

SCHEDULE 1

Regulation 83

TRANSITIONAL PROVISIONS: APPLICATION OF PROVISIONS OF COMPANIES ACT 2006

PART 1

INTRODUCTORY

Introduction

1.—(1) This Schedule contains transitional provisions and savings in connection with the coming into force of the provisions of these Regulations applying provisions of the Companies Act 2006 to LLPs.

(2) In this Schedule—

“the 1985 Act” means the Companies Act 1985⁽¹⁾, and

“the 1986 Order” means the Companies (Northern Ireland) Order 1986⁽²⁾.

(3) References in this Schedule to an LLP in relation to times before 1st October 2009 include a limited liability partnership registered under the Limited Liability Partnerships Act (Northern Ireland) 2002.

(4) References in this Schedule to an LLP registered immediately before 1st October 2009 include a limited liability partnership registered under that Act on an application made before, but not determined before, that date (see paragraph 2 of Schedule 2 below).

PART 2

FORMALITIES OF DOING BUSINESS

Execution of deeds etc

2.—(1) Section 47 of the Companies Act 2006 (execution of deeds or other documents by attorney), as applied to LLPs by regulation 4, applies where the instrument empowering a person to act as an LLP’s attorney is executed on or after 1st October 2009.

(2) Section 38 of the 1985 Act or Article 48 of the 1986 Order, as applied to LLPs, continues to have effect where the power to act as an LLP’s attorney was conferred before that date (including in relation to instruments executed by the attorney on behalf of the LLP on or after that date).

(1) 1985 c. 6.

(2) S.I. 1986/1032 (N.I.6).

PART 3

AN LLP'S NAME

An LLP's name

3.—(1) The following provisions of the Companies Act 2006, as applied to LLPs by regulations 8 to 11, do not affect the continued registration of an LLP by a name by which it was duly registered immediately before 1st October 2009.

(2) The provisions are—

- (a) section 54 (name suggesting connection with government or public authority);
- (b) section 55 (other sensitive words or expressions);
- (c) section 57 (permitted characters etc);
- (d) section 65 (inappropriate use of indications of company type or legal form);
- (e) section 66 (name not to be the same as another in registrar's index).

4. Sections 54 to 56 of the Companies Act 2006 (sensitive words and expressions), as applied to LLPs by regulation 8, apply to applications for approval received by the Secretary of State on or after 1st October 2009.

PART 4

AN LLP'S MEMBERS

Particulars to be registered

5.—(1) The duty of an LLP to keep a register of members under section 162 of the Companies Act 2006 (register of members), as applied to LLPs by regulation 18, has effect on and after 1st October 2009.

(2) In the case of an LLP that was registered immediately before 1st October 2009—

(a) the address of a member notified under—

- (i) section 2(2)(e) or 9(1)(b) of the Limited Liability Partnerships Act 2000, or
- (ii) Article 2(2)(e) or 9(1)(b) of the Limited Liability Partnerships Act (Northern Ireland) 2002,

is to be treated, on and after 1st October 2009, as a service address, and

(b) any entry in the LLP's register of members stating that address is treated as complying with the obligation in section 163(1)(b) of the Companies Act 2006, as applied to LLPs by regulation 18, to state a service address.

(3) The operation of this paragraph does not give rise to any obligation to notify the registrar under section 9(1)(b) of the Limited Liability Partnerships Act 2000.

Register of members' residential addresses

6.—(1) The duty of an LLP to keep a register of members' residential addresses under section 165 of the Companies Act 2006 (register of residential addresses), as applied to LLPs by regulation 18, has effect on and after 1st October 2009.

(2) The entry on that register of information does not give rise to any duty to notify the registrar under section 9 of the Limited Liability Partnerships Act 2000 (registration of membership changes).

Members: entries on the register of companies

7.—(1) The registrar may make such entries in the register as appear to be appropriate having regard to paragraphs 5 and 6 above and the information appearing on the register immediately before 1st October 2009 or notified to the registrar in pursuance of an obligation arising before that date.

