
Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

STATUTORY INSTRUMENTS

2009 No. 1804

LIMITED LIABILITY PARTNERSHIPS

The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009

Made - - - - 8th July 2009

Coming into force in accordance with regulation 2

^{M1M2}The Secretary of State makes the following Regulations in exercise of the powers conferred by sections 15 and 17 of the Limited Liability Partnerships Act 2000 and sections 1101, 1292, 1294 and 1296 of the Companies Act 2006 .

In accordance with section 17(4) and (5)(b) of the Limited Liability Partnerships Act 2000 and sections 1101(2), 1290 and 1294(6) of the Companies Act 2006, a draft of this instrument was laid before Parliament and approved by a resolution of each House of Parliament.

Marginal Citations

M1 2000 c. 12.

M2 2006 c. 46.

PART 1

GENERAL INTRODUCTORY PROVISIONS

Citation

1. These Regulations may be cited as the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009.

Commencement

2.—(1) The provisions of these Regulations come into force as follows.

(2) Regulations 8, 64, 77, 80 and 81 of, and paragraphs 6 and 7 of Schedule 3 to, these Regulations come into force on the day after the Regulations are made for the purpose of enabling the exercise of powers to make regulations or orders by statutory instrument.

(3) Otherwise, the Regulations come into force on 1st October 2009.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

Interpretation

3.—(1) In these Regulations “LLP” means a limited liability partnership registered under the Limited Liability Partnerships Act 2000.

(2) In these Regulations, unless the context otherwise requires—

- (a) any reference to a numbered Part, section or Schedule is to the Part, section or Schedule so numbered in the Companies Act 2006;
- (b) references in provisions applied to LLPs—
 - (i) to provisions of the Companies Act 2006, or
 - (ii) to provisions of instruments made under that Act,
 are to those provisions as applied to LLPs by these Regulations or by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 ^{M3};
- (c) references in provisions applied to LLPs to provisions of the Insolvency Act 1986 ^{M4} or the Insolvency (Northern Ireland) Order 1989 ^{M5} are to those provisions as applied to LLPs by the Limited Liability Partnerships Regulations 2001 ^{M6} or the Limited Liability Partnerships Regulations (Northern Ireland) 2004 ^{M7};
- [^{F1}(d) references in provisions applied to LLPs to provisions of the Register of People with Significant Control Regulations 2016 are to those provisions as applied to LLPs by the Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016.]

Textual Amendments

F1 Reg. 3(2)(d) inserted (6.4.2016) by [The Limited Liability Partnerships \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/340\)](#), reg. 1(3), **Sch. 3 para. 2**

Marginal Citations

M3 S.I. 2008/1911.
M4 1986 c. 45.
M5 S.I. 1989/2405 (N.I.19).
M6 S.I. 2001/1090.
M7 S.R. (NI) 2004 No 307.

[^{F2}PART 1A

INCORPORATION

Textual Amendments

F2 Pt. 1A inserted (30.6.2016) by [The Limited Liability Partnerships \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/340\)](#), reg. 1(2)(c), **Sch. 3 para. 3**

Statement of initial significant control

3A. Section 12A applies to LLPs, modified so that it reads as follows—

“Statement of initial significant control

(1) The statement of initial significant control required to be included in the incorporation document delivered to the registrar must—

- (a) state whether, on incorporation, there will be anyone who will count for the purposes of section 790M (register of people with significant control over an LLP) as either a registrable person or a registrable relevant legal entity in relation to the LLP,
- (b) include the required particulars of anyone who will count as such, and
- (c) include any other matters that on incorporation will be required (or, in the absence of an election under section 790X, would be required) to be entered in the LLP’s PSC register by virtue of section 790M.

(2) It is not necessary to include under subsection (1)(b) the date on which someone becomes a registrable person or a registrable relevant legal entity in relation to the LLP.

(3) If the statement includes required particulars of an individual, it must also contain a statement that those particulars are included with the knowledge of that individual.

(4) “Registrable person”, “registrable relevant legal entity” and “required particulars” have the meanings given in sections 790C and 790K.”]

PART 2

FORMALITIES OF DOING BUSINESS

Formalities of doing business under the law of England and Wales or Northern Ireland

4. Sections 43 to 47 apply to LLPs, modified so that they read as follows—

“LLP contracts

43.—(1) Under the law of England and Wales or Northern Ireland a contract may be made—

- (a) by an LLP, by writing under its common seal, or
- (b) on behalf of an LLP, by a person acting under its authority, express or implied.

(2) This is without prejudice to section 6 of the Limited Liability Partnerships Act 2000 (c. 12) (members as agents).

(3) Any formalities required by law in the case of a contract made by an individual also apply, unless a contrary intention appears, to a contract made by or on behalf of an LLP.

Execution of documents

44.—(1) Under the law of England and Wales or Northern Ireland a document is executed by an LLP—

- (a) by the affixing of its common seal, or
- (b) by signature in accordance with the following provisions.

(2) A document is validly executed by an LLP if it is signed on behalf of the LLP—

- (a) by two members, or
- (b) by a member of the LLP in the presence of a witness who attests the signature.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(3) A document signed in accordance with subsection (2) and expressed, in whatever words, to be executed by the LLP has the same effect as if executed under the common seal of the LLP.

(4) In favour of a purchaser a document is deemed to have been duly executed by an LLP if it purports to be signed in accordance with subsection (2). A “purchaser” means a purchaser in good faith for valuable consideration and includes a lessee, mortgagee or other person who for valuable consideration acquires an interest in property.

(5) Where a document is to be signed by a person on behalf of more than one LLP, or on behalf of an LLP and a company, it is not duly signed by that person for the purposes of this section unless he signs it separately in each capacity.

(6) References in this section to a document being (or purporting to be) signed by a member are to be read, in a case where that member is a firm, as references to its being (or purporting to be) signed by an individual authorised by the firm to sign on its behalf.

(7) This section applies to a document that is (or purports to be) executed by an LLP in the name of or on behalf of another person whether or not that person is also an LLP.

Common seal

45.—(1) An LLP may have a common seal, but need not have one.

(2) An LLP which has a common seal shall have its name engraved in legible characters on the seal.

(3) If an LLP fails to comply with subsection (2) an offence is committed by—

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

(4) A member of an LLP, or a person acting on behalf of an LLP, commits an offence if he uses, or authorises the use of, a seal purporting to be a seal of the LLP on which its name is not engraved as required by subsection (2).

(5) 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.

(6) This section does not form part of the law of Scotland.

Execution of deeds

46.—(1) A document is validly executed by an LLP as a deed for the purposes of section 1(2)(b) of the Law of Property (Miscellaneous Provisions) Act 1989 (c. 34) and for the purposes of the law of Northern Ireland if, and only if—

- (a) it is duly executed by the LLP, and
- (b) it is delivered as a deed.

(2) For the purposes of subsection (1)(b) a document is presumed to be delivered upon its being executed, unless a contrary intention is proved.

Execution of deeds or other documents by attorney

47.—(1) Under the law of England and Wales or Northern Ireland an LLP may, by instrument executed as a deed, empower a person, either generally or in respect of specified matters, as its attorney to execute deeds or other documents on its behalf.

(2) A deed or other document so executed, whether in the United Kingdom or elsewhere, has effect as if executed by the LLP.”

Formalities of doing business under the law of Scotland

5. Section 48 applies to LLPs, modified so that it reads as follows—

“Execution of documents by LLPs: Scotland

48.—(1) The following provisions form part of the law of Scotland only.

(2) Notwithstanding the provisions of any enactment, an LLP need not have a common seal.

(3) For the purposes of any enactment—

(a) providing for a document to be executed by an LLP by affixing its common seal,
or

(b) referring (in whatever terms) to a document so executed,

a document signed or subscribed by or on behalf of the LLP in accordance with the provisions of the Requirements of Writing (Scotland) Act 1995 (c. 7) has effect as if so executed.”.

Official seal for use abroad

6. Section 49 applies to LLPs, modified so that it reads as follows—

“Official seal for use abroad

49.—(1) An LLP that has a common seal may have an official seal for use outside the United Kingdom.

(2) The official seal must be a facsimile of the LLP's common seal, with the addition on its face of the place or places where it is to be used.

(3) The official seal when duly affixed to a document has the same effect as the LLP's common seal. This subsection does not extend to Scotland.

(4) An LLP having an official seal for use outside the United Kingdom may—

(a) by writing under its common seal, or

(b) as respects Scotland, by writing subscribed in accordance with the Requirements of Writing (Scotland) Act 1995,

authorise any person appointed for the purpose to affix the official seal to any deed or other document to which the LLP is party.

(5) As between the LLP and a person dealing with such an agent, the agent's authority continues—

(a) during the period mentioned in the instrument conferring the authority, or

(b) if no period is mentioned, until notice of the revocation or termination of the agent's authority has been given to the person dealing with him.

(6) The person affixing the official seal must certify in writing on the deed or other document to which the seal is affixed the date on which, and place at which, it is affixed.”.

Other matters

7. Sections 51 and 52 apply to LLPs, modified so that they read as follows—

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

“Pre-incorporation contracts, deeds and obligations

51.—(1) A contract that purports to be made by or on behalf of an LLP at a time when the LLP has not been formed has effect, subject to any agreement to the contrary, as one made with the person purporting to act for the LLP or as agent for it, and he is personally liable on the contract accordingly.

(2) Subsection (1) applies—

(a) to the making of a deed under the law of England and Wales or Northern Ireland, and

(b) to the undertaking of an obligation under the law of Scotland,

as it applies to the making of a contract.

Bills of exchange and promissory notes

52. A bill of exchange or promissory note is deemed to have been made, accepted or endorsed on behalf of an LLP if made, accepted or endorsed in the name of, or by or on behalf or on account of, the LLP by a person acting under its authority.”.

PART 3

AN LLP'S NAME

CHAPTER 1

GENERAL REQUIREMENTS

Prohibited names and sensitive words and expressions

8. Sections 53 to 56 apply to LLPs, modified so that they read as follows—

“Prohibited names

53. An LLP must not be registered under the Limited Liability Partnerships Act 2000 (c. 12) by a name if, in the opinion of the Secretary of State—

(a) its use by the LLP would constitute an offence, or

(b) it is offensive.

Names suggesting connection with government or public authority

54.—(1) The approval of the Secretary of State is required for an LLP to be registered under the Limited Liability Partnerships Act 2000 (c. 12) by a name that would be likely to give the impression that the LLP is connected with—

(a) Her Majesty's Government, any part of the Scottish Administration [^{F3}, the Welsh Assembly Government] or Her Majesty's Government in Northern Ireland,

(b) a local authority, or

(c) any public authority specified for the purposes of this section by regulations made by the Secretary of State.

