
DRAFT STATUTORY INSTRUMENTS

2024 No.

**The Limited Liability Partnerships (Application
of Company Law) Regulations 2024**

Part 3

**AMENDMENTS TO THE LIMITED LIABILITY PARTNERSHIP
(APPLICATION OF COMPANIES ACT 2006) REGULATIONS 2009**

Chapter 2

AN LLP'S NAME

Names for criminal purposes and suggesting connection with foreign governments etc

6.—(1) Regulation 8 (prohibited names and sensitive words and expressions) is amended as follows.

(2) For “Sections 53 to 56” substitute “Sections 53 to 56A”.

(3) After section 53 of the 2006 Act, as applied to LLPs by that regulation, insert—

“53A Names for criminal purposes

53A. An LLP must not be registered under the Limited Liability Partnerships Act 2000 by a name if, in the opinion of the Secretary of State, the registration of the LLP by that name is intended to facilitate—

- (a) the commission of an offence involving dishonesty or deception, or
- (b) the carrying out of conduct that, if carried out in any part of the United Kingdom, would amount to such an offence.”.

(4) After section 56 of the 2006 Act, as applied to LLPs by that regulation, insert—

“56A Names suggesting connection with foreign governments etc

56A. An LLP must not be registered under the Limited Liability Partnerships Act 2000 by a name that, in the opinion of the Secretary of State, would be likely to give the false impression that the LLP is connected with—

- (a) a foreign government or an agency or authority of a foreign government, or
- (b) an international organisation whose members include two or more countries or territories (or their governments).”.

Names containing computer code

7. After regulation 9 (permitted characters etc) insert—

“Names containing computer code

9A. Section 57A applies to LLPs, modified so it reads as follows—

“57A Names containing computer code

57A. An LLP must not be registered under the Limited Liability Partnerships Act 2000 by a name that, in the opinion of the Secretary of State, consists of or includes computer code.””

Prohibitions on registration of names following direction

8. After regulation 9A (names containing computer code), inserted by regulation 7 of these Regulations, insert—

“Prohibitions on registration of names following direction

9B. Sections 57B and 57C apply to LLPs, modified so that they read as follows—

“57B Prohibition on re-registering name following direction

(1) Where an LLP’s name has at any time been changed following a direction under section 67, 75, 76, 76A or 76B, or an order under section 73, the LLP must not subsequently be registered under the Limited Liability Partnerships Act 2000 by the original name or a name that is similar to it.

(2) But subsection (1) does not prevent the registration of the LLP by any name approved by the Secretary of State.

(3) In subsection (1)—

- (a) the reference to the name of an LLP being changed following a direction under a particular section includes a case where a new name is determined for the LLP under section 76D because of its failure to comply with the direction;
- (b) the reference to the name of an LLP being changed following an order under section 73 includes a case where a new name is determined for the LLP under section 73(4) because of its failure to comply with an order.

57C Name that another LLP or a company has been directed to change

(1) Where an LLP has at any time been directed under section 67, 75, 76, 76A or 76B, or ordered under section 73, to change its name, no other LLP may be registered under the Limited Liability Partnerships Act 2000 by that name or a name that is similar if—

- (a) that LLP is an existing LLP and there is a person who has, or has had, a relevant relationship with both LLPs, or
- (b) an application has been made for the registration of that LLP and, if it is registered, there will on its incorporation be a person who has, or has had, a relevant relationship with both LLPs.

(2) Where a company has at any time been directed under section 67, 75, 76, 76A or 76B, or ordered under section 73, to change its name, no LLP may be registered under the Limited Liability Partnerships Act 2000 by that name or a name that is similar if—

- (a) that LLP is an existing LLP and there is a person who has, or has had a relevant relationship with the company and the LLP, or
 - (b) an application has been made for registration of that LLP and, if it is registered, there will on its incorporation be a person who has, or has had, a relevant relationship with the company and the LLP.
- (3) But subsection (1) and (2) does not prevent the registration of the LLP by any name approved by the Secretary of State.
- (4) For the purposes of subsection (1) it is irrelevant whether the person has, or has had, a relevant relationship with both LLPs at the same time.
- (5) For the purposes of subsection (2) it is irrelevant whether the person has, or has had, a relevant relationship with the LLP and the company at the same time.
- (6) For the purposes of this section a person has a “relevant relationship”—
- (a) with an LLP if the person is a member or former member,
 - (b) with a company if the person is—
 - (i) an officer, or
 - (ii) a member or former member.
- (7) In subsection (1) and (2)—
- (a) the reference to the name of an LLP or a company being changed following a direction under a particular section includes a case where a new name is determined—
 - (i) for a company under section 76D, or
 - (ii) for an LLP under section 76D, as applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804, “the 2009 Regulations”), because of its failure to comply with the direction;
 - (b) the reference to the name of a company being changed following an order under section 73 or the name of an LLP being changed following an order under section 73, as applied by the 2009 Regulations, includes a case where a new name is determined—
 - (i) for a company under section 73(4),
 - (ii) or for an LLP under section 73(4), as applied by the 2009 Regulations, because of its failure to comply with an order.””

