liability for rentcharge on company's land after dissolution)(d)</b>	

*Oversea limited liability partnerships*

**Article 643 (obligation to state name and other particulars)(e)**

For the wording of paragraph (1) there shall be substituted the following words:

- “Every oversea limited liability partnership shall –
- (a) in every prospectus inviting subscriptions for its debentures in Northern Ireland, state the country in which the limited liability partnership is incorporated,
  - (b) conspicuously exhibit on every place where it carries on business in Northern Ireland the name of the limited

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- (a) Articles 603D to 603F were inserted into the 1986 Order by section 13(2) of, and paragraphs 1 and 2 of Schedule 6 to, the Deregulation and Contracting Out Act 1994 (c. 40)
  - (b) Article 604 was amended by section 13(2) of, and paragraphs 1 and 3 of Schedule 6 to, the Deregulation and Contracting Out Act 1994
  - (c) Article 608 was amended by Article 381 of, and paragraph 20 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989
  - (d) Article 609 was amended by Article 381 of, and paragraph 21 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989
  - (e) Article 643 was amended by section 212 (3) of, and Part II of Schedule 17 to, the Financial Services Act 1986, and by S.R. 1993 No. 198

<i>Provisions</i>	<i>Modifications</i>
	<p>liability partnership and the country in which it is incorporated,</p> <p>(c) cause the name of the limited liability partnership and the country in which it is incorporated to be stated in legible characters in all bill heads, letter paper, and in all notices and other official publications and communications of the limited liability partnership.”.</p> <p>For paragraph (3) there shall be substituted the following words:</p> <p>“For the purposes of this Article “oversea limited liability partnership” means a body incorporated or otherwise established outside Northern Ireland whose name under its law of incorporation or establishment includes the words “limited liability partnership.””.</p> <p>Paragraphs (4) and (5) shall be omitted.</p>

*The registrar of companies: his functions and offices*

**Article 653 (registration office and registrar)(a)**

**Article 654 (companies’ registered numbers)(b)**

Omit paragraph (5).

**Article 655 (delivery to the registrar of documents in legible form)(c)**

In paragraph (2)(a), omit the words from “and, if the document is delivered” to the end of that paragraph.

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- (a) Article 653 was amended by Article 18 of, and paragraph 4(3) of Schedule 5 to, the Deregulation and Contracting Out (Northern Ireland) Order 1996 (S.I. 1996/1632 (N.I. 11))
- (b) Article 654 was substituted by Article 78 of, and paragraph 13 of Schedule 5 to, the Companies (No. 2) (Northern Ireland) Order 1990, and amended by S.R. 1993 No. 198
- (c) Article 655 was substituted by Article 59(1) of the Companies (No. 2) (Northern Ireland) Order 1990 and amended by S.R. 1993 No. 198

<i>Provisions</i>	<i>Modifications</i>
<b>Article 656A (the keeping of company records by the registrar)(a)</b>	Omit paragraph (4).
<b>Article 656B (delivery to the registrar using electronic communications)(b)</b>	In paragraph (3), omit the word “or” at the end of sub-paragraph (a) and omit sub-paragraph (b).
<b>Article 657 (fees payable to the registrar)(c)</b>	
<b>Article 658 (inspection, etc. of records kept by registrar)(d)</b>	
<b>Article 659 (certificate of incorporation)(e)</b>	
<b>Article 659A (provision and authentication by registrar of documents in non-legible form)(f)</b>	
<b>Article 660 (public notice by registrar of receipt or issue of certain documents)(g)</b>	In paragraph (1), delete “or articles” in sub-paragraph (b) and delete sub-paragraphs (d) to (j), (l), (m) and (s) to (z).
<b>Article 662 (enforcement of company’s duty to make returns)(h)</b>	In paragraph (1), for “any officer” substitute “any designated member”. In paragraphs (2) and (3), for “officers” substitute “designated members”.
<b>Article 663 (registrar’s index of company and corporate names)(i)</b>	
<b>Article 664A (interpretation)(j)</b>	

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- (a) Article 656A was inserted into the 1986 Order by Article 60(1) of the Companies (No. 2) (Northern Ireland) Order 1990
  - (b) Article 656B was inserted into the 1986 Order by S.R. 2003 No. 3
  - (c) Article 657 was amended by Articles 61(2) and 113 of, and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990, and by Article 15 of the Financial Provisions (Northern Ireland) Order 1993 (S.I. 1993/1252 (N.I. 5))
  - (d) Article 658 was substituted by Article 60(2) of the Companies (No. 2) (Northern Ireland) Order 1990 and amended by paragraph 4 of Schedule 1 to, the Civil Evidence (Northern Ireland) Order 1997 (S.I. 1997/2983 (N.I. 21))
  - (e) Article 659 was substituted by Article 60(2) of the Companies (No. 2) (Northern Ireland) Order 1990
  - (f) Article 659A was inserted into the 1986 Order by Article 60(2) of the Companies (No. 2) (Northern Ireland) Order 1990
  - (g) Article 660 was amended by Article 25 of, and paragraph 19 of Schedule 10 to, the Companies (Northern Ireland) Order 1990, by Article 49(2) of the Companies (No. 2) (Northern Ireland) Order 1990, by Article 381 of, and paragraph 22 of Schedule 9 to, the Insolvency (Northern Ireland) Order 1989, by S.R. 1987 No. 442, S.R. 1993 No. 198 and S.R. 2003 No. 3
  - (h) Article 662 was amended by Article 61(4) of the Companies (No. 2) (Northern Ireland) Order 1990
  - (i) Article 663 was amended by S.R. 1993 No. 198 and by paragraph 1 of the Schedule to the Limited Liability Partnerships Act (Northern Ireland) 2002
  - (j) Article 664A was inserted into the 1986 Order by Article 61(1) of the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
<i>Miscellaneous and supplementary provisions</i>	
<b>Article 670 (production and inspection of books where offence suspected)</b>	In paragraph (2)(b), for the words “the secretary of the company or such other” substitute “such”.
<b>Article 671 (form of company registers, etc)</b>	
<b>Article 672 (use of computers for company records)</b>	Omit paragraph (2).
<b>Article 672A (obligations of company as to inspections of registers, etc)(a)</b>	
<b>Article 674 (costs and expenses in actions by certain limited companies)</b>	References to a “limited company” shall include references to a “limited liability partnership”.
<b>Article 675 (power of court to grant relief in certain cases)</b>	In paragraph (1), delete the words “an officer of a company or” and “officer or”. In paragraph (2), delete the words “officer or”.
<b>Article 676 (enforcement of High Court orders)</b>	
<b>Article 677 (annual report by the Department)</b>	
<b>Article 678 (punishment of offences)(b)</b>	
<b>Article 679 (summary proceedings)</b>	
<b>Article 680 (prosecution by public authorities)</b>	In paragraph (1), for the words “Articles 218, 332, 337, 440 to 444 and 448” substitute “Articles 440 to 444”. In paragraph (2), omit subparagraphs (a) and (c). In paragraph (2)(b), for the words “either one of those two persons” substitute “either the Department, the Director of Public Prosecutions for Northern Ireland”. Omit paragraph (3).
<b>Article 680A (offences by body corporate)(c)</b>	In paragraph (1), delete the references to Articles 218 and 224(3).

- (a) Article 672A was inserted into the 1986 Order by Article 77 (1) of the Companies (No. 2) (Northern Ireland) Order 1990
- (b) Article 678 was amended by Article 78 of, and paragraph 16 of Schedule 5 to, the Companies (No. 2) (Northern Ireland) Order 1990
- (c) Article 680A was inserted into the 1986 Order by Article 20(1) of the Companies (No. 2) (Northern Ireland) Order 1990

<i>Provisions</i>	<i>Modifications</i>
<b>Article 680B (criminal proceedings against unincorporated bodies)(a)</b>	
<b>Article 681 (regulations)(b)</b>	
<b>Schedule 23 (punishment of offences under this Order)(c)</b>	<p>Delete the references to those Articles which are not applied to limited liability partnerships including, in particular, the following Articles:</p> <p>Article 17(3) company failing to deliver to the registrar notice of other document, following alteration of its objects;</p> <p>Article 29(3) company failing to notify registrar of change in memorandum or articles;</p> <p>Article 30(2) company failing to send to one of its members a copy of the memorandum or articles, when so required by the member;</p> <p>Article 31(2) where company's memorandum altered, company issuing copy of the memorandum without the alteration;</p> <p>Article 38(5) company failing to change name on direction of Department;</p> <p>Article 41(5) company altering its memorandum or articles, so ceasing to be exempt from having "limited" after its name;</p> <p>Article 41(6) company failing to change name, on Department's direction, so as to have "limited" at the end;</p> <p>Article 42(4) company failing to comply with Department's direction to change its name, on grounds that the name is misleading;</p> <p>Article 43 trading under misleading name (use of "public limited company" when not so entitled); purporting to be a private company;</p>

- (a) Article 680B was inserted into the 1986 Order by Article 20(1) of the Companies (No. 2) (Northern Ireland) Order 1990
- (b) Article 681 was amended by Article 382 of, and Schedule 10 to, the Insolvency (Northern Ireland) Order 1989
- (c) Schedule 23 was amended by Article 212(2) and (3) of, and paragraph 42 of Schedule 16 and Part II of Schedule 17 to, the Financial Services Act 1986, by Articles 25(3) and 35(1) of, and Schedule 5 to, the Companies (Northern Ireland) Order 1989, by Article 382 of, and Schedule 10 to, the Insolvency (Northern Ireland) Order 1989, by Articles 25 and 26 of, and paragraph 27 of Schedule 10 and Part I of Schedule 15 to, the Companies (Northern Ireland) Order 1990, by Articles 11(8), 12(2), 43, 54(2), 55(2), 57(2), 58(3), 74(3), 113 of, and paragraph 1 of Schedule 2 and Schedule 6 to, the Companies (No. 2) (Northern Ireland) Order 1990, by Article 5(7) of the Deregulation (Northern Ireland) Order 1997 and by S.R. 1992 No. 405, S.R. 1993 No. 198 and S.R. 2003 No. 3