(2) For the purposes of this section—

“local authority” means—

- (a) a local authority within the meaning of the Local Government Act 1972 (c. 70), the Common Council of the City of London or the Council of the Isles of Scilly,
 - (b) a council constituted under section 2 of the Local Government etc (Scotland) Act 1994 (c. 39), or
 - (c) a district council in Northern Ireland;
- “public authority” includes any person or body having functions of a public nature.
- (3) Regulations under this section are subject to affirmative resolution procedure.

Other sensitive words or expressions

55.—(1) The approval of the Secretary of State is required for an LLP to be registered under the Limited Liability Partnerships Act 2000 (c. 12) by a name that includes a word or expression for the time being specified in regulations made by the Secretary of State under this section.

- (2) Regulations under this section are subject to approval after being made.

Duty to seek comments of government department or other specified body

56.—(1) The Secretary of State may by regulations under—

- (a) section 54 (name suggesting connection with government or public authority), or
- (b) section 55 (other sensitive words or expressions),

require that, in connection with an application for the approval of the Secretary of State under that section, the applicant must seek the view of a specified Government department or other body.

(2) Where such a requirement applies, the applicant must request the specified department or other body (in writing) to indicate whether (and if so why) it has any objections to the proposed name.

(3) Where a request under this section is made in connection with an application for the registration of an LLP under the Limited Liability Partnerships Act 2000 (c. 12), the application must—

- (a) include a statement that a request under this section has been made, and
- (b) be accompanied by a copy of any response received.

(4) Where a request under this section is made in connection with a change in an LLP's name, the notice of the change sent to the registrar must—

- (a) include a statement by a designated member of the LLP that a request under this section has been made, and
- (b) be accompanied by a copy of any response received.

(5) In this section “specified” means specified in the regulations.”.

Textual Amendments

- F3** Words in [reg. 8](#) inserted (14.12.2009) by [The Limited Liability Partnerships \(Amendment\) \(No. 2\) Regulations 2009 \(S.I. 2009/2995\)](#), [regs. 1, 2\(2\)](#)

Permitted characters etc

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

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

[^{F4}“Permitted characters etc

(1) The provisions of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015 relating to the characters, signs or symbols and punctuation that may be used in a registered name apply to LLPs.

(2) Those provisions are—

- (a) regulation 2 and Schedule 1, and
- (b) any other provisions of those Regulations having effect for the purpose of those provisions.

(3) In those provisions as they apply to LLPs—

- (a) for “company” substitute “LLP”, and
- (b) for “the Act” substitute “the Limited Liability Partnerships Act 2000”.

(4) An LLP may not be registered under the Limited Liability Partnerships Act 2000 by a name that consists of or includes anything that is not permitted in accordance with the provisions applied by this section.”].

Textual Amendments

- F4** Words in [reg. 9](#) substituted (31.1.2015) by [The Company, Limited Liability Partnership and Business \(Names and Trading Disclosures\) Regulations 2015 \(S.I. 2015/17\)](#), [reg. 1\(1\)](#), [Sch. 5 para. 2](#)

Inappropriate use of indications of company type or legal form

10. Section 65 applies to LLPs, modified so that it reads as follows—

[^{F5}“Inappropriate use of indications of company type or legal form

(1) The provisions of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015 relating to inappropriate use of indications of company type or legal form apply to LLPs.

(2) Those provisions are—

- (a) regulation 4 and Schedule 2, and
- (b) any other provisions of those Regulations having effect for the purpose of those provisions.

(3) As applied to LLPs regulation 4 is modified so as to read as follows—

“Inappropriate indication of legal form: generally applicable provisions

4.—(1) An LLP must not be registered under the Limited Liability Partnerships Act 2000 by a name that includes in any part of the name—

- (a) an expression or abbreviation specified in inverted commas in paragraph 3(a) to (o) or (r) to (y) in Schedule 2 (other than the abbreviation “LLP” or “PAC” (with or without full stops) at the end of its name), or
- (b) an expression or abbreviation specified as similar.

(2) An LLP must not be registered under the Limited Liability Partnerships Act 2000 by a name that includes, immediately before the expression “LIMITED LIABILITY PARTNERSHIP” OR “PARTNERIAETH ATEBOLRWYDD CYFYNGEDIG” or the abbreviations “LLP” or “PAC”, an

abbreviation specified in inverted commas in paragraph 3(y) of that Schedule (or any abbreviation specified as similar)”.].

Textual Amendments

- F5** Words in [reg. 10](#) substituted (31.1.2015) by [The Company, Limited Liability Partnership and Business \(Names and Trading Disclosures\) Regulations 2015 \(S.I. 2015/17\)](#), [reg. 1\(1\)](#), [Sch. 5 para. 3](#)

CHAPTER 2

SIMILARITY TO OTHER NAMES

Similarity to other name on registrar's index

11. Sections 66 to 68 apply to LLPs, modified so that they read as follows—

[^{F6}“Name not to be the same as another in the index

(1) An LLP must not be registered under the Limited Liability Partnerships Act 2000 by a name that is the same as another name appearing in the registrar's index of company names.

(2) The provisions of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015 supplementing this section apply to LLPs.

(3) Those provisions are—

- (a) regulation 7 and Schedule 3 (matters that are to be disregarded and words, expressions, signs and symbols that are to be regarded as the same),
- (b) regulation 8 (consent to registration of a name which is the same as another in the registrar's index of company names), and
- (c) any other provisions of those Regulations having effect for the purpose of those provisions.

(4) In regulation 8 as applied to LLPs—

- (a) for “a company” or “the company” substitute “ an LLP ” or “the LLP”,
- (b) for “Company Y” substitute “ LLP Y ”, and
- (c) in paragraph (1), for “the Act” substitute “ the Limited Liability Partnerships Act 2000 ”.]

67 Power to direct change of name in case of similarity to existing name

67. The Secretary of State may direct an LLP to change its name if it has been registered in a name that is the same as or, in the opinion of the Secretary of State, too like—

- (a) a name appearing at the time of the registration in the registrar's index of company names, or
- (b) a name that should have appeared in that index at that time.

68 Direction to change names: supplementary provisions

(1) The following provisions have effect in relation to a direction under section 67 (power to direct change of name in case of similarity to existing name).

(2) Any such direction—

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (a) must be given within twelve months of the LLP's registration by the name in question, and
- (b) must specify the period within which the LLP is to change its name.
- (3) The Secretary of State may by a further direction extend that period. Any such direction must be given before the end of the period for the time being specified.
- (4) A direction under section 67 or this section must be in writing.
- (5) If an LLP fails to comply with the direction, an offence is committed by—
 - (a) the LLP, and
 - (b) every designated member of the LLP who is in default.
- (6) 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.”.

Textual Amendments

F6 Words in [reg. 11](#) substituted (31.1.2015) by [The Company, Limited Liability Partnership and Business \(Names and Trading Disclosures\) Regulations 2015 \(S.I. 2015/17\)](#), [reg. 1\(1\)](#), [Sch. 5 para. 4](#)

Similarity to other name in which person has goodwill

12. Sections 69 to 74 apply to LLPs, modified so that they read as follows—

“Objection to LLP's registered name

69.—(1) A person (“the applicant”) may object to an LLP's registered name on the ground—

- (a) that it is the same as a name associated with the applicant in which he has goodwill, or
- (b) that it is sufficiently similar to such a name that its use in the United Kingdom would be likely to mislead by suggesting a connection between the LLP and the applicant.

(2) The objection must be made by application to a company names adjudicator (see section 70).

(3) The LLP concerned shall be the primary respondent to the application. Any of its members may be joined as respondents.

(4) If the ground specified in subsection (1)(a) or (b) is established, it is for the respondents to show—

- (a) that the name was registered before the commencement of the activities on which the applicant relies to show goodwill; or
- (b) that the LLP—
 - (i) is operating under the name, or
 - (ii) is proposing to do so and has incurred substantial start-up costs in preparation, or
 - (iii) was formerly operating under the name and is now dormant; or

- (c) that the name was registered in the ordinary course of an LLP formation business and the LLP is available for sale to the applicant on the standard terms of that business; or
- (d) that the name was adopted in good faith; or
- (e) that the interests of the applicant are not adversely affected to any significant extent.

If none of those is shown, the objection shall be upheld.

(5) If the facts mentioned in subsection (4)(a), (b) or (c) are established, the objection shall nevertheless be upheld if the applicant shows that the main purpose of the respondents (or any of them) in registering the name was to obtain money (or other consideration) from the applicant or prevent him from registering the name.

(6) If the objection is not upheld under subsection (4) or (5), it shall be dismissed.

(7) In this section “goodwill” includes reputation of any description.

Company names adjudicators

70.—(1) The Secretary of State shall appoint persons to be company names adjudicators.

(2) The persons appointed must have such legal or other experience as, in the Secretary of State's opinion, makes them suitable for appointment.

(3) An adjudicator—

- (a) holds office in accordance with the terms of his appointment,
- (b) is eligible for re-appointment when his term of office ends,
- (c) may resign at any time by notice in writing given to the Secretary of State, and
- (d) may be dismissed by the Secretary of State on the ground of incapacity or misconduct.

(4) One of the adjudicators shall be appointed Chief Adjudicator. He shall perform such functions as the Secretary of State may assign to him.

(5) The other adjudicators shall undertake such duties as the Chief Adjudicator may determine.

(6) The Secretary of State may—

- (a) appoint staff for the adjudicators;
- (b) pay remuneration and expenses to the adjudicators and their staff;
- (c) defray other costs arising in relation to the performance by the adjudicators of their functions;
- (d) compensate persons for ceasing to be adjudicators.

Procedural rules

71.—(1) The Company Names Adjudicator Rules 2008 (S.I. 2008/1738) apply to LLPs.

(2) As they apply to LLPs, omit—

- (a) in rule 3(6) (persons joined as respondent), the reference to a director of the primary respondent;
- (b) rule 13(2) (registered office treated as address for service).

Decision of adjudicator to be made available to public

72.—(1) A company names adjudicator must, within 90 days of determining an application under section 69, make his decision and his reasons for it available to the public.

(2) He may do so by means of a website or by such other means as appear to him to be appropriate.