Similarity to other name on registrar's index

9.—(1) Regulation 11 (similarity to other name on registrar’s index) is amended as follows.

(2) In section 67 of the 2006 Act⁽¹⁾ (power to direct change of name in case of similarity to existing name), as applied to LLPs by that regulation—

- (a) the words from “The Secretary of State” to the end become subsection (1);
- (b) at the end insert—

(1) Section 67 of the 2006 Act was amended by section 14 of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

“(2) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates (so far as it relates to the LLP to which the direction is given).”.

(3) In section 68 of the 2006 Act⁽²⁾ (direction to change names: supplementary provisions) as applied to LLPs by that regulation, after subsection (2) insert—

“(2A) The period must be a period of at least 28 days beginning with the date of the direction.”.

Similarity to other name in which person has goodwill

10.—(1) Regulation 12 (similarity to other name in which person has goodwill) is amended as follows.

(2) In section 69 of the 2006 Act⁽³⁾ (objection to LLP’s registered name), as applied to LLPs by that regulation—

(a) in subsection (1)(b)—

(i) after “in the United Kingdom” insert “or elsewhere”;

(ii) after “mislead” insert “members of the public in the United Kingdom or elsewhere”;

(b) in subsection (3), for the second sentence substitute “Any member or person who was a member at the time at which the name was registered may be joined as a respondent.”;

(c) in subsection (4), omit paragraph (b) (and the “or” at the end of that paragraph);

(d) in subsection (5), omit “, (b)”.

(3) In section 73 of the 2006 Act⁽⁴⁾ (order requiring name to be changed), as applied to LLPs by that regulation, after subsection (6) insert—

“(7) Where an order is made under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the order relates.”.

Other powers of the Secretary of State and the registrar

11.—(1) In the heading of Chapter 3 of Part 3 (other powers of the Secretary of State), after “Secretary of State” insert “and the registrar”.

(2) Regulation 13 (provision of misleading information etc) is amended as follows.

(3) In section 75 of the 2006 Act⁽⁵⁾ (provision of misleading information etc), as applied to LLPs by that regulation—

(a) after subsection (2) insert—

“(2A) The period must be at least 28 days beginning with the date of the direction.”;

(b) after subsection (4) insert—

“(4A) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.”.

(2) Section 68 of the 2006 Act was amended by section 13 of the 2023 Act.

(3) Section 69 of the 2006 Act was amended by section 15 of the 2023 Act.

(4) Section 69 of the 2006 Act was amended by section 14 of the 2023 Act.

(5) Section 69 of the 2006 Act was amended by sections 13 and 14 of the 2023 Act.

(4) In section 76 of the 2006 Act⁽⁶⁾ (misleading indication of activities), as applied to LLPs by that regulation—

(a) in subsection (1), for “be likely to cause harm to the public” substitute “pose a risk of harm to the public in the United Kingdom or elsewhere”;

(b) for subsections (2) and (3) substitute—

“(2) The direction must be in writing and must specify the period within which the LLP is to change its name.

(2A) The period must be a period of at least 28 days beginning with the date of the direction.

(3) The Secretary of State may by further direction in writing extend the period. Any such direction must be given before the end of the period for the time being specified.”;

(c) for subsection (4) substitute—

“(4) An LLP may apply to the court to set aside a direction under subsection (1).

(4A) Any application under subsection (4) must be made within the period of three weeks beginning with the date of the direction.”;

(d) after subsection (5) insert—

“(5A) If an LLP applies to the court under subsection (4) to set aside a direction, it is not required to comply with the direction while the proceedings are ongoing.”;

(e) after subsection (5A) (as inserted by paragraph (d)) insert—

“(5B) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.”;

(f) in subsection (6), for “this section” substitute “subsection (1)”.

Direction to change name used for criminal purposes

12. After regulation 13 (provision of misleading information etc) insert—

“Direction to change name used for criminal purposes

13A. Section 76A applies to LLPs, modified so that it reads as follows—

“76A Power to direct change of name used for criminal purposes

(1) The Secretary of State may direct an LLP to change its name if it appears to the Secretary of State that the name has been used, or is intended to be used, by the LLP to facilitate—

(a) the commission of an offence involving dishonesty or deception, or

(b) the carrying out of conduct that, if carried out in any part of the United Kingdom, would amount to such an offence.

(2) The direction must be in writing and must specify the period within which the LLP is to change its name.

(3) The period must be a period of at least 28 days beginning with the date of the direction.

⁽⁶⁾ Section 67 of the 2006 Act was amended by section 13, 14 and 16 of the Economic Crime and Corporate Transparency Act 2023.