<i>Provisions</i>	<i>Modifications</i>
	Article 44 trading or carrying on business with improper use of “limited”;
	Article 64(10) public company failing to give notice, or copy of court order, to registrar, concerning application to re-register as private company;
	Article 90(9) directors exercising company’s power of allotment without the authority required by Article 90(1);
	Article 91(2) private company offering shares to the public, or allotting shares with a view to their being so offered;
	Article 92(5) allotting shares or debentures before third day after issue of prospectus;
	Article 96(6) company failing to keep money in separate bank account, where received in pursuance of prospectus stating that stock exchange listing is to be applied for;
	Article 97(4) offeror of shares for sale failing to keep proceeds in separate bank account;
	Article 98(5) officer of company failing to deliver return of allotments, etc. to the registrar;
	Article 105(6) knowingly or recklessly authorising or permitting misleading, false or deceptive material in statement by directors under Article 105(5);
	Article 107(4) company failing to deliver to registrar the prescribed form disclosing amount or rate of share commission;
	Article 120(2) making misleading, false or deceptive statement in connection with valuation under Article 113 or 114;
	Article 121(3) officer of company failing to deliver copy of asset valuation report to registrar;
	Article 121(4) company failing to deliver to registrar copy of resolution under Article 114(4), with respect to transfer of an asset as consideration for allotment;

<i>Provisions</i>	<i>Modifications</i>
	<p>Article 124 contravention of any of the provisions of Articles 109 to 114 and 116;</p> <p>Article 127(7) company doing business or exercising borrowing powers contrary to Article 127;</p> <p>Article 132(2) company failing to give notice to registrar of reorganisation of share capital;</p> <p>Article 133(4) company failing to give notice to registrar of increase of share capital;</p> <p>Article 137(5) company failing to forward to registrar copy of court order, when application made to cancel resolution varying shareholders' rights;</p> <p>Article 138(5) company failing to send to registrar statement or notice required by Article 138 (particulars of shares carrying special rights);</p> <p>Article 139(4) company failing to deliver to registrar statement or notice required by Article 139 (registration of newly created class rights);</p> <p>Article 151 officer of company concealing name of creditor entitled to object to reduction of capital, or wilfully misrepresenting the nature or amount of debt or claim, etc.;</p> <p>Article 152(3) director authorising or permitting non-compliance with Article 152 (requirement to convene company meeting to consider serious loss of capital);</p> <p>Article 153(2) company acquiring its own shares in breach of Article 153;</p> <p>Article 159(2) company failing to cancel its own shares acquired by itself, as required by Article 156(2); or failing to apply for re-registration as private company as so required in the case there mentioned;</p> <p>Article 161(3) company giving financial assistance towards acquisition of its own shares;</p> <p>Article 166(6) company failing to register statutory declaration under Article 165;</p> <p>Article 166(7) director making statutory declaration under Article 165, without having</p>

<i>Provisions</i>	<i>Modifications</i>
	<p>reasonable grounds for opinion expressed in it;</p> <p>Article 179(6) default by company's officer in delivering to registrar the return required by Article 179 (disclosure by company of purchase of its own shares);</p> <p>Article 179(7) company failing to keep copy of contract, etc. at registered office; refusal of inspection to person demanding it;</p> <p>Article 183(6) director making statutory declaration under Article 183 without having reasonable grounds for the opinion expressed in the declaration;</p> <p>Article 185(6) refusal of inspection of statutory declaration and auditors' report under Article 183, etc.;</p> <p>Article 186(4) company failing to give notice to registrar of application to court under Article 186, or to register court order;</p> <p>Article 193(6) company failing to send notice of refusal to register a transfer of shares or debentures;</p> <p>Article 195(5) company default in compliance with Article 195(1) (certificates to be made ready following allotment or transfer of shares, etc.);</p> <p>Article 218(3) failure to discharge obligation of disclosure under Part VII; other forms of non-compliance with that Part;</p> <p>Article 219(10) company failing to keep register of interests disclosed under Part VII; other contraventions of Article 219;</p> <p>Article 222(5) company failing to exercise powers under Article 220, when so required by the members;</p> <p>Article 223(8) company default in compliance with Article 223 (company report of investigation of shareholdings on members' requisition);</p> <p>Article 224(3) failure to comply with company notice under Article 220; making</p>



<i>Provisions</i>	<i>Modifications</i>
	<p>false statement in response etc.;</p> <p>Article 225(7) company failing to notify a person that he has been named as a shareholder; on removal of name from register, failing to alter associated index;</p> <p>Article 226(3) improper removal of entry from register of interests disclosed; company failing to restore entry improperly removed;</p> <p>Article 227(3) refusal of inspection of register or report under Part VII; failure to send copy when required;</p> <p>Article 240(4) default by director or officer of a company in giving notice of matters relating to himself for purposes of Schedule 6 Part I;</p> <p>Article 242(5) non-compliance with Part VIII as to directors' report and its content; directors individually liable;</p> <p>Article 242A(4) laying, circulating or delivering directors' report without required signature;</p> <p>Article 249(2) failure to lay accounts and reports before the company in general meeting before the end of the period allowed for doing this;</p> <p>Article 259(5) failure to comply with requirements in relation to summary financial statements;</p> <p>Article 296(4) default in complying with Article 296 (keeping register of directors and secretaries, refusal of inspection);</p> <p>Article 299(5) acting as director of a company without having the requisite share qualification;</p> <p>Article 302(4) director failing to give notice of his attaining retirement age; acting as director under appointment invalid due to his attaining it;</p> <p>Article 313(3) company default in complying with Article 313 (directors' names to appear on company correspondence, etc.);</p> <p>Article 314(4) failure to state that liability of proposed</p>

<i>Provisions</i>	<i>Modifications</i>
	<p>director or manager is unlimited; failure to give notice of that fact to person accepting office;</p> <p>Article 322(3) director failing to comply with Article 322;</p> <p>Article 325(7) director failing to disclose interest in contract;</p> <p>Article 326(8) company in default in complying with Article 326(1) or (5);</p> <p>Article 330B(4) terms of unwritten contract between sole member of a private company limited by shares or by guarantee and the company not set out in a written memorandum or recorded in minutes of a directors' meeting;</p> <p>Article 331(2) director dealing in options to buy or sell company's listed shares or debentures;</p> <p>Article 332(7) director failing to notify interest in company's shares; making false statement in purported notification;</p> <p>Article 334(2), (3), (4) and (5) various defaults in connection with company register of directors' interests;</p> <p>Article 336(6) director failing to notify company that members of his family etc. have or have exercised options to buy shares or debentures; making false statement in purported notification;</p> <p>Article 337(3) company failing to notify investment exchange of acquisition of its securities by a director;</p> <p>Article 350(1) director of relevant company authorising or permitting company to enter into transaction or arrangement, knowing or suspecting it to contravene Article 338;</p> <p>Article 350(2) relevant company entering into transaction or arrangement for a director in contravention of Article 338;</p> <p>Article 350(3) procuring a relevant company to enter into transaction or arrangement known to be contrary to Article 338;</p>

<i>Provisions</i>	<i>Modifications</i>
	<p>Article 351(8) company failing to maintain register of transactions etc. made with and for directors and not disclosed in company accounts; failing to make register available at registered office or at company meeting;</p> <p>Article 360(5) company default in complying with Article 360 (requirement to keep register of members and their particulars);</p> <p>Article 360A(3) company default in complying with Article 360A (statement that company has only one member);</p> <p>Article 361(4) company failing to send notice to registrar as to place where register of members is kept;</p> <p>Article 362(4) company failing to keep index of members;</p> <p>Article 364(5) refusal of inspection of members' register; failure to send copy on requisition;</p> <p>Article 374(4) company default in holding annual general meeting;</p> <p>Article 375(3) company default in complying with Department's direction to hold a company meeting;</p> <p>Article 375(5) company failing to register resolution that meeting held under Article 375 is to be its annual general meeting;</p> <p>Article 380(4) failure to give notice to member entitled to vote at company meeting, that he may do so by proxy;</p> <p>Article 380(6) officer of company authorising or permitting issue of irregular invitations to appoint proxies;</p> <p>Article 384(7) officer of company in default as to circulation of members' resolutions for company meeting;</p> <p>Article 388(5) company failing to comply with Article 388 (copies of certain resolutions etc. to be sent to registrar);</p> <p>Article 388(6) company failing to include copy of resolution to which Article 388 applies in its</p>

<i>Provisions</i>	<i>Modifications</i>
	<p>articles; failing to forward copy to member on request;</p> <p>Article 389B(2) director or secretary of company failing to notify auditors of proposed written resolution;</p> <p>Article 390(5) company failing to keep minutes of proceedings at company and board meetings, etc.;</p> <p>Article 390B(2) failure of sole member to provide the company with a written record of a decision;</p> <p>Article 391(4) refusal of inspection of minutes of general meeting; failure to send copy of minutes on member's request;</p> <p>Article 422(6) offeror failing to send copy of notice or making statutory declaration knowing it to be false etc.;</p> <p>Article 423A(6) offeror failing to give rights to minority shareholder;</p> <p>Article 437(3) failing to give Department, when required to do so, information about interests in shares etc.; giving false information;</p> <p>Article 448(1) exercising a right to dispose of, or vote in respect of, shares which are subject to restrictions under Part XVI; failing to give notice in respect of shares so subject; entering into agreement void under Article 447(2) or (3);</p> <p>Article 448(2) issuing shares in contravention of restrictions under Part XVI;</p> <p>Article 454(5) failure to register office copy of court order under Part XVIII altering, or giving leave to alter, company's memorandum;</p> <p>Article 647(1) Part XXIII company failing to comply with any of Articles 641 to 643 or 646;</p> <p>Article 647(2) Part XXIII company contravening Article 644(6) (carrying on business under its corporate name after Department's direction);</p> <p>Article 647(3) Part XXIII company failing to comply with Article 645A or Schedule 20A;</p>

