



Limited Partnerships Act 1907

1907 CHAPTER 24 7 Edw 7

[^{F1}Registration and designation]

[^{F1}8A Application for registration

- (1) An application for registration must—
- (a) specify the firm name, complying with section 8B, under which the limited partnership is to be registered,
 - [^{F2}(aa) specify the intended address of the limited partnership's registered office, which must be an appropriate address within the meaning given by section 8E(2),
 - (ab) specify which of the addresses mentioned in section 8E(2)(c) the intended address is,]
 - [^{F3}(ac) specify the intended registered email address of the limited partnership, which must be an appropriate email address within the meaning given by section 8H(2),]
 - (b) contain the details listed in subsection (2) [^{F4}or (3)] ,
 - (c) be [^{F5}signed or otherwise] authenticated by or on behalf of each [^{F6}proposed] partner, and
 - (d) be made to the registrar for the part of the United Kingdom in which the principal place of business of the limited partnership is to be situated.
- [^{F7}(1A) An application for registration of a limited partnership which specifies that the intended address of its registered office is an address mentioned in section 8E(2)(c) (iv) must be accompanied by a statement by the authorised corporate service provider confirming that the address is the authorised corporate service provider's address.]
- [^{F8}(1B) The application must also contain a statement that none of the proposed general partners is disqualified under the directors disqualification legislation (see subsection (8)).]
- [^{F9}(1C) The application must be accompanied by a statement by each proposed general partner that is a legal entity (if any) specifying the name of its proposed registered officer, who must be an individual—

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- (a) who is one of the general partner's managing officers,
 - (b) who is not disqualified under the directors disqualification legislation (see subsection (8)), and
 - (c) whose identity is verified (within the meaning of section 1110A of the Companies Act 2006).
- (1D) The application must also be accompanied by one of the following statements by each proposed general partner that is a legal entity (if any)—
- (a) a statement that the general partner does not have any corporate managing officers, or
 - (b) if the general partner has one or more corporate managing officers, a statement specifying, for each corporate managing officer, the name of the proposed named contact for the corporate managing officer.
- (1E) The proposed named contact for a corporate managing officer must be an individual who is a managing officer of the corporate managing officer.
- (1F) A statement under subsection (1C) must—
- (a) contain the required information about the proposed registered officer (see Part 3 of the Schedule), and
 - (b) be accompanied by a statement by the individual who is the proposed registered officer confirming that the individual—
 - (i) is one of the general partner's managing officers,
 - (ii) is not disqualified under the directors disqualification legislation (see subsection (8)), and
 - (iii) is an individual whose identity is verified (within the meaning of section 1110A of the Companies Act 2006).
- (1G) A statement under subsection (1D)(b) must—
- (a) contain the required information about each proposed named contact specified in the statement (see Part 4 of the Schedule), and
 - (b) be accompanied by a statement by each proposed named contact confirming that the proposed named contact is a managing officer of the corporate managing officer concerned.]
- (2) [^{F10}Except in the case of an application that is accompanied by an application for designation as a private fund limited partnership, the required] details are—
- [^{F11}(a) the intended general nature of the limited partnership's business,]
 - (b) the [^{F12}name of each][^{F12}required information about each proposed] general partner,
 - (c) the [^{F13}name of each][^{F13}required information about each proposed] limited partner,
 - (d) the amount of the capital contribution of each [^{F14}proposed] limited partner (and whether the contribution is paid in cash or in another specified form),
 - (e) the address of the proposed principal place of business of the limited partnership, and
 - (f) the term (if any) for which the limited partnership is to be entered into (beginning with the date of registration).
- [^{F15}(2A) The details referred to in subsection (2)(a) about the general nature of the partnership business may be given by reference to one or more categories of any system of

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classifying business activities prescribed by regulations made by the Secretary of State for the purposes of this section.]

[^{F16}(3) In the case of an application that is accompanied by an application for designation as a private fund limited partnership, the required details are—

- (a) the [^{F17}name of each][^{F17}required information about each proposed] general partner,
- (b) the [^{F18}name of each][^{F18}required information about each proposed] limited partner, and
- (c) the address of the proposed principal place of business of the limited partnership.]

[^{F19}(3A) For the required information about a proposed general partner or a proposed limited partner see Part 2 of the Schedule.]

[^{F20}(4) An application for registration of a limited partnership whose principal place of business is to be situated in Scotland must contain a statement of initial significant control.