Order requiring name to be changed

73.—(1) If an application under section 69 is upheld, the adjudicator shall make an order—

- (a) requiring the respondent LLP to change its name to one that is not an offending name, and
- (b) requiring all the respondents—
 - (i) to take all such steps as are within their power to make, or facilitate the making, of that change, and
 - (ii) not to cause or permit any steps to be taken calculated to result in another LLP being registered with a name that is an offending name.

(2) An “offending name” means a name that, by reason of its similarity to the name associated with the applicant in which he claims goodwill, would be likely—

- (a) to be the subject of a direction under section 67 (power of Secretary of State to direct change of name), or
- (b) to give rise to a further application under section 69.

(3) The order must specify a date by which the respondent LLP's name is to be changed and may be enforced—

- (a) in England and Wales or Northern Ireland, in the same way as an order of the High Court;
- (b) in Scotland, in the same way as a decree of the Court of Session.

(4) If the respondent LLP's name is not changed in accordance with the order by the specified date, the adjudicator may determine a new name for the LLP.

(5) If the adjudicator determines a new name for the respondent LLP he must give notice of his determination—

- (a) to the applicant,
- (b) to the respondents, and
- (c) to the registrar.

(6) For the purposes of this section an LLP's name is changed when the change takes effect in accordance with paragraph 5(4) in Part 1 of the Schedule to the Limited Liability Partnerships Act 2000 (c. 12) (on the issue of the certificate of the change of name).

Appeal from adjudicator's decision

74.—(1) An appeal lies to the court from any decision of a company names adjudicator to uphold or dismiss an application under section 69.

(2) Notice of appeal against a decision upholding an application must be given before the date specified in the adjudicator's order by which the respondent LLP's name is to be changed.

(3) If notice of appeal is given against a decision upholding an application, the effect of the adjudicator's order is suspended.

(4) If on appeal the court—

(a) affirms the decision of the adjudicator to uphold the application, or

(b) reverses the decision of the adjudicator to dismiss the application,

the court may (as the case may require) specify the date by which the adjudicator's order is to be complied with, remit the matter to the adjudicator or make any order or determination that the adjudicator might have made.

(5) If the court determines a new name for the LLP it must give notice of the determination—

(a) to the parties to the appeal, and

(b) to the registrar.”.

CHAPTER 3

OTHER POWERS OF THE SECRETARY OF STATE

Provision of misleading information etc

13. Sections 75 and 76 apply to LLPs, modified so that they read as follows—

“Provision of misleading information etc

75.—(1) If it appears to the Secretary of State—

(a) that misleading information has been given for the purposes of an LLP's registration by a particular name, or

(b) that an undertaking or assurance has been given for that purpose and has not been fulfilled,

the Secretary of State may direct the LLP to change its name.

(2) Any such direction—

(a) must be given within five years of the LLP's registration by that name, and

(b) must specify the period within which the LLP is to change its name.

(3) The Secretary of State may by a further direction extend the period within which the LLP is to change its name. Any such direction must be given before the end of the period for the time being specified.

(4) A direction under this section must be in writing.

(5) If an LLP fails to comply with a direction under this section, an offence is committed by—

(a) the LLP, and

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

(6) 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.

Misleading indication of activities

76.—(1) If in the opinion of the Secretary of State the name by which an LLP is registered gives so misleading an indication of the nature of its activities as to be likely to cause harm to the public, the Secretary of State may direct the LLP to change its name.

(2) The direction must be in writing.

(3) The direction must be complied with within a period of six weeks from the date of the direction or such longer period as the Secretary of State may think fit to allow. This does not apply if an application is duly made to the court under the following provisions.

(4) The LLP may apply to the court to set the direction aside. The application must be made within the period of three weeks from the date of the direction.

(5) 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.

(6) If an LLP fails to comply with a direction under this section, an offence is committed by—

(a) the LLP, and

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

(7) 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.”.

CHAPTER 4

TRADING DISCLOSURES

Requirement to disclose LLP name etc

14. Sections 82 and 83 apply to LLPs, modified so that they read as follows—

[^{F7}Requirement to disclose LLP name etc

(1) The provisions of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015 relating to Trading Disclosures apply to LLPs.

(2) As they apply to LLPs—

(a) read references to a company as references to an LLP;

(b) read references to a director as references to a member of an LLP;

(c) read references to an officer of a company as references to a designated member of an LLP;

(d) in regulation 25 (further particulars to appear in business letters, order forms and websites), for paragraphs (2)(d) to (f) and (3) substitute—

“(d) in the case of an LLP whose name ends with the abbreviation “llp”, “LLP”, “pac” or “PAC”, the fact that it is an LLP or a partneriaeth atebolrwydd cyfyngedig.”;

(e) in regulation 26 (disclosure of names of members)—

(i) at the beginning of paragraph (1) insert “ Subject to paragraph (3), ” and

(ii) after paragraph (2) insert—

“(3) Paragraph (1) does not apply in relation to any document issued by an LLP with more than 20 members which maintains at its principal place

of business a list of the names of all the members if the document states in legible characters the address of the principal place of business of the LLP and that the list of the members' names is open to inspection at that place.

(4) Where an LLP maintains a list of the members' names for the purposes of paragraph (3), any person may inspect the list during office hours.”;

(f) omit regulation 28(3) (offences: shadow directors).

Civil consequences of failure to make required disclosure

(1) This section applies to any legal proceedings brought by an LLP to which section 82 applies (requirement to disclose LLP name etc) to enforce a right arising out of a contract made in the course of a business in respect of which the LLP was, at the time the contract was made, in breach of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015.

(2) The proceedings shall be dismissed if the defendant (in Scotland, the defender) to the proceedings shows—

- (a) that he has a claim against the claimant (pursuer) arising out of the contract that he has been unable to pursue by reason of the latter's breach of the regulations, or
- (b) that he has suffered some financial loss in connection with the contract by reason of the claimant's (pursuer's) breach of the regulations,

unless the court before which the proceedings are brought is satisfied that it is just and equitable to permit the proceedings to continue.

(3) This section does not affect the right of any person to enforce such rights as he may have against another person in any proceedings brought by that person.”].

Textual Amendments

F7 Words in [reg. 14](#) substituted (31.1.2015) by [The Company, Limited Liability Partnership and Business \(Names and Trading Disclosures\) Regulations 2015 \(S.I. 2015/17\)](#), [reg. 1\(1\)](#), [Sch. 5 para. 5](#)

15. Section 85 applies to LLPs, modified so that it reads as follows—

[^{F8.c}Minor variation in form of name to be left out of account

(1) For the purposes of this Chapter, in considering an LLP's name no account is to be taken of—

- (a) whether upper or lower case characters (or a combination of the two) are used,
- (b) whether diacritical marks or punctuation are present or absent,

provided there is no real likelihood of names differing only in those respects being taken to be different names.

(2) This does not affect the operation of provisions of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015 permitting only specified characters or punctuation.”].

Textual Amendments

- F8** Words in [reg. 15](#) substituted (31.1.2015) by [The Company, Limited Liability Partnership and Business \(Names and Trading Disclosures\) Regulations 2015 \(S.I. 2015/17\)](#), [reg. 1\(1\)](#), [Sch. 5 para. 6](#)

PART 4**AN LLP'S REGISTERED OFFICE****General**

- 16.** Sections 86 and 87 apply to LLPs, modified so that they read as follows—

“An LLP's registered office

86.—(1) An LLP must at all times have a registered office situated in England and Wales (or in Wales), in Scotland or in Northern Ireland, to which all communications and notices may be addressed.

(2) On the incorporation of an LLP the situation of its registered office shall be that stated in the incorporation document.

Change of address of registered office

87.—(1) An LLP may change the address of its registered office by giving notice to the registrar.

(2) 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 LLP at the address previously registered.

(3) For the purposes of any duty of an LLP—

- (a) to keep available for inspection at its registered office any register, index or other document, or
- (b) to mention the address of its registered office in any document,

an LLP that has given notice to the registrar of a change in the address of its registered office may act on the change as from such date, not more than 14 days after the notice is given, as it may determine.

(4) Where an LLP unavoidably ceases to perform at its registered office any such duty as is mentioned in subsection (3)(a) in circumstances in which it was not practicable to give prior notice to the registrar of a change in the address of its registered office, but—

- (a) resumes performance of that duty at other premises as soon as practicable, and
- (b) gives notice accordingly to the registrar of a change in the situation of its registered office within 14 days of doing so,

it is not to be treated as having failed to comply with that duty.”

Welsh LLPs

- 17.** Section 88 applies to LLPs, modified so that it reads as follows—

“Welsh LLPs

88.—(1) In this Act a “Welsh LLP” means an LLP as to which it is stated in the register that its registered office is to be situated in Wales.

(2) An LLP—

- (a) whose registered office is in Wales, and
- (b) as to which it is stated in the register that its registered office is to be situated in England and Wales,

may determine that the register be amended so that it states that the LLP's registered office is to be situated in Wales.

(3) An LLP—

- (a) whose registered office is in Wales, and
- (b) as to which it is stated in the register that its registered office is to be situated in Wales,

may determine that the register be amended so that it states that the LLP's registered office is to be situated in England and Wales.

(4) Where an LLP makes a determination under this section it must give notice to the registrar, who shall—

- (a) amend the register accordingly, and
- (b) issue a new certificate of incorporation altered to meet the circumstances of the case.”.

PART 5

AN LLP'S MEMBERS

CHAPTER 1

REGISTER OF MEMBERS

[^{F9}Alternative method of record-keeping

17A. Section 161A applies to LLPs, modified so that it reads as follows—

“Alternative method of record-keeping

Sections 162 to 165 must be read with Chapter 1A (which allows for an alternative method of record-keeping in the case of LLPs).”]

Textual Amendments

F9 Reg. 17A inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 1 para. 2**

Requirements for register of members

18. Sections 162 to 165 apply to LLPs, modified so that they read as follows—

“Register of members

162.—(1) Every LLP must keep a register of its members.

(2) The register must contain the required particulars (see sections 163 and 164) of each person who is a member of the LLP.

(3) The register must be kept available for inspection—

- (a) at the LLP's registered office, or
- (b) at a place specified in Part 2 of the Companies (Company Records) Regulations 2008 (S.I. 2008/3006).

(4) The LLP must give notice to the registrar—

- (a) of the place at which the register is kept available for inspection, and
- (b) of any change in that place,

unless it has at all times been kept at the LLP's registered office.

(5) The register must be open to the inspection—

- (a) of any member of the LLP without charge, and
- (b) of any other person on payment of the fee prescribed by regulation 2(a) of the Companies (Fees for Inspection of Company Records) Regulations 2008 (S.I. 2008/3007).