<i>Provisions</i>	<i>Modifications</i>
	<p>Article 652(1) Part XXIII company failing to comply with requirements as to accounts and reports;</p> <p>Article 652D(5) Part XXIII company failing to deliver particulars of charge to registrar;</p> <p>Article 652Q(1) company failing to register winding up or commencement of insolvency proceedings etc;</p> <p>Article 652Q(2) liquidator failing to register appointment, termination of winding up or striking off of company;</p> <p>Article 669(4) insurance company etc. failing to send twice yearly statement in form of Schedule 22;</p> <p>Schedule 14 Part II, paragraph 1(3) company failing to give notice of location of external branch register, etc.;</p> <p>Schedule 14, Part II, paragraph 3(2) company failing to transmit to its registered office in Northern Ireland copies of entries in external branch register or to keep duplicate of external branch register;</p> <p>Schedule 20C, Part I, paragraph 6 credit or financial institution failing to deliver accounting documents;</p> <p>Schedule 20C, Part II, paragraph 13 credit or financial institution failing to deliver accounts and reports;</p> <p>Schedule 20D, Part I, paragraph 5 company failing to deliver accounting documents;</p> <p>Schedule 20D, Part I, paragraph 13 company failing to deliver accounts and reports.</p>

## PART II

### MODIFICATIONS TO THE COMPANY DIRECTORS DISQUALIFICATION (NORTHERN IRELAND) ORDER 2002

<i>Provisions</i>	<i>Modifications</i>
Article 25	Omit Article 25.
Part I of Schedule 1	Omit paragraphs 6 and 7.
Part II of Schedule 1	After paragraph 10 insert –

<i>Provisions</i>	<i>Modifications</i>
	<p>“10A. The extent of the member’s and shadow member’s responsibility for events leading to a member or shadow member, whether himself or some other member or shadow member, being declared by the court to be liable to make a contribution to the assets of the limited liability partnership under Article 178A of the Insolvency (Northern Ireland) Order 1989.”.</p>

### SCHEDULE 3

Regulation 5

#### MODIFICATIONS TO THE 1989 ORDER

<i>Provisions</i>	<i>Modifications</i>
<p><b>Article 2 (general interpretation)(a)</b> paragraph (2)</p>	<p>The following expressions and definitions shall be added –</p> <p>“ “designated member” has the same meaning as it has in the Limited Liability Partnerships Act (Northern Ireland) 2002;</p> <p>“limited liability partnership” means a limited liability partnership formed and registered under the Limited Liability Partnerships Act (Northern Ireland) 2002;</p> <p>“limited liability partnership agreement”, in relation to a limited liability partnership, means any agreement, express or implied, made between the members of the limited liability partnership or between the limited liability partnership and the members of the limited liability partnership which determines the mutual rights and duties of the members, and their rights and duties in relation to the limited liability partnership;”.</p>

(a) Article 2 was amended by S.R. 1991 No. 366, S.R. 1995 No. 225, S.R. 2002 No. 223 and Article 3 of, and paragraph 2 of Schedule 1 to, the Insolvency (Northern Ireland) Order 2002 (S.I. 2002/3152 (N.I. 6))

<i>Provisions</i>	<i>Modifications</i>
<b>Article 3 (“act as insolvency practitioner”)(a)</b>	
paragraph (2)	Omit paragraph (2).
paragraph (3)	Omit paragraph (3).
paragraph (4)	Delete “ “company” means a company within the meaning given by Article 3(1) of the Companies Order or a company which may be wound up under Part VI of this Order (unregistered companies) or a building society within the meaning of the Building Societies Act 1986”.
<b>Article 4 (“associate”)</b>	
new paragraph (3A)	Insert a new paragraph (3A) as follows – “(3A) A member of a limited liability partnership is an associate of that limited liability partnership and of every other member of that limited liability partnership and of the husband or wife or relative of every other member of that limited liability partnership.”.
paragraph (11)	For paragraph (11) substitute the following – “(11) In this Article “company” includes any body corporate (whether incorporated in Northern Ireland or elsewhere); and references to directors and other officers of a company and to voting power at any general meeting of a company have effect with any necessary modifications.”.
<b>Article 5 (interpretation)</b>	
paragraph (1)	In paragraph (1), omit – “ “a resolution for voluntary winding up” means a resolution passed under any of the sub-paragraphs of Article 70(1);”. After the definition of “shadow director” insert the following – “ “shadow member”, in relation to a limited

(a) Article 3 was amended by Article 6(1) of the Insolvency (Northern Ireland) Order 2002 and by S.R. 2002 No. 334

<i>Provisions</i>	<i>Modifications</i>
	liability partnership, means a person in accordance with whose directions or instructions the members of the limited liability partnership are accustomed to act (but so that a person is not deemed a shadow member by reason only that the members of the limited liability partnership act on advice given by him in a professional capacity);”.
<b>Article 6 (“insolvency” and “go into liquidation”)(a)</b> paragraph (2)	For “passes a resolution for voluntary winding up” substitute “makes a determination that it be wound up voluntarily” and for “passing such a resolution” substitute “making such a determination”.
<b>Article 7 (“connected with a company”)</b>	For the existing words substitute – <p>“7. For the purposes of any provision in Parts II to VII, a person is connected with a company (including a limited liability partnership) if –</p> <p>(a) he is a director or shadow director of the company or an associate of such a director or shadow director (including a member or a shadow member of a limited liability partnership or an associate of such a member or shadow member); or</p> <p>(b) he is an associate of the company or of the limited liability partnership.”.</p>
<b>Article 8 (“member of a company”)</b>	Delete Article 8.
<b>Article 9 (interpretation for Parts VIII to X)</b>	Delete Article 9.
<b>Article 10 (“security”, etc.)</b>	Delete Article 10.
<b>Article 11 (“bankrupt’s estate”)</b>	Delete Article 11.

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(a) Article 6 was amended by S.R. 2002 No. 334



<i>Provisions</i>	<i>Modifications</i>
<b>Article 13 (“contributory”)</b>	
paragraph (1)	In paragraph (1), for “every person” substitute “(a) every present member of the limited liability partnership and (b) every past member of the limited liability partnership”.
paragraph (2)	After “Article 178 (wrongful trading)” insert “or 178A (adjustment of withdrawals)”.
paragraphs (3) and (4)	Delete paragraphs (3) and (4).
<b>Article 14 (those who may propose an arrangement)(a)</b>	
paragraph (1)	For “The directors of a company” substitute “A limited liability partnership” and delete “to the company and”.
paragraph (3)	At the end, add “but where a proposal is so made it must also be made to the limited liability partnership”.
<b>Article 14A (moratorium)(b)</b>	
paragraph (1)	In paragraph (1), for “the directors of an eligible company intend” substitute “an eligible limited liability partnership intends”. For “they” substitute “it”.
The following modifications to Articles 15 to 20 apply where a proposal under Article 14 has been made by the limited liability partnership.	
<b>Article 15 (procedure where the nominee is not the liquidator or administrator)(c)</b>	
paragraph (1)	In paragraph (1), for “the directors do” substitute “the limited liability partnership does”.
paragraph (2)	In sub-paragraph (aa), for “meetings of the company and of its creditors” substitute “a meeting of the creditors of the limited liability partnership”;  In sub-paragraph (b), for the first “meetings” substitute “a meeting” and for the second “meetings” substitute “meeting”.
<p>(a) Article 14 was amended by S.R. 2002 No. 334 and Article 4 of, and paragraph 2 of Schedule 2 to, the Insolvency (Northern Ireland) Order 2002</p> <p>(b) Article 14A was inserted by Article 3 of, and paragraph 3 of Schedule 1 to, the Insolvency (Northern Ireland) Order 2002</p> <p>(c) Article 15 was amended by Articles 3 and 4 of, and paragraph 4 of Schedule 1 and paragraph 3 of Schedule 2 to, the Insolvency (Northern Ireland) Order 2002</p>	

<i>Provisions</i>	<i>Modifications</i>
paragraph (3)	For “the person intending to make the proposal” substitute “the designated members of the limited liability partnership”.
paragraph (4)	In sub-paragraph (a), for “the person intending to make the proposal” substitute “the designated members of the limited liability partnership”.  In sub-paragraph (b), for “that person” substitute “those designated members”.
<b>Article 16 (summoning of meetings)</b>	
paragraph (1)	For “such meetings as are mentioned in Article 15(2)” substitute “a meeting of creditors” and for “those meetings” substitute “that meeting”.
paragraph (2)	Delete paragraph (2).
<b>Article 17 (decisions of meetings)(a)</b>	
paragraph (1)	For “meetings” substitute “meeting”.
paragraph (5)	For “each of the meetings” substitute “the meeting”.
new paragraph (5A)	Insert a new paragraph (5A) as follows –  “(5A) If modifications to the proposal are proposed at the meeting the chairman of the meeting shall, before the conclusion of the meeting, ascertain from the limited liability partnership whether or not it accepts the proposed modifications; and if at that conclusion the limited liability partnership has failed to respond to a proposed modification it shall be presumed not to have agreed to it.”.
paragraph (6)	For “either” substitute “the”; after “the result of the meeting”, in the first place where it occurs, insert “(including, where modifications to the proposal were proposed at the meeting, the response to those proposed modifications made by the limited liability partnership)”; and at the end, add “and to the limited liability partnership”.

