



Economic Crime and Corporate Transparency Act 2023

2023 CHAPTER 56

PART 2

PARTNERSHIPS

CHAPTER 1

LIMITED PARTNERSHIPS ETC.

The registrar's role relating to dissolution, revival and deregistration

140 Duty to notify registrar of dissolution

After section 17 of the Limited Partnerships Act 1907 (power of board of trade to make rules) insert—

“Dissolution, revival and deregistration

18 Duty to notify registrar of dissolution

- (1) A person who is a general partner in a limited partnership at a time when it is dissolved must notify the registrar of the dissolution within the period of 14 days beginning with the day on which the person becomes aware of its dissolution.
- (2) A person who is a limited partner in a limited partnership at a time when it is dissolved must, if there are no general partners at that time, notify the registrar of the dissolution within the period of 14 days beginning with the day on which the person becomes aware of its dissolution.

Status: This is the original version (as it was originally enacted).

- (3) But no notice is required under subsection (1) or (2) if—
- (a) the limited partnership is dissolved under section 19(6) (dissolution on publication of notice in Gazette),
 - (b) another person has notified the registrar of the dissolution under subsection (1) or (2), or
 - (c) a dissolution notice under section 19 is published before the end of the period of 14 days mentioned in subsection (1) or (2).
- (4) If a person fails to comply with subsection (1) or (2) an offence is committed by—
- (a) the person, and
 - (b) if the person is a legal entity, any of its managing officers who is in default.
- (5) A person guilty of an offence under this section is liable on summary conviction—
- (a) in England and Wales, to a fine;
 - (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.
- (6) A managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (7) But a corporate managing officer does not commit an offence as a managing officer in default unless one of its managing officers is in default.
- (8) Where any such offence is committed by a corporate managing officer the managing officer in question also commits the offence (subject to subsection (7)).”

141 Registrar’s power to confirm dissolution of limited partnership

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) After section 18 of the Limited Partnerships Act 1907 (inserted by section 140 of this Act) insert—

“19 Registrar’s power to confirm dissolution of limited partnership

- (1) If the registrar has reasonable cause to believe that a limited partnership has been dissolved, the registrar may publish a notice in the Gazette (a “dissolution notice”) stating that fact.
- (2) Where the registrar proposes to publish a dissolution notice, the registrar must first publish in the Gazette a notice (a “warning notice”)—
 - (a) explaining the registrar’s proposal and its effect (see subsection (6)), and
 - (b) inviting any person to make representations about the registrar’s proposal.
- (3) The registrar must send a copy of the warning notice to—

- (a) the registered office of the limited partnership, and
 - (b) at least one person who appears in the register of limited partnerships as a general partner in the limited partnership (if there are any).
- (4) The registrar may not publish a dissolution notice until after the end of the period of two months beginning with the first day on which the registrar has complied with subsection (2) and subsection (3).
- (5) The dissolution notice must—
 - (a) state the firm name of the limited partnership,
 - (b) state the limited partnership’s registration number, and
 - (c) explain the effect of the publication of the notice (see subsection (6)).
- (6) On the publication of a dissolution notice, the limited partnership to which it relates is dissolved if it was not already dissolved.
- (7) For the purposes of subsection (3), a person “appears in the register of limited partnerships as a general partner in the limited partnership” if—
 - (a) either—
 - (i) the person was named as a proposed general partner in the application for registration of the limited partnership under section 8A, or
 - (ii) the general partners have given the registrar notice under section 8R that the person has become a general partner in the limited partnership, and
 - (b) the general partners have not since—
 - (i) given the registrar notice under section 8R that the person has ceased to be a general partner in the limited partnership, or
 - (ii) given the registrar notice under section 8T that the person did not become a general partner on registration of the limited partnership.

20 Administrative revival

- (1) On an application under this section the registrar must revive a limited partnership if the registrar is satisfied that the following conditions are met.
- (2) Condition 1 is that the limited partnership was dissolved under section 19(6) (dissolution on publication of notice in Gazette).
- (3) Condition 2 is that the applicant has delivered to the registrar such documents as are necessary to ensure that, if the limited partnership is revived, the records kept by the registrar relating to the limited partnership will be up to date.
- (4) Condition 3 is that each relevant person has paid any outstanding fines or financial penalties imposed on them in respect of an offence—
 - (a) under this Act, or
 - (b) by virtue of regulations made under section 7A of this Act, relating to the limited partnership.
- (5) An application under this section may only be made by a person who was a general partner in the limited partnership immediately before it was dissolved.

Status: This is the original version (as it was originally enacted).

- (6) The application must include a statement that—
 - (a) the conditions in subsections (2), (3) and (4) are met, and
 - (b) the applicant is a person mentioned in subsection (5).
- (7) An application under this section may not be made after the end of the period of six years beginning with the date on which the limited partnership was dissolved.
- (8) For the purpose of subsection (7) an application is made when it is received by the registrar.
- (9) In subsection (4) “relevant person” means—
 - (a) the applicant,
 - (b) any person who—
 - (i) was a general partner in the limited partnership immediately before it was dissolved, and
 - (ii) if the limited partnership is revived, will be a general partner in the limited partnership immediately after its revival, or
 - (c) any person who is a managing officer of a legal entity where the legal entity is—
 - (i) a person mentioned in paragraph (a) or (b), or
 - (ii) a person falling within this paragraph.

