



Limited Partnerships Act 1907

1907 CHAPTER 24 7 Edw 7

[^{F1}A limited partnership's registered office

Textual Amendments

- F1** Ss. 8E-8G and cross-heading inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), ss. **113(4)**, 219(1)(2)(b)

8E Duty to ensure registered office at appropriate address

- (1) The general partners in a limited partnership must ensure that its registered office is at all times at an appropriate address.
- (2) An address is an “appropriate address” if—
 - (a) in the ordinary course of events—
 - (i) a document addressed to the limited partnership, and delivered there by hand or by post, would be expected to come to the attention of a person acting on behalf of the limited partnership, and
 - (ii) the delivery of documents there is capable of being recorded by the obtaining of an acknowledgement of delivery,
 - (b) it is in the part of the United Kingdom in which the limited partnership is registered, and
 - (c) it is at least one of the following—
 - (i) the address of the principal place of business of the limited partnership;
 - (ii) the usual residential address of a general partner who is an individual;
 - (iii) the address of the registered or principal office of a general partner that is a legal entity;
 - (iv) an address of an authorised corporate service provider that is acting for the limited partnership.

Changes to legislation: There are currently no known outstanding effects for the Limited Partnerships Act 1907, Cross Heading: A limited partnership's registered office. (See end of Document for details)

- (3) If the general partners fail to comply with this section an offence is committed by each general partner who is in default.
- (4) But where the general partner is a legal entity, it does not commit an offence as a general partner in default unless one of its managing officers is in default.
- (5) Where any such offence is committed by a general partner that is a legal entity, or any such offence is by virtue of this subsection committed by a managing officer that is a legal entity, any managing officer of the legal entity also commits the offence if—
 - (a) the managing officer is an individual who is in default, or
 - (b) the managing officer is a legal entity that is in default and one of its managing officers is in default.
- (6) 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.
- (7) A general partner or 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.
- (8) Subsection (1) does not apply in relation to a limited partnership during any period for which the address of its registered office is an address nominated by the registrar by virtue of regulations made under section 8G.

Modifications etc. (not altering text)

- C1** S. 8E excluded (temp.) (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 114\(4\)\(5\)\(a\)](#), [219\(1\)\(2\)\(b\)](#)

8F Change of address of registered office by general partners

- (1) The address of a limited partnership's registered office can be changed by the general partners giving notice to the registrar.
- (2) The notice must include a statement—
 - (a) that the new address is an appropriate address within the meaning given by section 8E(2), and
 - (b) specifying which of the addresses in section 8E(2)(c) the address is.
- (3) If the statement under subsection (2)(b) specifies that the address is an address mentioned in section 8E(2)(c)(iv), the notice must be accompanied by a statement by the authorised corporate service provider confirming that the address is the authorised corporate service provider's address.
- (4) The change takes effect upon the notice being 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 partnership at the address previously registered.

Changes to legislation: There are currently no known outstanding effects for the Limited Partnerships Act 1907, Cross Heading: A limited partnership's registered office. (See end of Document for details)

8G Regulations about change of address of registered office by registrar

- (1) The Secretary of State may by regulations make provision authorising or requiring the registrar to change the address of a limited partnership's registered office if satisfied that it is not an appropriate address within the meaning given by section 8E(2).
- (2) The regulations may authorise or require the address to be changed on the registrar's own motion or on an application by another person.
- (3) The regulations—
 - (a) may include provision corresponding or similar to any provision that may be included in regulations under section 1097A of the Companies Act 2006;
 - (b) must include—
 - (i) provision about appeals corresponding to the provision that must be included in regulations under section 1097A by virtue of subsections (6) and (6A) of that section;
 - (ii) provision corresponding to subsection (7) of that section.
- (4) The provision that may be made by virtue of subsection (3)(a) that is corresponding or similar to provision that may be made by virtue of section 1097A(4A)(b) and (4B) of the Companies Act 2006 (strike off and restoration) includes provision applying or writing out, with or without modifications, any provision made by section 19 (power to confirm dissolution) or section 20 (administrative revival).
- (5) Regulations under this section are subject to the affirmative resolution procedure.]

Changes to legislation:

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