(6) If default is made in complying with subsection (1), (2) or (3) or if default is made for 14 days in complying with subsection (4), or if an inspection required under subsection (5) is refused, an offence is committed by—

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

(7) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [F10one-tenth of level 5 on the standard scale][F10one-tenth of the greater of £5,000 or level 4 on the standard scale].

(8) In the case of a refusal of inspection of the register, the court may by order compel an immediate inspection of it.

Particulars of members to be registered: individuals

163.—(1) An LLP's register of members must contain the following particulars in the case of an individual—

- (a) name and any former name;
- (b) a service address;
- (c) the country or state (or part of the United Kingdom) in which he is usually resident;
- (d) date of birth;
- (e) whether he is a designated member.

(2) For the purposes of this section “name” means a person's Christian name (or other forename) and surname, except that in the case of—

- (a) a peer, or
- (b) an individual usually known by a title,

the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.

(3) For the purposes of this section a “former name” means a name by which the individual was formerly known for business purposes. Where a person is or was formerly known by more than one such name, each of them must be stated.

(4) It is not necessary for the register to contain particulars of a former name in the following cases—

- (a) in the case of a peer or an individual normally known by a British title, where the name is one by which the person was known previous to the adoption of or succession to the title;
- (b) in the case of any person, where the former name—
 - (i) was changed or disused before the person attained the age of 16 years, or
 - (ii) has been changed or disused for 20 years or more.

(5) A person's service address may be stated to be “The LLP's registered office”.

Particulars of members to be registered: corporate members and firms

164. An LLP's register of members must contain the following particulars in the case of a body corporate, or a firm that is a legal person under the law by which it is governed—

- (a) corporate or firm name;
- (b) registered or principal office;
- [^{F11}(c) in the case of a limited company that is a UK-registered company, the registered number;]
- (d) in any other case, particulars of—
 - (i) the legal form of the company or firm and the law by which it is governed, and
 - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register;
- (e) whether it is a designated member.

Register of members' residential addresses

165.—(1) Every LLP must keep a register of members' residential addresses.

(2) The register must state the usual residential address of each of the LLP's members.

(3) If a member's usual residential address is the same as his service address (as stated in the LLP's register of members), the register of members' residential addresses need only contain an entry to that effect. This does not apply if his service address is stated to be “The LLP's registered office”.

(4) If default is made in complying with this section, an offence is committed by—

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

(5) A person guilty of an offence under this section is liable on summary conviction 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) This section applies only to members who are individuals, not where the member is a body corporate or a firm that is a legal person under the law by which it is governed.”

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

Textual Amendments

- F10** Words in [reg. 18](#) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), [reg. 1\(1\)](#), [Sch. 3 para. 14\(2\)](#) (with [reg. 5\(1\)](#))
- F11** Words in [reg. 18](#) substituted (31.12.2020) by [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/348\)](#), [reg. 2](#), [Sch. 3 para. 23](#) (with [Sch. 4 para. 2](#)) (as amended by [S.I. 2020/523](#), [regs. 1\(2\), 20](#)); [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

[^{F12}CHAPTER 1A

OPTION TO KEEP INFORMATION ON THE CENTRAL REGISTER

Textual Amendments

- F12** [Pt. 5 Ch. 1A](#) inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), [reg. 1](#), [Sch. 1 para. 3](#)

18A. Sections 167A to 167E apply to LLPs, modified so that they read as follows—

“Right to make an election

(1) An election may be made under this section in respect of a register of members or a register of members’ residential addresses (or both).

(2) The election may be made—

- (a) by the proposed members of a proposed LLP, or
- (b) by the LLP itself once it is formed and registered under the Limited Liability Partnerships Act 2000.

(3) The election is made by giving notice of election to the registrar.

(4) If the notice is given by proposed members of a proposed LLP, it must be given when the documents required to be delivered under section 2 of the Limited Liability Partnerships Act 2000 are delivered to the registrar.

Effective date of election

(1) An election made under section 167A takes effect when the notice of election is registered by the registrar.

(2) The election remains in force until a notice of withdrawal sent by the LLP under section 167E is registered by the registrar.

Effect of election on obligations under sections 162 and 165

(1) In the period during which an election under section 167A is in force, with respect to an LLP, the obligations set out in sections 162 and 165(1) do not apply to that LLP.

Duty to notify registrar of changes

(1) The duty under subsection (2) applies during the period when an election under section 167A is in force.

(2) The LLP must deliver to the registrar—

- (a) any information of which the LLP would during that period have been obliged to give notice under section 9 of the Limited Liability Partnerships Act 2000, had the election not been in force, and
 - (b) any statement that would have been required to accompany such a notice.
- (3) The information (and any accompanying statement) must be delivered as soon as reasonably practicable after the LLP becomes aware of the information and, in any event, no later than the time by which the LLP would have been required under section 9 of the Limited Liability Partnerships Act 2000 to give notice of the information.
- (4) If default is made in complying with this section, an offence is committed by—
- (a) the LLP, and
 - (b) every designated member of the LLP 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 and, for continued contravention, a daily default fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale;
 - (b) in Scotland and 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.

Withdrawing the election

- (1) An LLP may withdraw an election made by or in respect of it under section 167A.
- (2) Withdrawal is achieved by giving notice of withdrawal to the registrar.
- (3) The withdrawal takes effect when the notice is registered by the registrar.
- (4) The effect of withdrawal is that the LLP's obligation under section 162 or (as the case may be) section 165 to keep and maintain a register of the relevant kind apply from then on with respect to the period going forward.
- (5) The reference in subsection (4) to a register "of the relevant kind" is to a register (whether a register of members or a register of members' usual residential addresses) of the kind in respect of which the election was made.
- (6) This means that, when the withdrawal takes effect—
 - (a) the LLP must enter in that register all the information that is required to be contained in that register in respect of matters that are current as at that time, but
 - (b) the LLP is not required to enter in its register information relating to the period when the election was in force that is no longer current."]

CHAPTER 2

MEMBERS' RESIDENTIAL ADDRESSES: PROTECTION FROM DISCLOSURE

Members' residential addresses: protection from disclosure

19. Sections 240 to 246 apply to LLPs, modified so that they read as follows—

“Protected information

240.—(1) This Chapter makes provision for protecting, in the case of an LLP member who is an individual—

- (a) information as to his usual residential address;

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (b) the information that his service address is his usual residential address.
- (2) That information is referred to in this Chapter as “protected information”.
- (3) Information does not cease to be protected information on the individual ceasing to be a member of the LLP. References in this Chapter to a member include, to that extent, a former member.

Protected information: restriction on use or disclosure by LLP

241.—(1) An LLP must not use or disclose protected information about any of its members, except—

- (a) for communicating with the member concerned,
- (b) in order to comply with any requirement of this Act or of the Limited Liability Partnerships Act 2000 (c. 12) as to particulars to be sent to the registrar, or
- (c) in accordance with section 244 (disclosure under court order).

(2) Subsection (1) does not prohibit any use or disclosure of protected information with the consent of the member concerned.

Protected information: restriction on use or disclosure by registrar

242.—(1) The registrar must omit protected information from the material on the register that is available for inspection where—

- (a) it is contained in a document delivered to him in which such information is required to be stated, and
 - (b) in the case of a document having more than one part, it is contained in a part of the document in which such information is required to be stated.
- (2) The registrar is not obliged—
- (a) to check other documents or (as the case may be) other parts of the document to ensure the absence of protected information, or
 - (b) to omit from the material that is available for public inspection anything registered before 1st October 2009.
- (3) The registrar must not use or disclose protected information except—
- (a) as permitted by section 243 (permitted use or disclosure by registrar), or
 - (b) in accordance with section 244 (disclosure under court order).

Permitted use or disclosure by the registrar

243.—(1) The registrar may use protected information for communicating with the member in question.

- (2) The registrar may disclose protected information—
- (a) to a public authority specified for the purposes of this section, or
 - (b) to a credit reference agency.

(3) The provisions of the Companies (Disclosure of Address) Regulations 2009 (S.I. 2009/214) relating to disclosure of protected information under this section apply to LLPs.

- (4) The provisions are—
- (a) Part 2 (disclosure of protected information),

- (b) Part 4 (matters relating to applications), so far as relating to disclosure under this section, and
 - (c) any other provisions of the Regulations having effect for the purposes of those provisions.
- (5) As those provisions apply to LLPs—
- (a) references to provisions of the Companies Act 1985 (c. 6), the Insolvency Act 1986 (c. 45), the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I.6)) or the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.9)) are to those provisions as applied to LLPs by the Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090) or the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307);
 - (b) read references to a company or proposed company as references to an LLP or proposed LLP;
 - (c) read references to a director as references to a member of an LLP;
 - (d) read references to a subscriber to a memorandum of association as references to a proposed member of a proposed LLP;
 - (e) in regulation 1(2), for the definition of “former name” substitute—
““former name” means a name by which an individual was formerly known and which has been notified to the registrar under section 2 or 9 of the Limited Liability Partnerships Act 2000;”;
 - [^{F13}(f) in regulation 5(2)(a), for the words after “will be subjected to violence or intimidation as a result of the activities of at least one of” substitute—
 - “(i) the companies of which he is, or proposes to become, a director;
 - (ii) the companies of which he was a director;
 - (iii) the overseas companies of which he is or has been a director, secretary or permanent representative;
 - (iv) the limited liability partnerships of which he is or has been a member;
 - (v) the limited liability partnerships of which he proposes to become a member;
 - (vi) the companies of which he is, or proposes to become a registrable person under Part 21A of the Act;
 - (vii) the companies of which he used to be a registrable person under Part 21A of the Act;
 - (viii) the limited liability partnerships of which that individual is, or proposes to become a registrable person under Part 21A of the Act as applied to limited liability partnerships by Part 8 of these Regulations; and
 - (ix) the limited liability partnerships of which that individual used to be a registrable person under Part 21A of the Act as applied to limited liability partnerships by Part 8 of these Regulations.”.]
- (6) In this section—
- “credit reference agency” means a person carrying on a business comprising the furnishing of information relevant to the financial standing of individuals, being information collected by the agency for that purpose; and
 - “public authority” includes any person or body having functions of a public nature.

Disclosure under court order

244.—(1) The court may make an order for the disclosure of protected information by the LLP or by the registrar if—

- (a) there is evidence that service of documents at a service address other than the member's usual residential address is not effective to bring them to the notice of the member, or
- (b) it is necessary or expedient for the information to be provided in connection with the enforcement of an order or decree of the court,

and the court is otherwise satisfied that it is appropriate to make the order.