(2) In particular, the registrar may record an address falling within paragraph 5 as a service address.

(3) Any notification of a change of an address of a member occurring before 1st October 2009 that is received by the registrar on or after that date is treated as being or including notification of a change of service address.

Members' residential addresses: protection from disclosure

8. Where a member's usual residential address appears as a service address—

- (a) in the LLP's register of members by virtue of paragraph 5 above, or
- (b) in the register of LLPs by virtue of paragraph 7,

that address is not protected information for the purposes of sections 240 to 246 of the Companies Act 2006, as applied to LLPs by regulation 19.

9.—(1) Section 242(1) of the Companies Act 2006 (duty of registrar to omit protected information from material available for inspection), as applied to LLPs by regulation 19, does not apply—

- (a) to material delivered to the registrar before 1st October 2009, or
- (b) to material delivered to the registrar on or after 1st October 2009 by virtue of paragraph 7(3) (notification of change occurring before that date).

(2) Sub-paragraph (1) above has effect subject to paragraph 11 below (which provides for the continued protection of information formerly protected by a confidentiality order).

10. In determining under section 245(1) of the Companies Act 2006, as applied to LLPs by regulation 19, whether to put a member's usual residential address on the public record, the registrar may take into account only—

- (a) communications sent by the registrar on or after 1st October 2009, and
- (b) evidence as to the effectiveness of service coming to the registrar's attention on or after that date.

Continuation of protection afforded by confidentiality orders under the 1985 Act

11.—(1) A member in relation to whom a confidentiality order under section 723B of the 1985 Act, as applied to LLPs, was in force immediately before 1st October 2009 is treated on and after that date as if—

- (a) the member had made an application under section 1088 of the Companies Act 2006 (application to make address unavailable for public inspection), as applied to LLPs, in respect of any address that immediately before that date was contained in "confidential records" as defined in section 723D(3) of the 1985 Act, and
- (b) that application had been determined by the registrar in the member's favour.

(2) The provisions of Parts 1, 3 and 4 of the Companies (Disclosure of Address) Regulations 2009(3) relating to decisions of the registrar in favour of an applicant (in particular, as to the duration and revocation of such a decision) apply accordingly.

(3) [S.I. 2009/214](#).

(3) As those regulations apply in accordance with this paragraph any reference to an offence under section 1112 of the Companies Act 2006 (false statement) as applied to LLPs by regulation 69 shall be read as a reference to an offence under the Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002(4) in relation to the application for the confidentiality order.

12.—(1) A member in relation to whom a confidentiality order under section 723B of the 1985 Act as applied to LLPs was in force immediately before 1st October 2009 is treated on and after that date as if—

- (a) the member had made an application under section 243(5) of the Companies Act 2006 (application to prevent disclosure of protected information by registrar to credit reference agency), as applied to LLPs by regulation 19, and
- (b) that application had been determined by the registrar in the member's favour.

(2) The provisions of Parts 1, 2 and 4 of the Companies (Disclosure of Address) Regulations 2009 relating to decisions of the registrar in favour of an applicant (in particular, as to the duration and revocation of such a decision) apply accordingly.

(3) As those regulations apply in accordance with this paragraph any reference to an offence under section 1112 (false statement) as applied to LLPs by regulation 69 shall be read as a reference to an offence under the Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 in relation to the application for the confidentiality order.

13. Where a confidentiality order under section 723B of the 1985 Act as applied to LLPs was in force immediately before 1st October 2009 in relation to a member, section 162(5) and (8) of the Companies Act 2006 as applied to LLPs by regulation 18 do not apply in relation to the part of the LLP's register containing particulars of the usual residential address of the individual that before that date were protected from disclosure.

Effect of pending application for confidentiality order

14.—(1) The Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 continue to apply in relation to an application for a confidentiality order made before 1st October 2009.

(2) Paragraphs 11 to 13 above (continuity of protection afforded by confidentiality orders) apply to a person in respect of whom such an application has been made, and has not been determined or withdrawn, as to a person in relation to whom a confidentiality order was in force immediately before that date.