(a) Article 17 was amended by Article 4 of, and paragraph 4 of Schedule 2 to, the Insolvency (Northern Ireland) Order 2002

<i>Provisions</i>	<i>Modifications</i>
<b>Article 17A (approval of arrangement)(a)</b>	
paragraph (2)	Delete “(a)”. For “both meetings” substitute “the meeting” and delete from “, or” to “that Article”.
paragraphs (3) to (6)	Delete these paragraphs.
<b>Article 18 (effect of approval)(b)</b>	
paragraph (4)	In sub-paragraph (a), for “each of the reports” substitute “the report”.
<b>Article 19 (challenge of decisions)(c)</b>	
paragraph (1)	In sub-paragraph (b), for “either of the meetings” substitute “the meeting”.
paragraph (2)	In sub-paragraph (a), for “either of the meetings” substitute “the meeting” and after sub-paragraph (aa) add a new sub-paragraph (ab) as follows – “(ab) any member of the limited liability partnership; and”. Omit the word “and” at the end of sub-paragraph (b). Omit sub-paragraph (c).
paragraph (3)	In sub-paragraph (a), for “each of the reports” substitute “the report”.
paragraph (4)	For paragraph (4) substitute the following – “(4) Where on such an application the High Court is satisfied as to either of the grounds mentioned in paragraph (1), it may do one or both of the following namely – (a) revoke or suspend any decision approving the voluntary arrangement which has effect under Article 17A; (b) give a direction to any person for the summoning of a further meeting to consider any revised proposal the
<p>(a) Article 17A was inserted by Article 4 of, and paragraph 5 of Schedule 2 to, the Insolvency (Northern Ireland) Order 2002</p> <p>(b) Article 18 was amended by Articles 4 and 13 of, and paragraph 6 of Schedule 2 and Schedule 4 to, the Insolvency (Northern Ireland) Order 2002</p> <p>(c) Article 19 was amended by Article 4 of, and paragraph 7 of Schedule 2 to, the Insolvency (Northern Ireland) Order 2002</p>	

<i>Provisions</i>	<i>Modifications</i>
paragraph (5)	limited liability partnership may make or, in a case falling within paragraph (1)(b), a further meeting to consider the original proposal.”.  For “meetings” substitute “a meeting” and for “person who made the original proposal” substitute “limited liability partnership”.
<b>Article 19A (false representations, etc)(a)</b> paragraph (1)	Omit “members or”.
<b>Article 20 (implementation of proposal)(b)</b> paragraph (2)	In sub-paragraph (a), for “one or both of the meetings” substitute “the meeting”.
The following modifications to Articles 15 and 16 apply where a proposal under Article 14 has been made, where an administration order is in force in relation to the limited liability partnership, by the administrator or, where the limited liability partnership is being wound up, by the liquidator.	
<b>Article 15 (procedure where nominee is not the liquidator or administrator)</b> paragraph (2)	In sub-paragraph (aa), for “meetings of the company” substitute “meetings of the members of the limited liability partnership”.
<b>Article 16 (summoning of meetings)</b> paragraph (2)	For “meetings of the company” substitute “a meeting of the members of the limited liability partnership”.
<b>Article 21 (power of High Court to make order)(c)</b> paragraphs (4) to (6)	Omit paragraphs (4) to (6).
<b>Article 22 (application for order)(d)</b> paragraph (1)	Delete “, or the directors”.
<b>Article 23 (effect of application)(e)</b> paragraph (1)	In sub-paragraph (a), for “no resolution may be passed” to the end of the sub-paragraph

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- (a) Article 19A was inserted by Article 4 of, and paragraph 8 of Schedule 2 to, the Insolvency (Northern Ireland) Order 2002
- (b) Article 20 was amended by Article 4 of, and paragraph 9 of Schedule 2 to, the Insolvency (Northern Ireland) Order 2002
- (c) Article 21 was amended by S.I. 2001/3649, S.R. 2002 No. 334 and S.I. 2002/1555
- (d) Article 22 was amended by Article 26(1) of, and paragraph 15 of Schedule 2 to, the Criminal Justice (Northern Ireland) Order 1994 (S.I. 1994/2795 (N.I. 15))
- (e) Article 23 was amended by Article 7(2) of the Insolvency (Northern Ireland) Order 2002

<i>Provisions</i>	<i>Modifications</i>
	substitute “no determination may be made or order made for the winding up of the limited liability partnership;”.
<b>Article 24 (effect of order)(a)</b> paragraph (3)	In sub-paragraph (a), for “no resolution may be passed” to the end of the sub-paragraph substitute “no determination may be made or order made for the winding up of the limited liability partnership;”.
<b>Article 26 (appointment of administrator)</b> paragraph (3)	In sub-paragraph (c), delete “or the directors”.
<b>Article 27 (general powers)</b> paragraph (2)	For sub-paragraph (a) substitute – “(a) to prevent any person from taking part in the management of the business of the limited liability partnership and to appoint any person to be a manager of that business, and”; and at the end add the following – “Paragraphs (3) and (4) of Article 78 shall apply for the purposes of this paragraph as they apply for the purposes of that Article.”.
<b>Article 60 (alternative modes of winding up)</b> paragraph (1)	Delete “, within the meaning given by Article 3 of the Companies Order;”.
<b>Article 61 (liability as contributories of present and past members)</b>	For Article 61, substitute the following – “ <b>61.</b> When a limited liability partnership is wound up every present and past member of the limited liability partnership who has agreed with the other members or with the limited liability partnership that he will, in circumstances which have arisen, be liable to

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(a) Article 24 was amended by Article 7(3) of the Insolvency (Northern Ireland) Order 2002

<i>Provisions</i>	<i>Modifications</i>
	<p>contribute to the assets of the limited liability partnership in the event that the limited liability partnership goes into liquidation is liable, to the extent that he has so agreed, to contribute to its assets to any amount sufficient for payment of its debts and liabilities, and the expenses of the winding up, and for the adjustment of the rights of the contributories among themselves.</p> <p>However, a past member shall only be liable if the obligation arising from such agreement survived his ceasing to be a member of the limited liability partnership.”.</p>
<b>Articles 62 to 65</b>	Delete Articles 62 to 65.
<b>Article 69 (companies registered under Companies Order, Part XXII, Chapter II)</b>	Delete Article 69.
<b>Article 70 (circumstances in which company may be wound up voluntarily)</b>	
paragraph (1)	<p>For paragraph (1) substitute the following –</p> <p>“(1) A limited liability partnership may be wound up voluntarily when it determines that it is to be wound up voluntarily.”.</p>
paragraph (2)	<p>For paragraph (2) substitute the following –</p> <p>“(2) Within 15 days after a limited liability partnership has determined that it be wound up there shall be forwarded to the registrar either a printed copy or else a copy in some other form approved by the registrar of the determination.”.</p>
new paragraph (3)	<p>After paragraph (2), insert a new paragraph (3) –</p> <p>“(3) If a limited liability partnership fails to comply with this Article the limited liability partnership and every designated member of it who is in default is liable on summary conviction to a fine not</p>

<i>Provisions</i>	<i>Modifications</i>
	exceeding level 3 on the standard scale.”.
<b>Article 71 (notice of resolution to wind up voluntarily)</b>	
paragraph (1)	For paragraph (1) substitute the following – “(1) When a limited liability partnership has determined that it shall be wound up voluntarily, it shall within 14 days after the making of the determination give notice of the determination by advertisement in the Belfast Gazette.”.
<b>Article 72 (commencement of voluntary winding up)</b>	
	For Article 72, substitute the following – “ <b>72.</b> A voluntary winding up is deemed to commence at the time when the limited liability partnership determines that it be wound up voluntarily.”.
<b>Article 73 (effect on business and status of company)</b>	
paragraph (2)	In paragraph (2), for “articles” substitute “limited liability partnership agreement”.
<b>Article 74 (avoidance of share transfers, etc, after winding-up resolution)</b>	
	For “shares” substitute “the interest of any member in the property of the limited liability partnership”.
<b>Article 75 (statutory declaration of solvency)</b>	
paragraph (2)	For “director(s)” wherever it appears substitute “designated member(s)”; For sub-paragraph (a) substitute the following – “(a) it is made within the 5 weeks immediately preceding the date when the limited liability partnership determined that it be wound up voluntarily or on that date but before the making of the determination, and”.
paragraph (3)	For “the resolution for winding up is passed” substitute “the limited liability partnership determined that it be wound up voluntarily”.