(2) An order for disclosure by the registrar is to be made only if the LLP—

- (a) does not have the member's usual residential address, or
- (b) has been dissolved.

(3) The order may be made on the application of a liquidator, creditor or member of the LLP, or any other person appearing to the court to have a sufficient interest.

(4) The order must specify the persons to whom, and purposes for which, disclosure is authorised.

Circumstances in which registrar may put address on the public record

245.—(1) The registrar may put a member's usual residential address on the public record if—

- (a) communications sent by the registrar to the member and requiring a response within a specified period remain unanswered, or
- (b) there is evidence that service of documents at a service address provided in place of the member's usual residential address is not effective to bring them to the notice of the member.

(2) The registrar must give notice of the proposal—

- (a) to the member, and
- (b) to every LLP of which the registrar has been notified that the individual is a member.

(3) The notice must—

- (a) state the grounds on which it is proposed to put the member's usual residential address on the public record, and
- (b) specify a period within which representations may be made before that is done.

(4) It must be sent to the member at his usual residential address, unless it appears to the registrar that service at that address may be ineffective to bring it to the individual's notice, in which case it may be sent to any service address provided in place of that address.

(5) The registrar must take account of any representations received within the specified period.

(6) What is meant by putting the address on the public record is explained in section 246.

Putting the address on the public record

246.—(1) The registrar, on deciding in accordance with section 245 that a member's usual residential address is to be put on the public record, shall proceed as if notice of a change of registered particulars had been given—

- (a) stating that address as the member's service address, and
 - (b) stating that the member's usual residential address is the same as his service address.
- (2) The registrar must give notice of having done so—
- (a) to the member, and
 - (b) to the LLP.
- (3) On receipt of the notice the LLP must—
- (a) enter the member's usual residential address in its register of members as his service address, and
 - (b) state in its register of members' residential addresses that his usual residential address is the same as his service address.
- [^{F14}(3A) But—
- (a) subsection (3)(a) does not apply if an election under section 167A is in force in respect of the LLP's register of members, and
 - (b) subsection (3)(b) does not apply if an election under section 167A is in force in respect of the LLP's register of members' residential addresses.]
- (4) If the LLP has been notified by the member in question of a more recent address as his usual residential address, it must—
- (a) enter that address in its register of members as the member's service address, and
 - (b) give notice to the registrar as on a change of registered particulars.
- [^{F15}(4A) If an election under section 167A is in force in respect of the LLP's register of members, the LLP must, in place of doing the things mentioned in subsection (4)(a) and (b), deliver the particulars to the registrar in accordance with section 167D.]
- (5) If an LLP fails to comply with subsection (3) [^{F16}, (4) or (4A)], an offence is committed by—
- (a) the LLP, and
 - (b) every designated member of the LLP who is in default.
- (6) A person guilty of an offence under subsection (5) is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [^{F17}one-tenth of level 5 on the standard scale][^{F17}one-tenth of the greater of £5,000 or level 4 on the standard scale].
- (7) A member whose usual residential address has been put on the public record by the registrar under this section may not register a service address other than his usual residential address for a period of five years from the date of the registrar's decision.”.

Textual Amendments

- F13** Words in reg. 19 inserted (6.4.2016) by [The Limited Liability Partnerships \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/340\)](#), reg. 1(3), **Sch. 3 para. 4**
- F14** Words in reg. 19 inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 1 para. 4(a)**
- F15** Words in reg. 19 inserted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 1 para. 4(b)**
- F16** Words in reg. 19 substituted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 1 para. 4(c)**

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

F17 Words in reg. 19 substituted (E.W.) (12.3.2015) by The Legal Aid, Sentencing and Punishment of Offenders Act 2012 (Fines on Summary Conviction) Regulations 2015 (S.I. 2015/664), reg. 1(1), Sch. 3 para. 14(3) (with reg. 5(1))

PART 6

DEBENTURES

General provisions

20. Sections 738 to 742 apply to LLPs, modified so that they read as follows—

“Meaning of “debenture”

738. In this Act “debenture” includes debenture stock, bonds and any other securities of an LLP, whether or not constituting a charge on the assets of the LLP.

Perpetual debentures

739.—(1) A condition contained in debentures, or in a deed for securing debentures, is not invalid by reason only that the debentures are made—

- (a) irredeemable, or
- (b) redeemable only—
 - (i) on the happening of a contingency (however remote), or
 - (ii) on the expiration of a period (however long),

any rule of equity to the contrary notwithstanding.

(2) Subsection (1) applies to debentures whenever issued and to deeds whenever executed.

Enforcement of contract to subscribe for debentures

740. A contract with an LLP to take up and pay for debentures of the LLP may be enforced by an order for specific performance.

Registration of allotment of debentures

741.—(1) An LLP must register an allotment of debentures as soon as practicable and in any event within two months after the date of the allotment.

(2) If an LLP fails to comply with this section, an offence is committed by—

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

(3) 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.

(4) For the duties of the LLP as to the issue of the debentures, or certificates of debenture stock, see Part 21 (certification and transfer of securities).

Debentures to bearer (Scotland)

742. Notwithstanding anything in the statute of the Scots Parliament of 1696, chapter 25, debentures to bearer issued in Scotland are valid and binding according to their terms.”.

Register of debenture holders

21. Sections 743 to 748 apply to LLPs, modified so that they read as follows—

“Register of debenture holders

743.—(1) Any register of debenture holders of an LLP that is kept by the LLP must be kept available for inspection—

- (a) at the LLP's registered office, or
- (b) at a place specified in Part 2 of the Companies (Company Records) Regulations 2008 (S.I. 2008/3006).

(2) An LLP must give notice to the registrar of the place where any such register is kept available for inspection and of any change in that place.

(3) No such notice is required if the register has, at all times since it came into existence, been kept available for inspection at the LLP's registered office.

(4) If an LLP makes default for 14 days in complying with subsection (2), an offence is committed by—

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

(5) 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.

(6) References in this section to a register of debenture holders include a duplicate—

- (a) of a register of debenture holders that is kept outside the United Kingdom, or
- (b) of any part of such a register.

Register of debenture holders: right to inspect and require copy

744.—(1) Every register of debenture holders of an LLP must, except when duly closed, be open to the inspection—

- (a) of the registered holder of any such debentures, or any member of the LLP, without charge, and
- (b) of any other person on payment of the fee prescribed by regulation 2 of the Companies (Fees for Inspection and Copying of Company Records) (No. 2) Regulations 2007 (S.I. 2007/3535).

(2) Any person may require a copy of the register, or any part of it, on payment of the fee prescribed by regulation 3 of the Companies (Fees for Inspection and Copying of Company Records) (No. 2) Regulations 2007 (S.I. 2007/3535).

(3) A person seeking to exercise either of the rights conferred by this section must make a request to the LLP to that effect.

(4) The request must contain the following information—

- (a) in the case of an individual, his name and address;

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (b) in the case of an organisation, the name and address of an individual responsible for making the request on behalf of the organisation;
 - (c) the purpose for which the information is to be used; and
 - (d) whether the information will be disclosed to any other person, and if so—
 - (i) where that person is an individual, his name and address,
 - (ii) where that person is an organisation, the name and address of an individual responsible for receiving the information on its behalf, and
 - (iii) the purpose for which the information is to be used by that person.
- (5) For the purposes of this section a register is “duly closed” if it is closed in accordance with provision contained—
- (a) in the debentures,
 - (b) in the case of debenture stock in the stock certificates, or
 - (c) in the trust deed or other document securing the debentures or debenture stock.
- The total period for which a register is closed in any year must not exceed 30 days.
- (6) References in this section to a register of debenture holders include a duplicate—
- (a) of a register of debenture holders that is kept outside the United Kingdom, or
 - (b) of any part of such a register.

Register of debenture holders: response to request for inspection or copy

- 745.**—(1) Where an LLP receives a request under section 744 (register of debenture holders: right to inspect and require copy), it must within five working days either—
- (a) comply with the request, or
 - (b) apply to the court.
- (2) If it applies to the court it must notify the person making the request.
- (3) If on an application under this section the court is satisfied that the inspection or copy is not sought for a proper purpose—
- (a) it shall direct the LLP not to comply with the request, and
 - (b) it may further order that the LLP's costs (in Scotland, expenses) on the application be paid in whole or in part by the person who made the request, even if he is not a party to the application.
- (4) If the court makes such a direction and it appears to the court that the LLP is or may be subject to other requests made for a similar purpose (whether made by the same person or different persons), it may direct that the LLP is not to comply with any such request. The order must contain such provision as appears to the court appropriate to identify the requests to which it applies.
- (5) If on an application under this section the court does not direct the LLP not to comply with the request, the LLP must comply with the request immediately upon the court giving its decision or, as the case may be, the proceedings being discontinued.

Register of debenture holders: refusal of inspection or default in providing copy

- 746.**—(1) If an inspection required under section 744 (register of debenture holders: right to inspect and require copy) is refused or default is made in providing a copy required under that section, otherwise than in accordance with an order of the court, an offence is committed by—

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

(2) 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.

(3) In the case of any such refusal or default the court may by order compel an immediate inspection or, as the case may be, direct that the copy required be sent to the person requesting it.

Register of debenture holders: offences in connection with request for or disclosure of information

747.—(1) It is an offence for a person knowingly or recklessly to make in a request under section 744 (register of debenture holders: right to inspect and require copy) a statement that is misleading, false or deceptive in a material particular.

(2) It is an offence for a person in possession of information obtained by exercise of either of the rights conferred by that section—

- (a) to do anything that results in the information being disclosed to another person, or
- (b) to fail to do anything with the result that the information is disclosed to another person,

knowing, or having reason to suspect, that person may use the information for a purpose that is not a proper purpose.

(3) A person guilty of an offence under this section is liable—

- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
- (b) on summary conviction—
 - (i) in England and Wales or Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
 - (ii) in Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

Time limit for claims arising from entry in register

748.—(1) Liability incurred by an LLP—

- (a) from the making or deletion of an entry in the register of debenture holders, or
- (b) from a failure to make or delete any such entry,

is not enforceable more than ten years after the date on which the entry was made or deleted or, as the case may be, the failure first occurred.

(2) This is without prejudice to any lesser period of limitation (and, in Scotland, to any rule that the obligation giving rise to the liability prescribes before the expiry of that period).”.