(3) If the application is dismissed or withdrawn, those paragraphs cease to apply.

(4) If the application is successful those paragraphs continue to apply as in the case of an individual in relation to whom a confidentiality order was in force immediately before 1st October 2009.

(4) [S.I. 2002/915](#).

PART 5

AN LLP'S ANNUAL RETURN

Annual returns

15.—(1) Sections 854, 855, 855A and 858 of the Companies Act 2006 (annual returns), as applied to LLPs by regulations 30 and 31, apply to annual returns made up to a date on or after 1st October 2009.

(2) Sections 363 and 364 of the 1985 Act or Articles 371 and 372 of the 1986 Order, as applied to LLPs, continue to apply to annual returns made up to a date before 1st October 2009.

(3) Any reference in the Companies Act 2006 (as applied to LLPs) to an LLP's last return, or to a return delivered in accordance with Part 24 of that Act, shall be read as including (so far as necessary to ensure the continuity of the law) a return made up to a date before 1st October 2009 or delivered in accordance with the 1985 Act or the 1986 Order (as applied to LLPs).

PART 6

LLP CHARGES

LLP charges

16.—(1) Sections 860 and 878 of the Companies Act 2006 (charges created by LLP), as applied to LLPs by regulations 32 and 39, apply to charges created on or after 1st October 2009.

(2) The corresponding provisions of the 1985 Act or 1986 Order, as applied to LLPs, continue to apply to charges created before that date.

17.—(1) Sections 862 and 880 of the Companies Act 2006 (charges existing on property acquired), as applied to LLPs by regulations 32 and 39, apply to property acquired on or after 1st October 2009.

(2) Sections 400 and 416 of the 1985 Act or Article 407 of the 1986 Order, as applied to LLPs, continue to apply to property acquired before that date.

18.—(1) Sections 863 and 882 of the Companies Act 2006 (charge in series of debentures), as applied to LLPs by regulations 33 and 40, apply where the first debenture of the series is executed on or after 1st October 2009.

(2) The corresponding provisions of the 1985 Act or the 1986 Order, as applied to LLPs, continue to apply where the first debenture of the series is executed before that date.

19.—(1) Section 868 of the Companies Act 2006 (Northern Ireland: registration of certain charges etc affecting land), as applied to LLPs by regulation 35, applies where the date of registration of the charge in the Land Registry is on or after 1st October 2009.

(2) Article 408 of the 1986 Order, as applied to LLPs, continues to apply where the date of registration of the charge in the Land Registry is before that date.

20.—(1) Section 871 of the Companies Act 2006 (notice to registrar of appointment of receiver or manager etc), as applied to LLPs by regulation 36, applies where the order or appointment is made, or the receiver or manager ceases to act, on or after 1st October 2009.

(2) Section 405 of the 1985 Act or Article 413 of the 1986 Order, as applied to LLPs, continues to apply where the order or appointment is made, or the receiver or manager ceases to act, before that date.

21.—(1) Sections 872 and 887 of the Companies Act 2006 (entries of satisfaction and release), as applied to LLPs by regulations 36 and 42, apply to statements delivered to the registrar on or after 1st October 2009.

(2) Section 403 or 419 of the 1985 Act or Article 411 of the 1986 Order, as applied to LLPs, continues to apply where the relevant statutory declaration, statement or application and statutory declaration or statement is received by the registrar before that date.

PART 7

DISSOLUTION AND RESTORATION TO THE REGISTER

Property of dissolved LLP

22.—(1) Sections 1012 to 1023 of the Companies Act 2006 (property of dissolved LLP), as applied to LLPs by regulations 52 to 55, apply in relation to the property of an LLP dissolved on or after 1st October 2009.

(2) The corresponding provisions of the 1985 Act or 1986 Order, as applied to LLPs, continue to apply in relation to the property of an LLP dissolved before that date.

Saving for applications to court made before 1st October 2009

23. The repeal of the following provisions, as applied to LLPs—

- (a) section 651 of the 1985 Act or Article 602 of the 1986 Order (power of court to declare dissolution of LLP void), or
- (b) section 653 of the 1985 Act or Article 604 of the 1986 Order (objection to striking off by person aggrieved),

does not affect an application made under that section or Article before 1st October 2009.