<i>Provisions</i>	<i>Modifications</i>
paragraph (5)	For “in pursuance of a resolution passed” substitute “voluntarily”.
<b>Article 76 (distinction between “members” and “creditors” voluntary winding up)</b>	For “directors” substitute “designated members”.
<b>Article 77 (appointment of liquidator)</b>	
paragraph (1)	Delete “in general meeting”.
paragraph (2)	For paragraph (2) substitute the following – “(2) On the appointment of a liquidator the powers of the members of the limited liability partnership shall cease except to the extent that a meeting of the members of the limited liability partnership summoned for the purpose or the liquidator sanctions their continuance.”.
new paragraph (3)	After paragraph (2), insert the following – “(3) Paragraphs (3) and (4) of Article 78 shall apply for the purposes of this Article as they apply for the purposes of that Article.”.
<b>Article 78 (power to fill vacancy in office of liquidator)</b>	
paragraph (1)	For “the company in general meeting” substitute “a meeting of the members of the limited liability partnership summoned for the purpose”.
paragraph (2)	For “a general meeting” substitute “a meeting of the members of the limited liability partnership”.
paragraph (3)	In paragraph (3), for “articles” substitute “limited liability partnership agreement”.
new paragraph (4)	After paragraph (3), insert the following – “(4) The quorum required for a meeting of the members of the limited liability partnership shall be any quorum required by the limited liability partnership agreement for meetings of the members of the limited liability partnership and if no requirement for a quorum has been agreed upon the



<i>Provisions</i>	<i>Modifications</i>
	quorum shall be 2 members.”.
<b>Article 79 (general company meeting at each year’s end)</b>	
paragraph (1)	For “a general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.
new paragraph (4)	After paragraph (3), insert the following – “(4) Paragraphs (3) and (4) of Article 78 shall apply for the purposes of this Article as they apply for the purposes of that Article.”.
<b>Article 80 (final meeting prior to dissolution)</b>	
paragraph (1)	For “a general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.
new paragraph (5A)	After paragraph (5), insert the following – “(5A) Paragraphs (3) and (4) of Article 78 shall apply for the purposes of this Article as they apply for the purposes of that Article.”.
paragraph (6)	For “a general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.
<b>Article 81 (effect of company’s insolvency)</b>	
paragraph (1)	For “directors” substitute “designated members”.
paragraph (6)	For paragraph (6) substitute the following – “(6) In this Article “the relevant period” means the period of 6 months immediately preceding the date on which the limited liability partnership determined that it be wound up voluntarily.”.
<b>Article 82 (conversion to creditors’ voluntary winding up)</b>	
paragraph (a)	For “directors” substitute “designated members”.
paragraph (b)	Substitute a new paragraph (b) as follows – “(b) the creditors’ meeting was the meeting mentioned in Article 84;”.

<i>Provisions</i>	<i>Modifications</i>
<b>Article 84 (meeting of creditors)</b>	
paragraph (1)	For sub-paragraph (a) substitute the following – “(a) cause a meeting of its creditors to be summoned for a day not later than 14 days from the day on which the limited liability partnership determines that it be wound up voluntarily;”.
paragraph (4)	For “were sent the notices summoning the company meeting at which it was resolved that the company be wound up voluntarily” substitute “the limited liability partnership determined that it be wound up voluntarily”.
<b>Article 85 (directors to lay statement of affairs before creditors)</b>	
paragraph (1)	For “the directors of the company” substitute “the designated members” and for “the director so appointed” substitute “the designated member so appointed”.
paragraph (2)	For “directors” substitute “designated members”.
paragraph (3)	For the word “directors” wherever it occurs substitute “designated members” and for the word “director” wherever it occurs substitute “designated member”.
<b>Article 86 (appointment of liquidator)</b>	
paragraph (1)	For “The creditors and the company at their respective meetings mentioned in Article 84” substitute “The creditors at their meeting mentioned in Article 84 and the limited liability partnership”.
paragraph (3)	Delete “director,”.
<b>Article 87 (appointment of liquidation committee)</b>	
paragraph (2)	For paragraph (2) substitute the following – “(2) If such a committee is appointed, the limited liability partnership may, when it determines that it be wound up voluntarily or at any time thereafter, appoint such number of

<i>Provisions</i>	<i>Modifications</i>
	persons as they think fit to act as members of the committee, not exceeding 5.”.
<b>Article 91 (meetings of company and creditors at each year’s end)</b>	
paragraph (1)	For “a general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.
new paragraph (5)	After paragraph (4) insert the following – “(5) Paragraphs (3) and (4) of Article 78 shall apply for the purposes of this Article as they apply for the purposes of that Article.”.
<b>Article 92 (final meeting prior to dissolution)</b>	
paragraph (1)	For a “general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.
new paragraph (5A)	After paragraph (5), insert the following – “(5A) Paragraphs (3) and (4) of Article 78 shall apply for the purposes of this Article as they apply for the purposes of that Article.”.
paragraph (6)	For “a general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.
<b>Article 96 (acceptance of shares, etc., as consideration for sale of company’s property)</b>	For Article 96 substitute the following – “ <b>96.</b> —(1) This Article applies, in the case of a limited liability partnership proposed to be, or being, wound up voluntarily, where the whole or part of the limited liability partnership’s business or property is proposed to be transferred or sold to another company whether or not it is a company within the meaning of the Companies Order (“the transferee company”) or to a limited liability partnership (“the transferee limited liability partnership”).

<i>Provisions</i>	<i>Modifications</i>
	<p>(2) With the requisite sanction, the liquidator of the limited liability partnership being, or proposed to be, wound up (“the transferor limited liability partnership”) may receive, in compensation or part compensation for the transfer or sale, shares, policies or other like interests in the transferee company or the transferee limited liability partnership for distribution among the members of the transferor limited liability partnership.</p> <p>(3) The sanction required under paragraph (2) is –</p> <p>(a) in the case of a members’ voluntary winding up, that of a determination of the limited liability partnership at a meeting of the members of the limited liability partnership conferring either a general authority on the liquidator or an authority in respect of any particular arrangement, (paragraphs (3) and (4) of Article 78 to apply for this purpose as they apply for the purposes of that Article), and</p> <p>(b) in the case of a creditors’ voluntary winding up, that of either the High Court or the liquidation committee.</p> <p>(4) Alternatively to paragraph (2), the liquidator may (with that sanction) enter into any other arrangement whereby the members of the transferor limited liability partnership may, in lieu of receiving cash, shares, policies or other like interests (or in addition thereto), participate in the profits, or receive any other benefit from the transferee company or the transferee limited liability partnership.</p>

<i>Provisions</i>	<i>Modifications</i>
	<p>(5) A sale or arrangement in pursuance of this Article is binding on members of the transferor limited liability partnership.</p> <p>(6) A determination by the limited liability partnership is not invalid for the purposes of this Article by reason that it is made before or concurrently with a determination by the limited liability partnership that it be wound up voluntarily or for appointing liquidators; but, if an order is made within a year for winding up the limited liability partnership by the High Court, the determination by the limited liability partnership is not valid unless sanctioned by the Court.”.</p>

**Article 97 (dissent from arrangement under Article 96)**

paragraphs (1) to (3)

For paragraphs (1) to (3) substitute the following –

“(1) This Article applies in the case of a voluntary winding up where, for the purposes of Article 96(2) or (4), a determination of the limited liability partnership has provided the sanction requisite for the liquidator under that Article.

(2) If a member of the transferor limited liability partnership who did not vote in favour of providing the sanction required for the liquidator under Article 96 expresses his dissent from it in writing addressed to the liquidator and left at the registered office of the limited liability partnership within 7 days after the date on which that sanction was given, he may require the liquidator either to abstain from carrying the arrangement so sanctioned into effect or to purchase his interest at a price to be determined by agreement or arbitration under this Article.

<i>Provisions</i>	<i>Modifications</i>
<p>paragraph (4)</p> <p><b>Article 102 (circumstances in which company may be wound up by the High Court)(a)</b></p>	<p>(3) If the liquidator elects to purchase the member's interest, the purchase money must be paid before the limited liability partnership is dissolved and be raised by the liquidator in such manner as may be determined by the limited liability partnership.”.</p> <p>Omit paragraph (4).</p> <p>For Article 102 substitute the following –</p> <p>“<b>102.</b> A limited liability partnership may be wound up by the High Court if –</p> <p>(a) the limited liability partnership has determined that the limited liability partnership be wound up by the Court,</p> <p>(b) the limited liability partnership does not commence its business within a year from its incorporation or suspends its business for a whole year,</p> <p>(c) the number of members is reduced below two,</p> <p>(d) the limited liability partnership is unable to pay its debts,</p> <p>(e) at the time at which a moratorium for the limited liability partnership under Article 14A comes to an end, no voluntary arrangement approved under Part II has effect in relation to the limited liability partnership, or</p> <p>(f) the Court is of the opinion that it is just and equitable that the limited liability partnership should be wound up.”.</p>
<p><b>Article 104 (application for winding up)(b)</b></p> <p>paragraphs (2), (3), (4) and 5(a)</p>	<p>Delete these paragraphs.</p>

- (a) Article 102 was amended by S.R. 1992 No. 405 and by Article 3 of, and paragraph 7 of Schedule 1 to, the Insolvency (Northern Ireland) Order 2002
- (b) Article 104 was amended by Article 26 of, and paragraph 16 of Schedule 2 to, the Criminal Justice (Northern Ireland) Order 1994 (S.I. 1994/2795 (N.I. 15)), by Article 8 of the Companies (No. 2) (Northern Ireland) Order 1990 (S.I. 1990/1504 (N.I. 10)), by Article 3 of, and paragraph 8 of Schedule 1 to, the Insolvency (Northern Ireland) Order 2002 and by S.R. 2002 No. 334

<i>Provisions</i>	<i>Modifications</i>
paragraph (4A)	For “102(fa)” substitute “102(e)”.
<b>Article 104A (petition for winding up on grounds of public interest)(a)</b>	
paragraph (1)	Omit sub-paragraphs (c) and (cc).
<b>Article 106 (power to stay or restrain proceedings against company)</b>	
paragraph (2)	Delete paragraph (2).
<b>Article 107 (avoidance of property dispositions, etc)</b>	For “any transfer of shares” substitute “any transfer by a member of the limited liability partnership of his interest in the property of the limited liability partnership”.
<b>Article 109 (commencement of winding up by the High Court)</b>	
paragraph (1)	For “a resolution has been passed by the company” substitute “a determination has been made” and for “at the time of the passing of the resolution” substitute “at the time of that determination”.
<b>Article 110 (consequences of winding-up order)</b>	
paragraph (3)	Delete paragraph (3).
<b>Article 126 (settlement of list of contributories and application of assets)</b>	
paragraph (1)	Delete “, with power to rectify the register of members in all cases where rectification is required in pursuance of the Companies Order or this Order,”.
<b>Article 127 (debts due from contributory to company)</b>	
paragraph (1)	Delete “the Companies Order or”.
paragraph (2)	Delete paragraph (2).
paragraph (3)	Delete “, whether limited or unlimited,”.
<b>Article 137 (delegation of powers to liquidator)</b>	
paragraph (1)	In sub-paragraph (b), delete “and the rectifying of the register of members where required”.