(5) The statement of initial significant control must—

- (a) state whether, on registration, there will be any person who will count as either a registrable person or a registrable relevant legal entity in relation to the limited partnership for the purposes of regulation 10 of the Scottish Partnerships PSC Regulations (duty to investigate and obtain information),
- (b) include the required particulars of any person identified under paragraph (a), and
- (c) if there is no person identified under paragraph (a), state that fact.

(6) It is not necessary to include under subsection (5)(b) the date on which a person becomes a registrable person or a registrable relevant legal entity in relation to the limited partnership.

(7) If the statement of initial significant control includes required particulars of a registrable person, it must also contain a statement that those particulars are included with the knowledge of that individual.

(8) In this section—

[^{F21}“disqualified under the directors disqualification legislation”—

- (a) in relation to a statement about a person delivered to the registrar for England and Wales or Scotland, means that the person falls within any of the entries in the first column of Part 1 of the table in section 159A of the Companies Act 2006;
- (b) in relation to a statement about a person delivered to the registrar for Northern Ireland, means that the person falls within any of the entries in the first column of Part 2 of that table;]

“the Scottish Partnerships PSC Regulations” means the Scottish Partnerships (Register of People with Significant Control) Regulations 2017; “registrable person”, “registrable relevant legal entity” and “required particulars” have the same meaning as in the Scottish Partnerships PSC Regulations.]]

[^{F22}(9) Regulations under subsection (2A) are subject to the negative resolution procedure.]

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Textual Amendments

- F1** Ss. 8-8C substituted for s. 8 (1.10.2009) by [Legislative Reform \(Limited Partnerships\) Order 2009 \(S.I. 2009/1940\)](#), arts. 2, **3(2)**, 4-7 (with art. 9)
- F2** [S. 8A\(1\)\(aa\)\(ab\)](#) 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(3)(a)**, 219(1)(2)(b)
- F3** [S. 8A\(1\)\(ac\)](#) 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. 116(2)**, 219(1)(2)(b)
- F4** Words in s. 8A(1)(b) inserted (6.4.2017) by [The Legislative Reform \(Private Fund Limited Partnerships\) Order 2017 \(S.I. 2017/514\)](#), arts. 1(2), **2(7)(a)**
- F5** Words in s. 8A(1)(c) omitted (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 virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 121(2)**, 219(1)(2)(b)
- F6** Word in s. 8A(1)(c) 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. 110(4)(a)**, 219(1)(2)(b)
- F7** [S. 8A\(1A\)](#) 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(3)(b)**, 219(1)(2)(b)
- F8** [S. 8A\(1B\)](#) 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. 118(2)(a)**, 219(1)(2)(b)
- F9** [S. 8A\(1C\)-\(1G\)](#) 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. 119(3)**, 219(1)(2)(b)
- F10** Words in s. 8A(2) substituted (6.4.2017) by [The Legislative Reform \(Private Fund Limited Partnerships\) Order 2017 \(S.I. 2017/514\)](#), arts. 1(2), **2(7)(b)**
- F11** [S. 8A\(2\)\(a\)](#) substituted (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. 125(2)**, 219(1)(2)(b)
- F12** Words in s. 8A(2)(b) substituted (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. 110(4)(b)**, 219(1)(2)(b)
- F13** Words in s. 8A(2)(c) substituted (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. 110(4)(b)**, 219(1)(2)(b)
- F14** Word in s. 8A(2)(d) 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. 110(4)(c)**, 219(1)(2)(b)
- F15** [S. 8A\(2A\)](#) 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. 112(a)**, 219(1)(2)(b)
- F16** [S. 8A\(3\)](#) inserted (6.4.2017) by [The Legislative Reform \(Private Fund Limited Partnerships\) Order 2017 \(S.I. 2017/514\)](#), arts. 1(2), **2(7)(c)**
- F17** Words in s. 8A(3)(a) substituted (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. 110(4)(d)**, 219(1)(2)(b)
- F18** Words in s. 8A(3)(b) substituted (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. 110(4)(d)**, 219(1)(2)(b)

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- F19** S. 8A(3A) 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. 110\(4\)\(e\)](#), [219\(1\)\(2\)\(b\)](#)
- F20** Ss. 8A(4)-(8) inserted (24.7.2017) by [The Scottish Partnerships \(Register of People with Significant Control\) Regulations 2017 \(S.I. 2017/694\)](#), regs. 1(2), [4\(2\)](#)
- F21** Words in s. 8A(8) 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. 118\(2\)\(b\)](#), [219\(1\)\(2\)\(b\)](#)
- F22** S. 8A(9) 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. 112\(b\)](#), [219\(1\)\(2\)\(b\)](#)

Changes to legislation:

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