Application to court for restoration to the register

24. Sections 1029 to 1032 of the Companies Act 2006 (restoration to register by the court), as applied to LLPs by regulation 57, apply whether the LLP was dissolved or struck off the register before, on or after 1st October 2009.

25.—(1) The following provisions apply where the LLP was dissolved or struck off the register before 1st October 2009.

(2) In section 1029 (application to court for restoration to register), as applied to LLPs, the references in subsection (1) to enactments under which an LLP may have been dissolved or struck off include corresponding earlier enactments as applied to LLPs (and for this purpose sections 1000 and 1003 of the Companies Act 2006 are regarded as corresponding to sections 652 and 652A of the 1985 Act and Articles 603 and 603A of the 1986 Order).

(3) No application under section 1029 as applied to LLPs may be made if an application in respect of the same dissolution or striking off has been made under section 653 of the 1985 Act or Article 604 of the 1986 Order (objection to striking off by person aggrieved) as applied to LLPs, and has not been withdrawn.

(4) Section 1030(4) (general time limit of six years) as applied to LLPs does not enable an application to be made in respect of an LLP dissolved before 1st October 2007, subject to sub-paragraphs (5) and (6).

(5) If the LLP was struck off under section 652 or 652A of the 1985 Act or Article 603 or 603A of the 1986 Order as applied to LLPs, section 1030(4) as applied to LLPs does not prevent an application being made at any time before—

- (a) 1st October 2015 (that is, six years after commencement), or
- (b) the expiration of the period of 20 years from publication in the Gazette of notice under the relevant section or Article,

whichever occurs first.

(6) Section 1030(5) (extension of period for application where application for administrative restoration refused), as applied to LLPs, applies in relation to the time limit under sub-paragraph (5) above as in relation to the time limit in section 1030(4).

Effect of restoration to the register where property has vested as *bona vacantia*

26.—(1) Section 1034 of the Companies Act 2006 (effect of restoration to the register where property has vested as *bona vacantia*), as applied to LLPs by regulation 58, applies whenever the LLP was dissolved.

(2) The following provisions apply where the LLP was dissolved before 1st October 2009.

(3) The reference in section 1034(1) to section 1012 (property of dissolved LLP to be *bona vacantia*) shall be read as a reference to section 654 of the 1985 Act or Article 605 of the 1986 Order as applied to LLPs.

(4) No deduction is to be made under section 1034(3) (deduction of reasonable costs of Crown representative from amount payable to LLP) as applied to LLPs from consideration realised before 1st October 2009.

PART 8

THE REGISTRAR OF COMPANIES

Provisions of general application

27. The general provisions of Part 35 of the Companies Act 2006 mentioned in regulation 60 apply to LLPs subject to relevant transitional provisions and savings in Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008(5) and in the Schedule to the Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009(6).

Certificates of incorporation

28. Sections 1064 and 1065 of the Companies Act 2006 (certificates of incorporation), as applied to LLPs by regulation 61, apply to certificates of incorporation whenever issued.

(5) S.I. 2008/2860 (C. 126).

(6) S.I. 2009/[].

Annotation of the register

29.—(1) Section 1081 of the Companies Act 2006 (annotation of the register), as applied to LLPs by regulation 64, applies in relation to—

- (a) documents delivered to the registrar on or after 1st October 2009 other than those delivered in pursuance of an obligation arising before that date, and
- (b) certificates issued by the registrar on or after 1st October 2009 other than those issued in response to a document delivered to the registrar before that date or in pursuance of an obligation arising before that date,

and in relation to the content of, and material derived from, such documents and certificates.

(2) The provisions applicable before 1st October 2009 (and the registrar's former practice with respect to annotation of the register) continue to apply in relation to—

- (a) documents delivered to the registrar before that date, or in pursuance of an obligation arising before that date, and
- (b) certificates issued by the registrar before that date or in response to a document delivered to the registrar before that date or in pursuance of an obligation arising before that date,

and in relation to the content of, and material derived from, such documents and certificates.