(a) Article 104A was inserted by Article 8 of the Companies (No. 2) (Northern Ireland) Order 1990 and amended by section 79(14) of, and Part II of Schedule 6 to, the Criminal Justice Act 1993 (c. 36) and by S.I. 2001/3649

<i>Provisions</i>	<i>Modifications</i>
paragraph (2)	For paragraph (2) substitute the following – “(2) But the liquidator shall not make any call without the special leave of the High Court or the sanction of the liquidation committee.”.
<b>Article 140 (voluntary winding up)</b>	
paragraph (2)	In sub-paragraph (a), for “an extraordinary resolution of the company” substitute “a determination by a meeting of the members of the limited liability partnership”.
paragraph (4)	For sub-paragraph (c) substitute the following – “(c) summon meetings of the members of the limited liability partnership for the purpose of obtaining their sanction or for any other purpose he may think fit.”.
new paragraph (4A)	Insert a new paragraph (4A) as follows – “(4A) Paragraphs (3) and (4) of Article 78 shall apply for the purposes of this Article as they apply for the purposes of that Article.”.
<b>Article 141 (creditors’ voluntary winding up)</b>	
paragraph (5)	In sub-paragraph (b), for “directors” substitute “designated members”.
<b>Article 145 (removal, etc. (voluntary winding up))</b>	
paragraph (2)	For sub-paragraph (a) substitute the following – “(a) in the case of a member’s voluntary winding up, by a meeting of the members of the limited liability partnership summoned specially for that purpose, or”.
paragraph (6)	In sub-paragraph (a), for “final meeting of the company” substitute “final meeting of the members of the limited liability partnership” and in sub-paragraph (b), for “final



<i>Provisions</i>	<i>Modifications</i>
new paragraph (7)	meetings of the company” substitute “final meetings of the members of the limited liability partnership”. Insert a new paragraph (7) as follows – “(7) Paragraphs (3) and (4) of Article 78 are to apply for the purposes of this Article as they apply for the purposes of that Article.”.
<b>Article 147 (release (voluntary winding up))</b> paragraph (2)	In sub-paragraph (a), for “a general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.
<b>Article 158 (power to make over assets to employees)</b>	Delete Article 158.
<b>Article 163 (resolutions passed at adjourned meetings)</b>	After “contributories” insert “or of the members of a limited liability partnership”.
<b>Article 164 (meeting to ascertain wishes of creditors or contributories)</b> paragraph (3)	Delete “the Companies Order or”.
<b>Article 170 (fraud, etc., in anticipation of winding up)</b> paragraph (1)	For “passes a resolution for voluntary winding up” substitute “makes a determination that it be wound up voluntarily”.
<b>Article 171 (transactions in fraud of creditors)</b> paragraph (1)	For “passes a resolution for voluntary winding up” substitute “makes a determination that it be wound up voluntarily”.
<b>Article 174 (material omissions from statement relating to company’s affairs)</b> paragraph (2)	For “passed a resolution for voluntary winding up” substitute “made a determination that it be wound up voluntarily”.

<i>Provisions</i>	<i>Modifications</i>
<b>Article 178 (wrongful trading)</b>	
paragraph (2)	Delete from “but the High Court shall not” to the end of the paragraph.
<b>After Article 178</b>	Insert the following new Article 178A –
	<p><i>“Adjustment of withdrawals</i></p> <p><b>178A.</b>-(1) This Article has effect in relation to a person who is or has been a member of a limited liability partnership where, in the course of the winding up of that limited liability partnership, it appears that paragraph (2) applies in relation to that person.</p> <p>(2) This paragraph applies in relation to a person if –</p> <p>(a) within the period of two years ending with the commencement of the winding up, he was a member of the limited liability partnership who withdrew property of the limited liability partnership, whether in the form of a share of profits, salary, repayment of or payment of interest on a loan to the limited liability partnership or any other withdrawal of property, and</p> <p>(b) it is proved by the liquidator to the satisfaction of the High Court that at the time of the withdrawal he knew or had reasonable grounds for believing that the limited liability partnership –</p> <p>(i) was at the time of the withdrawal unable to pay its debts within the meaning of Article 103, or</p> <p>(ii) would become so unable to pay its debts after the assets of the limited liability partnership had been depleted by</p>

<i>Provisions</i>	<i>Modifications</i>
	<p>that withdrawal taken together with all other withdrawals (if any) made by any members contemporaneously with that withdrawal or in contemplating when that withdrawal was made.</p> <p>(3) Where this Article has effect in relation to any person the High Court, on the application of the liquidator, may declare that that person is to be liable to make such contribution (if any) to the limited liability partnership's assets as the Court thinks proper.</p> <p>(4) The High Court shall not make a declaration in relation to any person the amount of which exceeds the aggregate of the amounts or values of all the withdrawals referred to in paragraph (2) made by that person within the period of two years referred to in that paragraph.</p> <p>(5) The High Court shall not make a declaration under this Article with respect to any person unless that person knew or ought to have concluded that after each withdrawal referred to in paragraph (2) there was no reasonable prospect that the limited liability partnership would avoid going into insolvent liquidation.</p> <p>(6) For the purposes of paragraph (5) the facts which a member ought to know or ascertain and the conclusions which he ought to reach are those which would be known, ascertained, or reached by a reasonably diligent person having both:</p> <p>(a) the general knowledge, skill and experience that may reasonably be expected of a person carrying out the same functions as are carried</p>

<i>Provisions</i>	<i>Modification</i>
	<p>out by that member in relation to the limited liability partnership, and</p> <p>(b) the general knowledge, skill and experience that that member has.</p> <p>(7) For the purposes of this Article a limited liability partnership goes into insolvent liquidation if it goes into liquidation at a time when its assets are insufficient for the payment of its debts and other liabilities and the expenses of the winding up.</p> <p>(8) In this Article “member” includes a shadow member.</p> <p>(9) This Article is without prejudice to Article 178.”.</p>
<b>Article 179 (proceedings under Articles 177 and 178)</b>	
paragraph (1)	For “Article 177 or 178” substitute “Article 177, 178 or 178A”.
paragraph (2)	For “either Article” substitute “any of those Articles”.
paragraph (4)	For “either Article” substitute “any of those Articles”.
paragraph (5)	For “Articles 177 and 178” substitute “Articles 177, 178 and 178A”.
<b>Article 182 (prosecution of delinquent officers and members of company)(a)</b>	
paragraph (1)	For “officer, or any member, of the company” substitute “member of the limited liability partnership”.
paragraphs (2), (3) and (5)	For “officer of the company, or any member of it,” substitute “officer or member of the limited liability partnership”.
<b>Article 346 (categories of preferential debts)(b)</b>	
paragraph (1)	In paragraph (1), omit the words “or an individual”.
paragraph (2)	In paragraph (2), omit the words “or the individual”.

- (a) Article 182 was amended by Article 27 of the Companies (No. 2) (Northern Ireland) Order 1990 and by Article 8 of the Insolvency (Northern Ireland) Order 2002
- (b) Article 346 was amended by section 7 of, and Schedule 2 to, the Finance Act 1991 (c. 31) (as inserted by section 9 of the Finance (No. 2) Act 1992 (c. 48)), by section 36 of the Finance Act 1993 (c. 34), by section 64 of, and paragraph 7(6) of Schedule 7 to, the Finance Act 1994 (c. 9), by section 17 of the Finance Act 1995 (c. 4), by section 60 of, and paragraph 12(5) of Schedule 8 to, the Finance Act 1996 (c. 8) and by section 30(2) of, and paragraph 5(1) of Schedule 7 to, the Finance Act 2000 (c. 17)

<i>Provisions</i>	<i>Modifications</i>
<b>Article 347 (“the relevant date”)(a)</b>	
paragraph (3)	In sub-paragraph (ab), for “passed a resolution for voluntary winding up” substitute “made a determination that it be wound up voluntarily”.
	In sub-paragraph (c), for “passing of the resolution for the winding up of the company” substitute “making of the determination by the limited liability partnership that it be wound up voluntarily”.
paragraph (5)	Omit paragraph (5).
paragraph (6)	Omit paragraph (6).
<b>Article 348 (acting as insolvency practitioner without qualification)(b)</b>	
paragraph (1)	Omit the words “or an individual”.
<b>Article 348A (authorisation of nominees and supervisors)(c)</b>	
paragraph (1)	Omit “or Part VIII”.
<b>Article 359 (insolvency rules)(d)</b>	
paragraph (2)	Omit sub-paragraph (b).
paragraph (2A)	Omit the words “or Schedule 6”.
<b>Article 361 (fees orders)</b>	
paragraph (2)	Omit sub-paragraph (b).
<b>Article 362 (monetary limits)(e)</b>	
paragraph (1)	In sub-paragraph (a), omit the following – “Article 215(5) (maximum debt for calculating majority of creditors for assent to deed of arrangement); Article 221(4) (maximum debt for calculating majority of creditors for assent to dispense with security by trustee under deed of arrangement);”.
	Omit paragraph (1)(b).