Supplementary provisions

22. Sections 749 and 750 apply to LLPs, modified so that they read as follows—

“Right of debenture holder to copy of deed

749.—(1) Any holder of debentures of an LLP is entitled, on request and on payment of the fee prescribed by regulation 4 of the Companies (Fees for Inspection and Copying of Company Records) (No. 2) Regulations 2007 (S.I. 2007/3535), to be provided with a copy of any trust deed for securing the debentures.

(2) If default is made in complying with this section, an offence is committed by every member of the LLP who is in default.

(3) 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.

(4) In the case of any such default the court may direct that the copy required be sent to the person requiring it.

Liability of trustees of debentures

750.—(1) Any provision contained in—

- (a) a trust deed for securing an issue of debentures, or
- (b) any contract with the holders of debentures secured by a trust deed,

is void in so far as it would have the effect of exempting a trustee of the deed from, or indemnifying him against, liability for breach of trust where he fails to show the degree of care and diligence required of him as trustee, having regard to the provisions of the trust deed conferring on him any powers, authorities or discretions.

(2) Subsection (1) does not invalidate—

- (a) a release otherwise validly given in respect of anything done or omitted to be done by a trustee before the giving of the release;
- (b) any provision enabling such a release to be given—
 - (i) on being agreed to by a majority of not less than 75% in value of the debenture holders present and voting in person or, where proxies are permitted, by proxy at a meeting summoned for the purpose, and
 - (ii) either with respect to specific acts or omissions or on the trustee dying or ceasing to act.”.

23. Sections 752 to 754 apply to LLPs, modified so that they read as follows—

“Power to re-issue redeemed debentures

752.—(1) Where an LLP has redeemed debentures previously issued, then unless—

- (a) provision to the contrary (express or implied) is contained in any contract made by the LLP, or
- (b) the LLP has, by making a determination to that effect or by some other act, manifested its intention that the debentures shall be cancelled,

the LLP may re-issue the debentures, either by re-issuing the same debentures or by issuing new debentures in their place. This subsection is deemed always to have had effect.

(2) On a re-issue of redeemed debentures the person entitled to the debentures has (and is deemed always to have had) the same priorities as if the debentures had never been redeemed.

(3) The re-issue of a debenture or the issue of another debenture in its place under this section is treated as the issue of a new debenture for the purposes of stamp duty. It is not so treated for the purposes of any provision limiting the amount or number of debentures to be issued.

(4) A person lending money on the security of a debenture re-issued under this section which appears to be duly stamped may give the debenture in evidence in any proceedings for enforcing his security without payment of the stamp duty or any penalty in respect of it, unless he had notice (or, but for his negligence, might have discovered) that the debenture was not duly stamped. In that case the LLP is liable to pay the proper stamp duty and penalty.

Deposit of debentures to secure advances

753. Where an LLP has deposited any of its debentures to secure advances from time to time on current account or otherwise, the debentures are not treated as redeemed by reason only of the LLP's account having ceased to be in debit while the debentures remained so deposited.

Priorities where debentures secured by floating charge

754.—(1) This section applies where debentures of an LLP registered in England and Wales or Northern Ireland are secured by a charge that, as created, was a floating charge.

(2) If possession is taken, by or on behalf of the holders of the debentures, of any property comprised in or subject to the charge, and the LLP is not at that time in the course of being wound up, the LLP's preferential debts shall be paid out of assets coming to the hands of the persons taking possession in priority to any claims for principal or interest in respect of the debentures.

(3) "Preferential debts" means the categories of debts listed in Schedule 6 to the Insolvency Act 1986 (c. 45) or Schedule 4 to the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19)). For the purposes of those Schedules "the relevant date" is the date of possession being taken as mentioned in subsection (2).

(4) Payments under this section shall be recouped, as far as may be, out of the assets of the LLP available for payment of general creditors."

PART 7

CERTIFICATION AND TRANSFER OF DEBENTURES

Issue of certificates etc on allotment

24. Section 769 applies to LLPs, modified so that it reads as follows—

"Duty of LLP as to issue of certificates etc on allotment

769.—(1) An LLP must, within two months after the allotment of any of its debentures or debenture stock, complete and have ready for delivery—

- (a) the debentures allotted, or
- (b) the certificates of the debenture stock allotted.

(2) Subsection (1) does not apply—

- (a) if the conditions of issue of the debentures or debenture stock provide otherwise,
or

(b) in the case of allotment to a financial institution (see section 778).

(3) If default is made in complying with subsection (1) an offence is committed by every member of the LLP who is in default.

(4) A person guilty of an offence under subsection (3) 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.”.

Transfer of debentures

25. Sections 770 and 771 apply to LLPs, modified so that they read as follows—

“Registration of transfer

770.—(1) An LLP may not register a transfer of debentures of the LLP unless—

- (a) a proper instrument of transfer has been delivered to it, or
- (b) the transfer is an exempt transfer within the Stock Transfer Act 1982 (c. 41).

(2) Subsection (1) does not affect any power of the LLP to register as debenture holder a person to whom the right to any debentures of the LLP has been transmitted by operation of law.

Procedure on transfer being lodged

771.—(1) When a transfer of debentures of an LLP has been lodged with the LLP, the LLP must either—

- (a) register the transfer, or
- (b) give the transferee notice of refusal to register the transfer, together with its reasons for the refusal,

as soon as practicable and in any event within two months after the date on which the transfer is lodged with it.

(2) If the LLP refuses to register the transfer, it must provide the transferee with such further information about the reasons for the refusal as the transferee may reasonably request. This does not include copies of minutes of meetings of members.

(3) If an LLP fails to comply with this section, an offence is committed by—

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

(4) 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.

(5) This section does not apply in relation to the transmission of debentures by operation of law.”.

Other matters

26. Sections 774 and 775 apply to LLPs, modified so that they read as follows—

“Evidence of grant of probate etc

774. The production to an LLP of any document that is by law sufficient evidence of the grant of—

- (a) probate of the will of a deceased person,
- (b) letters of administration of the estate of a deceased person, or
- (c) confirmation as executor of a deceased person,

shall be accepted by the LLP as sufficient evidence of the grant.

Certification of instrument of transfer

775.—(1) The certification by an LLP of an instrument of transfer of any debentures of the LLP is to be taken as a representation by the LLP to any person acting on the faith of the certification that there have been produced to the LLP such documents as on their face show a prima facie title to the debentures in the transferor named in the instrument.

(2) The certification is not to be taken as a representation that the transferor has any title to the debentures.

(3) Where a person acts on the faith of a false certification by an LLP made negligently, the LLP is under the same liability to him as if the certification had been made fraudulently.

(4) For the purposes of this section—

- (a) an instrument of transfer is certificated if it bears the words “certificate lodged” (or words to the like effect);
- (b) the certification of an instrument of transfer is made by an LLP if—
 - (i) the person issuing the instrument is a person authorised to issue certificated instruments of transfer on the LLP's behalf, and
 - (ii) the certification is signed by a person authorised to certificate transfers on the LLP's behalf or by a member or employee of the LLP or by an officer or employee of a body corporate so authorised;
- (c) a certification is treated as signed by a person if—
 - (i) it purports to be authenticated by his signature or initials (whether handwritten or not), and
 - (ii) it is not shown that the signature or initials was or were placed there neither by himself nor by a person authorised to use the signature or initials for the purpose of certificating transfers on the LLP's behalf.”.

Issue of certificates etc on transfer

27. Section 776 applies to LLPs, modified so that it reads as follows—

“Duty of LLP as to issue of certificates etc on transfer

776.—(1) An LLP must, within two months after the date on which a transfer of any of its debentures or debenture stock is lodged with the LLP, complete and have ready for delivery—

- (a) the debentures transferred, or
- (b) the certificates of the debenture stock transferred.

(2) For this purpose a “transfer” means—

- (a) a transfer duly stamped and otherwise valid, or
- (b) an exempt transfer within the Stock Transfer Act 1982 (c. 41),

but does not include a transfer that the LLP is for any reason entitled to refuse to register and does not register.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (3) Subsection (1) does not apply—
- (a) if the conditions of issue of the debentures or debenture stock provide otherwise, or
 - (b) in the case of a transfer to a financial institution (see section 778).
- (4) If default is made in complying with subsection (1) an offence is committed by every member of the LLP who is in default.
- (5) 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.”.

Issue of certificates etc on allotment or transfer to financial institution

28. Section 778 applies to LLPs, modified so that it reads as follows—

“Issue of certificates etc: allotment or transfer to financial institution

778.—(1) An LLP—

- (a) of which debentures are allotted to a financial institution,
- (b) of which debenture stock is allotted to a financial institution, or
- (c) with which a transfer for transferring debentures or debenture stock to a financial institution is lodged,

is not required in consequence of that allotment or transfer to comply with section 769(1) or 776(1) (duty of LLP as to issue of certificates etc).

(2) A “financial institution” means—

- (a) a recognised clearing house [^{F18}or a recognised CSD] acting in relation to a recognised investment exchange, or
- (b) a nominee of—
 - (i) a recognised clearing house [^{F18}or a recognised CSD] acting in that way, or
 - (ii) a recognised investment exchange,
 designated for the purposes of this section in the rules of the recognised investment exchange in question.

(3) Expressions used in subsection (2) have the same meaning as in Part 18 of the Financial Services and Markets Act 2000 (c. 8).”.

Textual Amendments

F18 Words in [reg. 28](#) inserted (28.11.2017) by [The Central Securities Depositories Regulations 2017 \(S.I. 2017/1064\)](#), [reg. 1](#), [Sch. para. 33](#) (with [regs. 7\(4\), 9\(1\)](#))

Supplementary provisions

29. Section 782 is applied to LLPs, modified so that it reads as follows—

“Issue of certificates etc: court order to make good default

782.—(1) If an LLP on which a notice has been served requiring it to make good any default in complying with—

(a) section 769(1) (duty of LLP as to issue of certificates etc on allotment), or
(b) section 776(1) (duty of LLP as to issue of certificates etc on transfer),
fails to make good the default within ten days after service of the notice, the person entitled to have the certificates or the debentures delivered to him may apply to the court.

(2) The court may on such an application make an order directing the LLP and any member of it to make good the default within such time as may be specified in the order.

(3) The order may provide that all costs (in Scotland, expenses) of and incidental to the application are to be borne by the LLP or by a member of it responsible for the default.”.