Registrar's notice to resolve inconsistency on the register

30.—(1) Section 1093 of the Companies Act 2006 (registrar's notice to resolve inconsistency on the register), as applied to LLPs by regulation 67, applies where—

- (a) a document is delivered to the registrar on or after 1st October 2009 otherwise than in pursuance of an obligation arising before that date, and
- (b) it appears to the registrar that the information contained in the document is inconsistent with other information on the register.

(2) The provisions applicable before 1st October 2009 (and the registrar's former practice with respect to inconsistencies on the register) continue to apply in relation to documents delivered to the registrar before that date or in pursuance of an obligation arising before that date.

Removal of material from the register

31.—(1) This paragraph applies to—

- (a) sections 1094 to 1097 of the Companies Act 2006 (removal of material from the register), as applied to LLPs by regulation 67, and
- (b) section 1098 of that Act (public notice of removal of certain material from the register), as so applied.

(2) Those provisions apply in relation to—

- (a) documents delivered to the registrar on or after 1st October 2009 other than those delivered in pursuance of an obligation arising before that date, and
- (b) certificates issued by the registrar on or after 1st October 2009, other than those issued in response to a document delivered to the registrar before that date or in pursuance of an obligation arising before that date,

and in relation to the content of, and material derived from, such documents and certificates.

(3) The provisions applicable before 1st October 2009 (and the registrar's former practice with respect to removal of material from the register) continue to apply in relation to—

- (a) documents delivered to the registrar before that date, or in pursuance of an obligation arising before that date, and

(b) certificates issued by the registrar before that date or in response to a document delivered to the registrar before that date or in pursuance of an obligation arising before that date, and in relation to the content of, and material derived from, such documents or certificates.

General false statement offence

32. Section 1112 of the Companies Act 2006 (general false statement offence), as applied to LLPs by regulation 69, applies to all documents delivered, and statements made, on or after 1st October 2009.

Provision and authentication by registrar of documents sent by electronic means

33. The repeal of section 710A of the 1985 Act or Article 659A of the 1986 Order (provision and authentication by registrar of documents in non-legible form) does not affect the application of those provisions as applied to LLPs on or after 1st October 2009 in relation to saved provisions of that Act or Order as applied to LLPs.

PART 9

SUPPLEMENTARY

Forms

34.—(1) Any saving in these Regulations for the effect of a provision of the 1985 Act or the 1986 Order, as applied to LLPs, requiring the use of a prescribed form extends to the form and the power under which it is prescribed.

(2) Any saving in these Regulations for the effect of a provision of the 1985 Act or the 1986 Order requiring a document to be delivered to the registrar extends to section 707B of the 1985 Act or Article 656B of the 1986 Order (delivery to the registrar using electronic communications) so far as relating to the provision in question and the delivery of documents under it.

Offences

35. Any saving in—

(a) this Schedule, or

(b) the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008(7),

for the effect of a provision of the 1985 Act or the 1986 Order as applied to LLPs that creates an offence extends to the entry relating to that provision in Schedule 24 to that Act or Schedule 23 to that Order (punishment of offences) as applied to LLPs.

Fees

36.—(1) The repeal of section 708 of the 1985 Act or Article 657 of the 1986 Order, as applied to LLPs, shall not prevent the registrar from continuing to charge fees under that section or Article, as applied to LLPs, of which notice had before the repeal been given to those to whom the services in question have been, are being or are to be provided (including notice by publication of a list of fees in respect of services provided to any person who seeks their provisions).

(7) [S.I. 2008/1911](#).

Draft Legislation: This is a draft item of legislation. This draft has since been made as a UK Statutory Instrument: *The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 No. 1804*

(2) Any regulations under section 708 of the 1985 Act or Article 657 of the 1986 Order as applied to LLPs (fees payable to registrar) that are in force immediately before 1st October 2009 have effect on or after that date as if made under section 1063 of the Companies Act 2006.