21 Registrar’s decision on application for administrative revival

- (1) The registrar must give notice to the applicant of the decision on an application under section 20.
- (2) If the limited partnership is revived, the revival takes effect on the date that the notice is sent.
- (3) If the limited partnership is revived the registrar must—
 - (a) enter on the register of limited partnerships a note of the date on which the revival of the limited partnership takes effect, and
 - (b) cause notice of the revival to be published in the Gazette.
- (4) Notes entered on the register of limited partnerships in accordance with subsection (3)(a) are part of the register of limited partnerships.
- (5) The notice under subsection (3)(b) must state—
 - (a) the limited partnership’s name (which must be the name that it had before it was dissolved under section 19(6)),
 - (b) the limited partnership’s registration number, and
 - (c) the date on which the revival of the limited partnership takes effect.

22 Effect of administrative revival

- (1) The general effect of administrative revival is that the limited partnership is to be treated as having continued in existence as if it had not been dissolved under section 19(6).

- (2) The court may give such directions and make such provision as seems just for placing the limited partnership and all other persons in the same position (as nearly as may be) as if the limited partnership had not been dissolved under section 19(6).
- (3) An application to the court for such directions or provision may be made at any time within the period of three years beginning with the date on which the revival of the limited partnership took effect.

23 Application to court for revival

- (1) An application may be made to the court to revive a limited partnership that has been dissolved under section 19(6) (dissolution on publication of notice in Gazette).
- (2) An application under this section may be made by—
 - (a) the Secretary of State,
 - (b) a person who was a partner in the limited partnership immediately before it was dissolved, or
 - (c) any other person appearing to the court to have an interest in the matter.
- (3) An application to the court for the revival of a limited partnership may only be made—
 - (a) within the period of six years beginning with the date on which the limited partnership was dissolved, or
 - (b) where the applicant made an application under section 20 that was refused, within the period of 28 days beginning with the date on which notice of the registrar’s decision was sent by the registrar to the applicant.

24 Decision on application for revival by the court

- (1) If, on an application under section 23, the court orders revival of the limited partnership, the revival takes effect on a copy of the court’s order being delivered to the registrar.
- (2) The registrar must publish a notice in the Gazette of the revival of the limited partnership.
- (3) The notice must state—
 - (a) the limited partnership’s name (which must be the name that it had before it was dissolved under section 19(6)),
 - (b) the limited partnership’s registration number, and
 - (c) the date on which the revival of the limited partnership takes effect.

25 Effect of court order for revival

- (1) The general effect of an order by the court for revival is that the limited partnership is to be treated as having continued in existence as a limited partnership as if it had not been dissolved under section 19(6).

Status: This is the original version (as it was originally enacted).

- (2) The court may give such directions and make such provision as seems just for placing the limited partnership and all other persons in the same position (as nearly as may be) as if the limited partnership had not been dissolved under section 19(6).
- (3) The court may also give directions as to—
- (a) the delivery to the registrar of such documents relating to the limited partnership as are necessary to bring up to date the records kept by the registrar, or
 - (b) the payment of the costs (in Scotland, expenses) of the registrar in connection with the proceedings for the revival of the limited partnership.”
- (3) In section 3 (interpretation of terms), in subsection (1) (created by section 110 of this Act), at the appropriate place insert—
- ““the Gazette” means—
- (a) as respects limited partnerships registered in England and Wales, the London Gazette,
 - (b) as respects limited partnerships registered in Scotland, the Edinburgh Gazette, and
 - (c) as respects limited partnerships registered in Northern Ireland, the Belfast Gazette;”.
- (4) In section 10 (advertisement in Gazette), omit subsection (2).

142 Registrar’s power to confirm dissolution: transitional provision

If the registrar exercises the power in section 19(1) of the Limited Partnerships Act 1907 (power to confirm dissolution of limited partnership) during the period of 6 months beginning when section 141(2) of this Act comes fully into force, subsections (2) to (4) of section 19 of the Limited Partnerships Act 1907 (publication of warning notice) do not apply.

143 Voluntary deregistration of limited partnership

After section 25 of the Limited Partnerships Act 1907 (inserted by section 141 of this Act) insert—

“26 Voluntary deregistration of limited partnership

- (1) The registrar must deregister a limited partnership if a statement is delivered to the registrar which is authenticated by or on behalf of each partner confirming that they want the limited partnership to be deregistered.
- (2) The registrar deregisters the limited partnership by publishing a notice in the Gazette of the limited partnership’s deregistration (a “deregistration notice”).
- (3) The deregistration notice must state—
 - (a) the firm name of the limited partnership, and
 - (b) the limited partnership’s registration number.

- (4) On the publication of the deregistration notice, the limited partnership ceases to be registered as a limited partnership under this Act (but this does not prevent any ongoing relationship from being a partnership).”

144 Removal of limited partnership from index of names

After section 26 of the Limited Partnerships Act 1907 (inserted by section 143 of this Act) insert—

“27 Removal of limited partnership from index of names

- (1) The registrar must remove a limited partnership from the index of names as soon as reasonably practicable if the registrar—
- (a) becomes aware that the limited partnership is dissolved (whether on the receipt of a notice under section 18, the publication of a dissolution notice under section 19(6) or otherwise), or
 - (b) publishes a deregistration notice under section 26 in respect of the limited partnership.
- (2) If the registrar removes a limited partnership from the index of names, the registrar must include a note in the register of limited partnerships stating either—
- (a) that the limited partnership has been removed from the index of names because of its dissolution, or
 - (b) that the limited partnership has been removed from the index of names because of its deregistration under section 26.
- (3) The registrar must also publish a notice of the removal in the Gazette if the limited partnership is removed from the index of names other than following the publication of a dissolution notice under section 19 or a deregistration notice under section 26.
- (4) Notes included in the register of limited partnerships in accordance with subsection (2) are part of the register of limited partnerships.
- (5) A note may be removed if it no longer serves any useful purpose.
- (6) In this section “the index of names” means the index kept by the registrar under section 1099 of the Companies Act 2006.”