[^{F19}PART 8

ANNUAL CONFIRMATION BY LLP OF ACCURACY OF INFORMATION ON REGISTER

Textual Amendments

F19 Pt. 8 (ss. 30, 31, 31ZA) substituted for Pt. 8 (regs. 30, 31) (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 1 para. 5** (with reg. 3(2)-(4))

30. Sections 853A and 853B apply to LLPs, modified so that they read as follows—

“Duty to deliver confirmation statements

(1) Every LLP must, before the end of the period of 14 days after the end of each review period, deliver to the registrar—

- (a) such information as is necessary to ensure that the LLP is able to make the statement referred to in paragraph (b), and
- (b) a statement (“a confirmation statement”) confirming that all information required to be delivered by the LLP to the registrar in relation to the confirmation period concerned under [^{F20}any duty to notify a relevant event (see section 853B)] either—
 - (i) has been delivered, or
 - (ii) is being delivered at the same time as the confirmation statement.

^{F21}(2)

(3) In this Part “confirmation period”—

- (a) in relation to an LLP’s first confirmation statement, means the period beginning with the day of the LLP’s incorporation and ending with the date specified in the statement (“confirmation date”);
- (b) in relation to any other confirmation statement of the LLP, means the period beginning with the day after the confirmation date of the last such statement and ending with the confirmation date of the confirmation statement concerned.

(4) The confirmation date of a confirmation statement must be no later than the last day of the review period concerned.

(5) For the purposes of this Part, each of the following is a review period—

- (a) the period of 12 months beginning with the day of the LLP’s incorporation,

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(b) each period of 12 months beginning with the day after the end of the previous review period.

(6) But where an LLP delivers a confirmation statement with a confirmation date which is earlier than the last day of the review period concerned, the next review period is the period of 12 months beginning with the day after the confirmation date.

(7) For the purpose of making a confirmation statement, an LLP is entitled to assume that any information has been properly delivered to the registrar if it has been delivered within the period of 5 days ending with the date on which the statement is delivered.

(8) But subsection (7) does not apply in a case where the LLP has received notice from the registrar that such information has not been properly delivered.

Duty to notify a relevant event

853B The following duties are duties to notify a relevant event—

- (a) the duty to give notice of a change in the address of the LLP’s registered office under section 87;
- (b) in the case of an LLP in respect of which an election is in force under section 167A (election to keep the register of members or the register of members’ residential addresses (or both) on the central register), the duty to deliver anything as mentioned in section 167D;
- [^{F22}(ba) in the case of an LLP to which Part 21A (information about people with significant control) applies, and in respect of which an election is not in force under section 790X (election to keep information in PSC register on central register), the duty to give notice of a change as mentioned in section 790VA (notification to the registrar of changes to the LLP’s PSC register);]
- (c) in the case of an LLP in respect of which an election is in force under section 790X (election to keep information in PSC register on central register), the duty to deliver anything as mentioned in section 790ZA;
- (d) the duty to give notice of a change under section 9 (registration of membership changes) of the Limited Liability Partnerships Act 2000 (in the absence of an election under section 167A); and
- (e) in the case of an LLP which, in accordance with regulations under section 1136 (where certain LLP records to be kept available for inspection), keeps any LLP records at a place other than its registered office, any duty under the regulations to give notice of a change of address of that place.”.

Textual Amendments

F20 Words in reg. 30 substituted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **21(2)(a)** (with Sch. Pt. 2)

F21 Words in reg. 30 omitted (26.6.2017) by virtue of [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **21(2)(b)** (with Sch. Pt. 2)

F22 Words in reg. 30 inserted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **21(3)** (with Sch. Pt. 2)

^{F23}31.

Textual Amendments

F23 Reg. 31 omitted (26.6.2017) by virtue of [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, 22 (with Sch. Pt. 2)

31ZA. Section 853L applies to LLPs, modified so that it reads as follows—

“Failure to deliver confirmation statement

(1) If an LLP fails to deliver a confirmation statement before the end of the period of 14 days after the end of a review period an offence is committed by—

- (a) the LLP, and
- (b) every designated member of the LLP.

(2) A person guilty of an offence under subsection (1) is liable on summary conviction—

- (a) in England and Wales to a fine, and, for continued contravention, a daily default fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale;
- (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.

(3) The contravention continues until such time as a confirmation statement specifying a confirmation date no later than the last day of the review period concerned is delivered by the LLP to the registrar.

(4) It is a defence for a designated member charged with an offence under subsection (1) (b) to prove that the person took all reasonable steps to avoid the commission or continuation of the offence.

(5) In the case of continued contravention, an offence is also committed by a designated member who did not commit an offence under subsection (1) in relation to the initial contravention but who is in default in relation to the continued contravention.

(6) A person guilty of an offence under subsection (5) is liable on summary conviction—

- (a) in England and Wales to a fine not exceeding the greater of £500 and one-tenth of level 4 on the standard scale for each day on which the contravention continues and the person is in default;
- (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale for each day on which the contravention continues and the person is in default.”]

[^{F24}PART 8A

AN LLP’S REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL

Textual Amendments

F24 Pt. 8A inserted (6.4.2016 except paras. 31E and 31K for specified purposes which come into force otherwise at 30.6.2016) by [The Limited Liability Partnerships \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/340\)](#), reg. 1(2)(3), **Sch. 1**

Overview

31A. Section 790A applies to LLPs, modified so that it reads as follows—

“Overview

This Part is arranged as follows—

- (a) Section 790C explains some key terms, including what it means to have “significant control” over an LLP;
- (b) Sections 790D to 790K impose duties on LLPs to gather information, and on others to supply information, to enable LLPs to keep the register required by the remainder of this Part;
- (c) Section 790M to 790V require LLPs to keep a register, referred to as a register of people with significant control over the LLP, and to make the register available to the public;
- (d) Sections 790W to 790ZD give LLPs the option of using an alternative method of record-keeping; and
- (e) Sections 790ZF and 790ZG make provision for excluding certain material from the information available to the public.”

Key terms

31B.—(1) Section 790C applies to LLPs with the following modifications.

(2) Read references to a company as references to an LLP.

(3) Subsection (7) is modified so that it reads as follows—

“(7) A legal entity is “subject to its own disclosure requirements” if—

(a) this Part applies to it (whether by virtue of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 or otherwise),

[it is an eligible Scottish partnership within the meaning of regulation 3(2) of the
^{F25}(aa) Scottish Partnerships (Register of People with Significant Control) Regulations 2017.]

(b) [^{F26}it has voting shares admitted to trading on a [^{F27}UK regulated market or an EU regulated market]],

(c) it is a company or other legal entity which has voting shares admitted to trading—

^{F28}(i)

(ii) on a market listed in Schedule 1 to the PSC Regulations.”.

(4) Omit subsection (11).

(5) In subsection (12), omit “and to any modifications prescribed by regulations under this subsection”.

(6) After subsection (12), insert—

“(12A) Sections 790M(2) to [^{F29}(6A) and (10)] of the Act are to be read and have effect as if a person within subsection (12) were an individual.

(12B) “PSC Regulations” means the Register of People with Significant Control Regulations 2016.

(12C) “Voting shares” means shares ^{F30}... carrying voting rights.

(12D) For the purposes of subsection (12C), “voting rights” means rights to vote at general meetings of the company or legal entity in question, including rights that arise only in certain circumstances, and in relation to a legal entity that does not have general meetings at which matters are decided by the exercise of voting rights, a reference to voting rights is to be read as a reference to rights in relation to the entity that are equivalent to those of a person entitled to exercise voting rights in a company.

[^{F31}(12E) “EU regulated market”, “Regulated market” and “UK regulated market” have the same meanings as in section 1173 of the Companies Act 2006.”].

(7) Omit subsections (13) and (14).

Textual Amendments

- F25** Words in [reg. 31B\(3\)](#) inserted (26.6.2017) by [The Scottish Partnerships \(Register of People with Significant Control\) Regulations 2017 \(S.I. 2017/694\)](#), [regs. 1\(1\)](#), [79](#) (with [reg. 80](#))
- F26** Words in [reg. 31B](#) substituted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), [regs. 2](#), [24\(2\)\(a\)](#) (with [Sch. Pt. 2](#))
- F27** Words in [reg. 31B\(3\)](#) substituted (31.12.2020) by [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/348\)](#), [reg. 2](#), [Sch. 3 para. 24\(a\)](#); [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)
- F28** Words in [reg. 31B](#) omitted (26.6.2017) by virtue of [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), [regs. 2](#), [24\(2\)\(b\)](#) (with [Sch. Pt. 2](#))
- F29** Words in [reg. 31B](#) substituted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), [regs. 2](#), [24\(3\)\(a\)](#) (with [Sch. Pt. 2](#))
- F30** Words in [reg. 31B](#) omitted (26.6.2017) by virtue of [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), [regs. 2](#), [24\(3\)\(b\)](#) (with [Sch. Pt. 2](#))
- F31** Words in [reg. 31B\(6\)](#) substituted (31.12.2020) by [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/348\)](#), [reg. 2](#), [Sch. 3 para. 24\(b\)](#); [2020 c. 1](#), [Sch. 5 para. 1\(1\)](#)

Information gathering

31C.—(1) Sections 790D to 790J apply to LLPs.

(2) As those provisions apply to LLPs—

- (a) read references to a company as references to an LLP;
- (b) omit “to which this Part applies” where it occurs;
- (c) read references to an officer as references to a designated member;
- (d) read section 790D as if subsections (9) and (10) were omitted; and
- (e) read section 790E(7) as if for “Subsections (8) to (10) of section 790D applies” there were substituted “Section 790D(8) applies”.

Required particulars

31D. Section 790K applies to LLPs, modified so that it reads as follows—

“Required particulars

- (1) The “required particulars” of an individual who is a registrable person are—
 - (a) name,
 - (b) a service address,

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Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (c) the country or state (or part of the United Kingdom) in which the individual is usually resident,
 - (d) nationality,
 - (e) date of birth,
 - (f) usual residential address,
 - (g) the date on which the individual became a registrable person in relation to the LLP in question,
 - (h) the nature of his or her control over that LLP (see Schedule 1A of this Act and regulation 7 of, and Schedule 2 to, the PSC Regulations), and
 - (i) if, in relation to that LLP, restrictions on using or disclosing any of the individual's PSC particulars (within the meaning of section 790ZG(2)) are in force under Part 7 of the PSC Regulations, that fact.
- (2) In the case of a person in relation to which this Part has effect by virtue of section 790C(12) as if the person were an individual, the "required particulars" are—
- (a) name,
 - (b) principal office,
 - (c) the legal form of the person and the law by which it is governed,
 - (d) the date on which it became a registrable person in relation to the LLP in question, and
 - (e) the nature of its control over the LLP (see Schedule 1A and regulation 7 of, and Schedule 2 to, the PSC Regulations).
- (3) The "required particulars" of a registrable relevant legal entity are—
- (a) corporate or firm name,
 - (b) registered or principal office,
 - (c) the legal form of the entity and the law by which it is governed,
 - (d) if applicable, the register of companies in which it is entered (including details of the state) and its registration number in that register,
 - (e) the date on which it became a registrable relevant legal entity in relation to the LLP in question, and
 - (f) the nature of its control over that LLP (see Schedule 1A and regulation 7 of, and Schedule 2 to, the PSC Regulations).
- (4) Section 163(2) (particulars of members to be registered: individuals) applies for the purposes of subsection (1)."