(4) The Secretary of State may by further direction in writing extend the period. Any such direction must be given before the end of the period for the time being specified.

(5) An LLP may apply to the court to set aside a direction under subsection (1).

(6) Any application under subsection (5) must be made within the period of three weeks beginning with the date of the direction.

(7) The court may set the direction aside or confirm it. If the direction is confirmed, the court shall specify the period within which the direction is to be complied with.

(8) If an LLP applies to the court under subsection (5) to set aside a direction, it is not required to comply with the direction while the proceedings are ongoing.

(9) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.

(10) If an LLP fails to comply with a direction under subsection (1), an offence is committed by—

(a) the LLP, and

(b) every designated member of the LLP who is in default.

(11) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.””

Direction to change name wrongly registered

13. After regulation 13A (direction to change name used for criminal purposes), inserted by regulation 12 of these Regulations, insert—

“Direction to change name wrongly registered

13B. Section 76B applies to LLPs, modified so that it reads as follows—

“76B Direction to change name wrongly registered

(1) The Secretary of State may direct an LLP to change its name if—

(a) it appears to the Secretary of State that the LLP’s registration by that name was in contravention of any requirement imposed by the provisions of this Part that are applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), or

(b) the Secretary of State did not, at the time at which the name was registered, form the opinion mentioned in section 53, 56A or 57A, but had proper grounds for doing so.

(2) The direction must be in writing and must specify the period within which the LLP is to change its name.

(3) The period must be a period of at least 28 days beginning with the date of the direction.

(4) The Secretary of State may by further direction in writing extend the period. Any such direction must be given before the end of the period for the time being specified.

(5) An LLP may apply to the court to set aside a direction under subsection (1).

(6) Any application under subsection (5) must be made within the period of three weeks beginning with the date of the direction.

(7) On an application under subsection (5) the court may set the direction aside or confirm it.

(8) If on an application under subsection (5) the direction is confirmed, the court must specify the period within which the direction is to be complied with.

(9) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.

(10) If an LLP applies to the court under subsection (5) to set aside a direction, the LLP is not required to comply with the direction while the proceedings are ongoing.

(11) If an LLP fails to comply with a direction under subsection (1), an offence is committed by—

- (a) the LLP, and
- (b) every designated member of the LLP who is in default.

(12) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.””

Registrar’s powers to change name

14. After regulation 13B (direction to change name wrongly registered), inserted by regulation 13 of these Regulations, insert—

“Registrar’s powers to change name

13C. Sections 76C and 76D apply to LLPs, modified so that they read as follows—

“76C Registrar’s power to change name containing computer code

(1) Where, in the opinion of the registrar, an LLP’s registered name consists of or includes computer code, the registrar may—

- (a) determine a new name for the LLP, and
- (b) remove from the register any reference to the LLP’s old name.

(2) If the registrar determines a new name for an LLP under this section, the registrar must—

- (a) give the LLP notice of the determination, and
- (b) place a note of the determination in the register.

(3) Where an LLP is given a direction under section 76B to change its name—

- (a) that does not affect the registrar’s power to act under subsection (1), but
- (b) if the registrar does so, the direction lapses.

76D Registrar’s power to change name for failure to comply with direction

(1) Where an LLP fails to comply with a direction to change its name, the registrar may determine a new name for the LLP.

(2) The reference in subsection (1) to a direction to change an LLP’s name is to a direction under section 67, 75, 76, 76A or 76B.

(3) If the registrar determines a new name for an LLP under this section, the registrar must—

- (a) give the LLP notice of the determination, and
- (b) place a note of the determination in the register.””

Exceptions on registration of a name based on national security etc

15. After regulation 13C (Registrar’s powers to change name), inserted by regulation 14 of these Regulations, insert—

“Exceptions based on national security etc

13C. Section 76E applies to LLPs, modified so that it reads as follows—

“76E Exceptions based on national security etc

(1) Nothing in Part 5 that is applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 ([S.I. 2009/1804](#)) prevents the registration of an LLP under the Limited Liability Partnerships Act 2000 by a name if the Secretary of State is satisfied that the registration of the LLP by that name is necessary—

- (a) in the interests of national security, or
- (b) for the purposes of preventing or detecting serious crime.

(2) For the purposes of subsection (1)(b)—

(a) “crime” means conduct which—

- (i) constitutes a criminal offence, or
- (ii) is, or corresponds to, any conduct which, if it all took place in any one part of the United Kingdom, would constitute a criminal offence, and

(b) crime is “serious” if—

- (i) the offence which is or would be constituted by the conduct is an offence for which the maximum sentence (in any part of the United Kingdom) is imprisonment for 3 years or more, or
- (ii) the conduct involves the use of violence, results in substantial financial gain or is conduct by a large number of persons in pursuit of a common purpose.””