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- (a) Article 347 was amended by Articles 3 and 4 of, and paragraph 10 of Schedule 1 and paragraph 11 of Schedule 2 to, the Insolvency (Northern Ireland) Order 2002 and by S.R. 2002 No. 334
- (b) Article 348 was amended by Article 6(2) of the Insolvency (Northern Ireland) Order 2002
- (c) Article 348A was inserted by Article 6(3) of the Insolvency (Northern Ireland) Order 2002
- (d) Article 359 was amended by S.R. 2002 No. 223
- (e) Article 362(1) was amended by Article 3 of, and paragraph 11 of Schedule 1 to, the Insolvency (Northern Ireland) Order 2002

<i>Provisions</i>	<i>Modification</i>
<b>Article 364 (insolvent partnerships)(a)</b>	Delete Article 364.
<b>Article 365 (insolvent estates of deceased persons)(b)</b>	Delete Article 365.
<b>Article 366 (power to apply Parts II to VII to formerly authorised banks, etc.)(c)</b>	Delete Article 366.
<b>Article 370 (Northern Ireland Assembly disqualification)</b>	Delete Article 370.
<b>Article 379 (transitional provisions and savings)</b>	Delete Article 379.
<b>Schedule A1 (moratorium where directors propose voluntary arrangement)(d)</b>	In the heading, for “DIRECTORS PROPOSE” substitute “THE LIMITED LIABILITY PARTNERSHIP PROPOSES”.
paragraph 17	
sub-paragraph (1)	For “directors of a company wish” substitute “limited liability partnership wishes”. For “they” substitute “the designated members of the limited liability partnership”.
sub-paragraph (2)	In head (c) for “meetings of the company and” substitute “a meeting of”.
paragraph 18	
sub-paragraph (1)	For “directors of a company” substitute “designated members of the limited liability partnership”.  In sub-paragraph (1)(e)(iii) for “meetings of the company and” substitute “a meeting of”.
paragraph 19	
sub-paragraph (2)	For “meetings” substitute “meeting”.  For “are” substitute “is”.  Omit the words in parentheses.
sub-paragraph (3)	For “either of those meetings” substitute “the meeting”.  For “those meetings were”, substitute “that meeting was”. Omit the words in parentheses.
sub-paragraph (4)	For “either” substitute “the”.

(a) Article 364(1) was amended by S.R. 2002 No. 223

(b) Article 365(1) was amended by S.R. 2002 No. 223

(c) Article 366 was amended by paragraph 4 of Schedule 5 to the Bank of England Act 1998 (c. 11) and by S.I. 2001/3649 and S.I. 2002/1555

(d) Schedule A1 was inserted by Article 3 of, and paragraph 5 of Schedule 1 to, the Insolvency (Northern Ireland) Order 2002

<i>Provisions</i>	<i>Modifications</i>
sub-paragraph (6)(c)	For “one or both of the meetings” substitute “the meeting”.
paragraph 20	
sub-paragraph (1)	For “directors” substitute “designated members of the limited liability partnership”.
sub-paragraph (2)	For “directors” substitute “designated members of the limited liability partnership”.
paragraph 23	
sub-paragraph (1)(b)	Omit.
sub-paragraph (1)(c)	For “resolution may be passed” substitute “determination that it may be wound up may be made”.
sub-paragraph (2)	For “transfer of shares” substitute “any transfer by a member of the limited liability partnership of his interest in the property of the limited liability partnership”.
paragraph 31	
sub-paragraph (8)	For “directors” substitute “designated members of the limited liability partnership”.
sub-paragraph (9)	For “directors” substitute “designated members of the limited liability partnership”.
paragraph 34	
sub-paragraph (2)	For “directors” substitute “designated members of the limited liability partnership”.
paragraph 35	
sub-paragraph (2)(c)	For “directors” substitute “designated members of the limited liability partnership”.
paragraph 36(1)	Omit “, director”.
paragraph 39	
sub-paragraph (1)	For “meetings of the company and its creditors” substitute “a meeting of the creditors of the limited liability partnership.”.
paragraph 40	
sub-paragraph (1)	For “meetings” substitute “meeting”.
new sub-paragraph (2A)	Insert a new sub-paragraph (2A) as follows – “(2A) If modifications to the proposal are proposed at the meeting the chairman of the meeting shall, before

<i>Provisions</i>	<i>Modifications</i>
	the conclusion of the meeting, ascertain from the limited liability partnership whether or not it accepts the proposed modifications; and if at that conclusion the limited liability partnership has failed to respond to a proposed modification it shall be presumed not to have agreed to it.”.
sub-paragraph (3)	For “either” substitute “the”.  After “the result of the meeting”, in the first place where it occurs, insert “(including, where modifications to the proposal were proposed at the meeting, the response to those proposed modifications made by the limited liability partnership”.  At the end add “and to the limited liability partnership”.
paragraph 41	
sub-paragraph (1)	For “meetings” substitute “meeting”.
sub-paragraph (7)	For “directors of the company” substitute “designated members of the limited liability partnership”.  For “meetings (or either of them)” substitute “meeting”. For “directors intend” substitute “limited liability partnership intends”.  For “those meetings” substitute “that meeting”.
paragraph 42	
sub-paragraph (2)	For heads (a) and (b) substitute “with the day on which the meeting summoned under paragraph 39 is first held”.
paragraph 46	
sub-paragraph (2)	For sub-paragraph (2) substitute “The decision has effect if, in accordance with the rules, it has been taken by the creditors’ meeting summoned under paragraph 39.”.
sub-paragraph (3)	Omit.
sub-paragraph (4)	Omit.
sub-paragraph (5)	Omit.



<i>Provisions</i>	<i>Modification</i>
paragraph 47	
sub-paragraph (5)(a)	For “each of the reports of the meetings” substitute “the report of the meeting”.
paragraph 48	
sub-paragraph (1)(a)	For “one or both of the meetings” substitute “the meeting”.
sub-paragraph (1)(b)	For “either of those meetings” substitute “the meeting”.
sub-paragraph (2)(a)	For “either of the meetings” substitute “the meeting”.
	After sub-paragraph (2)(a) insert new (aa) as follows “(aa) any member of the limited liability partnership;”.
sub-paragraph (2)(b)	Omit “creditors”.
sub-paragraph (3)(a)	For “each of the reports” substitute “the report”.
sub-paragraph (3)(b)	Omit “creditors”.
sub-paragraph (4)(a)(ii)	Omit “in question”.
sub-paragraph (4)(b)(i)	For “further meetings” substitute “a further meeting” and for “directors” substitute “limited liability partnership”.
sub-paragraph (4)(b)(ii)	Omit “company or (as the case may be) creditors”.
paragraph 49(1)	For “one or both of the meetings” substitute “the meeting”.
<b>Schedule 1 (powers of administrator or administrative receiver)</b>	
paragraph 20	For paragraph 20 substitute the following – “20. Power to enforce any rights the limited liability partnership has against the members under the terms of the limited liability partnership agreement.”.
<b>Schedule 6 (provisions capable of inclusion in individual insolvency rules)</b>	Omit Schedule 6.
<b>Schedule 7 (punishment of offences)(a)</b>	
Article 19A(1)	In the entry relating to Article 19A(1), delete “members’ or”.
Article 71(2)	In the entry relating to Article 71(2), for “resolution for voluntary winding up” substitute “making of

(a) Schedule 7 was amended by Article 113 of, and Schedule 6 to, the Companies (No.2) (Northern Ireland) Order 1990 and by Articles 3, 4 and 5 of, and paragraph 12 of Schedule 1, paragraph 12 of Schedule 2 and paragraph 15 of Schedule 3 to, the Insolvency (Northern Ireland) Order 2002

<i>Provisions</i>	<i>Modifications</i>
Article 75(4)	determination for voluntary winding up”. In the entry relating to Article 75(4), for “Director” substitute “Designated member”.
Article 79(3)	In the entry relating to Article 79(3), for “general meeting of company” substitute “meeting of members of the limited liability partnership”.
Article 85(3)	In the entry relating to Article 85(3), for “Directors” substitute “Designated members.”
Article 91(3)	In the entry relating to Article 91(3), for “company general meeting” substitute “meeting of the members of the limited liability partnership”.
Article 92(6)	In the entry relating to Article 92(6), for “final meeting of company” substitute “final meeting of members of the limited liability partnership”.
Articles 324(1) to 333(1)	Delete the entries relating to Articles 324(1) to 333(1).
Schedule A1	In the entry relating to Schedule A1, para. 20(2) for “Directors” substitute “Designated members”.  In the entry relating to Schedule A1, para. 31(9) for “Directors” substitute “Designated members”.

## 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 –

**“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(a), 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.”.

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(a) Article 36 was amended by S.R. 1997 No. 251

(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 “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

(c) 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,

(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.

## SCHEDULE 5

Regulation 10

### APPLICATION OF SUBORDINATE LEGISLATION

#### PART I

1. The Companies (Revision of Defective Accounts and Report) Regulations (Northern Ireland) 1991(a).
2. The Companies (Defective Accounts) (Authorised Person) Order (Northern Ireland) 1991(b).
3. The Accounting Standards (Prescribed Body) Regulations (Northern Ireland) 1990(c).
4. The Companies (Inspection and Copying of Registers, Indices and Documents) Regulations (Northern Ireland) 1993(d).
5. The Companies (Registers and other Records) Regulations (Northern Ireland) 1986(e).
6. Companies (1986 Order) (Disclosure of Remuneration for Non-Audit Work) Regulations (Northern Ireland) 1993(f).

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(a) S.R. 1991 No. 268 as amended by S.R. 1995 No. 128 and S.R. 1997 No. 423

(b) S.R. 1991 No. 269

(c) S.R. 1990 No. 338

(d) S.R. 1993 No. 66

(e) S.R. 1986 No. 306

(f) S.R. 1993 No. 65

(g) S.R. 1991 No. 302 as amended by S.R. 1993 No. 317, S.R. 1993 No. 454 and S.R. 2003 No. 547

(h) S.R. 1991 No. 301

## PART II

1. The Insolvency Practitioners Regulations (Northern Ireland) 1991**(g)**.
2. The Insolvency Practitioners (Recognised Professional Bodies) Order (Northern Ireland) 1991**(h)**.
3. The Insolvency Rules (Northern Ireland) 1991**(a)**.
4. The Insolvency (Fees) Order (Northern Ireland) 1991**(b)**.
5. The Insolvency (Deposits) Order (Northern Ireland) 1991**(c)**.
6. The Co-operation of Insolvency Courts (Designation of Relevant Countries and Territories) Order 1986**(d)**.
7. The Co-operation of Insolvency Courts (Designation of Relevant Countries) Order 1996**(e)**.
8. The Co-operation of Insolvency Courts (Designation of Relevant Country) Order 1998**(f)**.
9. The Insolvency (Monetary Limits) Order (Northern Ireland) 1991**(g)**.
10. The Insolvency Regulations (Northern Ireland) 1996**(h)**.

## PART III

1. The Company and Business Names Regulations (Northern Ireland) 1984**(i)**.
2. The Companies (Disqualification Orders) Regulations (Northern Ireland) 2003**(j)**.
3. The Insolvent Companies (Disqualification of Unfit Directors) Proceedings Rules (Northern Ireland) 2003**(k)**.
4. The Uncertificated Securities Regulations 2001**(l)**.
5. The Insolvent Companies (Reports on Conduct of Directors) Rules (Northern Ireland) 2003**(m)**.

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- (a)** S.R. 1991 No. 364 as amended by S.R. 1994 No. 26, S.R. 1995 No. 291, S.R. 2000 No. 247, S.R. 2002 No. 261 and S.R. 2003 No. 549
- (b)** S.R. 1991 No. 385 as amended by S.R. 1992 No. 398 and S.R. 1996 No. 576
- (c)** S.R. 1991 No. 384 as amended by S.R. 1996 No. 577
- (d)** S.I. 1986/2123
- (e)** S.I. 1996/253
- (f)** S.I. 1998/2766
- (g)** S.R. 1991 No. 386
- (h)** S.R. 1996 No. 574
- (i)** S.R. 1984 No. 49
- (j)** S.R. 2003 No. 347
- (k)** S.R. 2003 No. 358
- (l)** S.I. 1995/3272
- (m)** S.R. 2003 No. 357

## EXPLANATORY NOTE

*(This note is not part of the Regulations)*

The Limited Liability Partnerships Act (Northern Ireland) 2002 provided for the creation of Limited Liability Partnerships (LLPs) and for the making of regulations concerning them. These Regulations regulate LLPs by applying to them, with appropriate modifications, the appropriate provisions of the existing law which relate to companies and partnerships.

The Regulations are structured in seven Parts accompanied by five Schedules. They apply to LLPs, with appropriate modifications to reflect the structure of LLPs, a large number of the provisions contained within the Companies (Northern Ireland) Order 1986, the Insolvency (Northern Ireland) Order 1989 and the Company Directors Disqualification (Northern Ireland) Order 2002.

The Regulations amend the relevant primary legislation by way of general modifications which provide that references to a company include references to a limited liability partnership, and references to a director or officer include a reference to a member of an LLP. Throughout the Schedules there are references to designated members. This category of member is responsible for a number of administrative filing duties of the LLP but is also representative of the LLP and its membership in circumstances such as the appointment, removal and remuneration of auditors.

**Part I of the Regulations** contains the citation, commencement and interpretation provisions to be applied to the Regulations, and gives the date on which they come into operation.

**Part II of, and Schedule 1 to, the Regulations** apply the provisions of Part VIII of the Companies (Northern Ireland) Order 1986 (accounts and audit) and its attendant Schedules to LLPs with appropriate modifications. Schedule 1 lists only those Articles contained in Part VIII of the Companies (Northern Ireland) Order 1986, (including the Schedules relating to those Articles), which have been modified in their application to LLPs or not applied to LLPs. Therefore, if Schedule 1 does not refer to a particular Article, which is contained in Part VIII of the Companies (Northern Ireland) Order 1986, or paragraph of a relevant Schedule, then that Article or paragraph will apply to LLPs, subject only to the general modifications set out in regulation 3. The accounts and audit provisions, as applied by Part II of, and Schedule 1 to, the Regulations, impose accounting requirements on LLPs which are similar to those for companies. They require that LLPs file annual accounts with the registrar of companies, and place audit requirements on LLPs similar to those imposed on companies. They also define the form and content of the accounts, and allow derogations for small and medium sized LLPs.

**Part III of, and Schedule 2 to, the Regulations** apply to LLPs the remainder of the provisions of the Companies (Northern Ireland) Order 1986 with appropriate modifications. Schedule 2 lists all those Articles which apply to LLPs. If Schedule 2 does not refer to a particular Article of the Companies (Northern Ireland) Order 1986 then that Article will not apply to LLPs. Part III of, and Schedule 2 to, the Regulations regulate an LLP by applying provisions, many of which are the same as or similar to those imposed on companies, but which reflect the different nature and structure of LLPs. They include provision for:

**the execution of documents** including bills of exchange and promissory notes and the execution of deeds abroad;

**the registration of debenture holders** including a right for the holders of debentures issued by an LLP to inspect the register, the liability of trustees of debentures and perpetual debentures;

**the officers and registered office** including a requirement to register changes in the registered office of an LLP with the registrar of companies;

**company identification** - the name of an LLP is to appear outside its place of business and on correspondence, in addition an LLP may have a common seal;

**annual return** - this part of the Regulations provides that it is the duty of an LLP to deliver an annual return to the registrar of companies and sets out requirements as to the content of the annual return;

**auditors** - an LLP is, in general, required to appoint auditors; provision is made for the appointment of auditors by the Department of Enterprise, Trade and Investment where an LLP is in default; the auditors have various rights including the right to have access to an LLP's books, accounts and information as necessary, the right to attend meetings of the LLP, and certain rights in the event of being removed or not being re-appointed; provision is also made for the resignation of auditors and the making of a statement by a person ceasing to hold office as auditor;

**registration of charges** - Articles 402 to 416 of the Companies (Northern Ireland) Order 1986 will apply to LLPs, with modifications, until Article 28 of the Companies (No. 2) (Northern Ireland) Order 1990 is commenced or some other amendment is made;

**arrangements and reconstructions** - an LLP will have the power to compromise with its creditors and members; the Articles set out detailed provisions concerning the circulation of information on any compromise together with provisions for facilitating an LLP's reconstruction or amalgamation;

**investigation of LLPs and their affairs** - an investigation of an LLP may be made following its own application or that of its members; the Articles set out detailed provisions concerning investigations, the production of documents and evidence, contempt of court, inspectors' reports and the use of inspectors' reports as evidence;

**fraudulent trading** is punished in the case of an LLP in the same way as a company;

**unfair prejudice** - Schedule 2 applies the Companies (Northern Ireland) Order 1986 so that, in general, there is a remedy for the members of an LLP should they suffer unfair prejudice; the members of a limited liability partnership may, however, by unanimous agreement exclude the right contained in Article 452(1) for such period as may be agreed;

**matters arising subsequent to winding up** - the provisions deal with various matters including the power of the court to declare the dissolution of a company void, the striking out by the registrar of companies of a defunct company and crown disclaimer of property vesting as bona vacantia;

**registrar of companies** - Schedule 2 sets out the registrar's functions and offices in relation to LLPs;

**miscellaneous and supplementary provisions** - the provisions deal with various matters including the form of company registers etc., the use of computers for company records, the service of documents, the powers of a court to grant relief in certain cases, and the punishment of offences.

**Part III of the Regulations** also applies the provisions of the Company Directors Disqualification (Northern Ireland) Order 2002 to LLPs with appropriate modifications. These provide that members of an LLP will be subject to the same penalties that currently apply to company directors under that Order and may be disqualified from being a member of an LLP or a director of a company under those provisions.

**Part IV of, and Schedule 3 to, the Regulations** apply to LLPs the provisions of Parts I to V, Part VII and Parts XI to XIV of the Insolvency (Northern Ireland) Order 1989, with appropriate modifications. Schedule 3 lists only those Articles contained in Parts I to V, Part VII and Parts XI to XIV which have been modified or omitted in their application to LLPs. If there is no reference in Schedule 3 to a particular Article contained in Parts I to V, Part VII and Parts XI to XIV of the Insolvency (Northern Ireland) Order 1989 then that Article will apply to LLPs subject to the general modifications contained in regulation 5. The insolvency provisions as applied to LLPs include provisions for voluntary arrangements, administration orders, receivership, winding-up and liquidations. The most notable modifications of the provisions which apply to companies are an additional Article, Article 178A and the re-worded Article 61.



The new Article 178A provides that withdrawals made by members during the two years prior to the commencement of winding-up will be subject to claw back if it is proved that at the time of the withdrawal members knew or had reasonable grounds for believing that the LLP was, or would be made, insolvent. The modified Article 61 provides that in the event that an LLP is wound up, both past and present members of the LLP are liable to contribute to the assets of the LLP to the extent that they have agreed to do so with the other members, in the limited liability partnership agreement.

**Part V of the Regulations** applies provisions contained in Parts XV and XXIV of the Financial Services and Markets Act 2000 to LLPs. These Parts provide for insolvency arrangements of LLPs which are authorised under the Financial Services and Markets Act 2000. In addition, these Parts give the Financial Services Authority powers to ask the courts to wind up, or initiate other insolvency procedures against, authorised and certain other persons. It also enables the Authority to be heard by the court when such proceedings are commenced by third parties.

**Part VI of the Regulations** provides for default provisions governing the rights and duties of members, which modify those contained in section 24 of the Partnership Act 1890. They will apply when there is no existing limited liability partnership agreement, or where the agreement does not wholly deal with a particular issue.

**Part VII of, and Schedule 4 to, the Regulations** contain general and consequential amendments.

**Part VII of, and Schedule 5 to, the Regulations** apply to LLPs certain pieces of subordinate legislation made under the Companies (Northern Ireland) Order 1986, the Insolvency (Northern Ireland) Order 1989 and other primary legislation.