Register of people with significant control

31E.—(1) Section 790M (1) to [^{F32}(6A)] applies to LLPs, modified so that it reads as follows—

"Duty to keep register

- (1) An LLP must keep a register of people with significant control over the LLP.
- (2) The required particulars of any individual with significant control over the LLP who is "registrable" in relation to the LLP must be entered in the register [^{F33}before the end of the period of 14 days beginning with the day after all the required particulars of that individual are first confirmed].

(3) The LLP must not enter any of the individual's particulars in the register until they have all been confirmed.

(4) Particulars of any individual with significant control over the LLP who is "non-registrable" in relation to the LLP must not be entered in the register.

[^{F34}(5) The required particulars of any entity that is a registrable relevant legal entity in relation to the LLP must be entered in the register before the end of the period of 14 days beginning with the day after the LLP first has all the required particulars of that entity.]

(6) If the LLP becomes aware of a relevant change (within the meaning of section 790E) with respect to a registrable person ^{F35}... whose particulars are stated in the register [^{F36}, the LLP must enter in the register—

- (a) the changes to the required particulars resulting from the relevant change, and
- (b) the date on which the relevant change occurred,

before the end of the period of 14 days beginning with the day after all of those changes and that date are first confirmed.]

[^{F37}(6A) If the LLP becomes aware of a relevant change (within the meaning of section 790E) with respect to a registrable relevant legal entity whose particulars are stated in the register, the LLP must enter in the register—

- (a) the changes to the required particulars resulting from the relevant change, and
- (b) the date on which the relevant change occurred,

before the end of the period of 14 days beginning with the day after the LLP first has details of all of those changes and that date.”]

[^{F38}(1A) Section 790M(7A) applies to LLPs, modified so that it reads as follows—

“(7A) If an LLP is required by the PSC Regulations to note an additional matter in its PSC register, the LLP must note the additional matter before the end of the period of 14 days beginning with the day after the requirement arises.”]

(2) Section 790M(9) to (14) applies to LLPs, modified so that it reads as follows—

“(9) A person's required particulars, [^{F39}a change to such particulars and the date of any relevant change with respect to a person], are considered for the purposes of this section to have been “confirmed” if—

- (a) the person supplied or confirmed them to the LLP (whether voluntarily, pursuant to a duty imposed by this Part or otherwise),
- (b) another person did so but with that person's knowledge, or
- (c) they were included in a statement of initial significant control delivered to the registrar under section 12A by the persons who subscribed their names to the incorporation document in relation to the LLP.

(10) In the case of someone who was a registrable person or a registrable relevant legal entity in relation to the LLP on its incorporation—

- (a) the date to be entered in the register as the date on which the individual became a registrable person, or the entity became a registrable relevant legal entity, is to be the date of incorporation, and
- (b) in the case of a registrable person, that particular is deemed to have been “confirmed”.

(11) For the purposes of this section—

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Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (a) if a person’s usual residential address is the same as his or her service address, the entry for him or her in the register may state that fact instead of repeating the address (but this does not apply in a case where the service address is stated to be “The LLP’s registered office”);
 - (b) see section 790J (exemptions) for cases where a person does not count as a registrable person or a registrable relevant legal entity.
- (12) If an LLP makes default in complying with this section, an offence is committed by—
- (a) the LLP, and
 - (b) every designated member of the LLP who is in default.
- (13) 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.
- (14) An LLP is not by virtue of anything done for the purposes of this section affected with notice of, or put upon inquiry as to, the rights of any person in relation to any shares or rights in or with respect to the LLP.”

Textual Amendments

- F32** Word in reg. 31E substituted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **25(2)** (with Sch. Pt. 2)
- F33** Words in reg. 31E substituted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **25(3)(a)** (with Sch. Pt. 2)
- F34** Words in reg. 31E substituted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **25(3)(b)** (with Sch. Pt. 2)
- F35** Words in reg. 31E omitted (26.6.2017) by virtue of [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **25(3)(c)(i)** (with Sch. Pt. 2)
- F36** Words in reg. 31E substituted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **25(3)(c)(ii)** (with Sch. Pt. 2)
- F37** Words in reg. 31E inserted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **25(3)(c)(iii)** (with Sch. Pt. 2)
- F38** Words in reg. 31E inserted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **25(4)** (with Sch. Pt. 2)
- F39** Words in reg. 31E substituted (26.6.2017) by [The Information about People with Significant Control \(Amendment\) Regulations 2017 \(S.I. 2017/693\)](#), regs. 2, **25(5)** (with Sch. Pt. 2)

Inspection and copies of the register

31F. Sections 790N and 790O apply to LLPs, modified so that they read as follows—

“Register to be kept available for inspection

- (1) An LLP’s PSC register must be kept available for inspection—
 - (a) at its registered office, or
 - (b) at a place specified in Part 2 of the Companies (Company Records) Regulations 2008 (S.I. 2008/3006).
- (2) An LLP must give notice to the registrar of the place where its PSC register is kept available for inspection and of any change in that place.

(3) No such notice is required if the register has, at all times since it came into existence, been kept available for inspection at the LLP's registered office.

(4) If an LLP makes default for 14 days in complying with subsection (2), an offence is committed by—

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

(5) 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.

Rights to inspect and require copies

(1) An LLP's PSC register must be open to the inspection of any person without charge.

(2) Any person may require a copy of an LLP's PSC register, or any part of it, on payment of the fee prescribed by regulation 6 of the PSC Regulations.

(3) A person seeking to exercise either of the rights conferred by this section must make a request to the LLP to that effect.

(4) The request must contain the following information—

- (a) in the case of an individual, his or her name and address,
- (b) in the case of an organisation, the name and address of an individual responsible for making the request on behalf of the organisation, and
- (c) the purpose for which the information is to be used."

Supplementary provision regarding requests to inspect and copies of PSC register

31G.—(1) Sections 790P to 790S apply to LLPs.

(2) As those provisions apply to LLPs—

- (a) read references to a company as references to an LLP;
- (b) read references to an officer as references to a designated member.

Protected information

31H. Section 790T applies to LLPs, modified so that it reads as follows—

“Protected information

Section 790N and subsections (1) and (2) of section 790O are subject to—

- (a) section 790ZF (protection of information as to usual residential address), and
- (b) Part 7 of the PSC Regulations.”

Removal of entries from the register

31I. Section 790U applies to LLPs, with the references to a company read as references to an LLP.

Power of court to rectify an LLP's PSC register

31J. Section 790V applies to LLPs, modified so that it reads as follows—

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Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

“Power of court to rectify register

(1) If—

- (a) the name of any person is, without sufficient cause, entered in or omitted from an LLP’s PSC register as a registrable person or registrable relevant legal entity, or
- (b) default is made or unnecessary delay takes place in entering on the PSC register the fact that a person has ceased to be a registrable person or registrable relevant legal entity,

the person aggrieved or any other interested party may apply to the court for rectification of the register.

(2) The court may either refuse the application or may order rectification of the register and payment by the LLP of any damages sustained by any party aggrieved.

(3) On such an application, the court may—

- (a) decide any question as to whether the name of any person who is a party to the application should or should not be entered in or omitted from the register, and
- (b) more generally, decide any question necessary or expedient to be decided for rectification of the register.

(4) In the case of an LLP required by this Act to send information stated in its PSC register to the registrar, the court, when making an order for rectification of the register, must by its order direct notice of the rectification to be given to the registrar.

(5) The reference in this section to “any other interested party” is to—

- (a) any member of the LLP, and
- (b) any other person who is a registrable person or a registrable relevant legal entity in relation to the LLP.”

[^{F40}Notification of changes to the registrar

31JA.—(1) Section 790VA applies to LLPs, modified so that it reads as follows—

“790VA Notification of changes to the registrar

(1) Subsection (2) applies where an LLP—

- (a) enters required particulars in its PSC register,
- (b) alters required particulars in its PSC register, or
- (c) notes in its PSC register an additional matter that is required to be noted by the PSC Regulations.

(2) The LLP must give notice to the registrar of the change made to its PSC register, and the date on which the change was made, before the end of the period of 14 days beginning with the day after it makes the change.

(3) If default is made in complying with this section, an offence is committed by—

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

(4) 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.”]

Textual Amendments

F40 Reg. 31JA inserted (26.6.2017) by The Information about People with Significant Control (Amendment) Regulations 2017 (S.I. 2017/693), regs. 2, 26 (with Sch. Pt. 2)

Alternative method of record keeping

31K.—(1) Sections 790W to 790ZD apply to LLPs modified so that those sections read as follows—

“Introductory

(1) This Chapter sets out rules allowing LLPs to keep information on the register kept by the registrar instead of entering it in their PSC register.

(2) The register kept by the registrar (see section 1080) is referred to in this Chapter as “the central register”.

(3) Chapter 3 must be read with this Chapter.

(4) Nothing in this Chapter affects the duties imposed by Chapter 2.

(5) Where an election under section 790X is in force in respect of an LLP, references in Chapter 2 to the LLP’s PSC register are to be read as references to the central register.

Right to make an election

(1) An election may be made under this section—

(a) by the subscribers wishing to form an LLP under the Limited Liability Partnerships Act 2000, or

(b) by the LLP itself once it is formed and registered.

(2) The election is of no effect unless—

(a) notice of the intention to make the election was given to each eligible person at least 14 days before the day on which the election was made, and

(b) no objection was received by the subscribers or, as the case may be, the LLP from any eligible person within that notice period.

(3) A person is an “eligible person” if—

(a) in a case of an election by the subscribers wishing to form an LLP, the person’s particulars would, but for the election, be required to be entered in the LLP’s PSC register on its incorporation, and

(b) in the case of an election by the LLP itself—

(i) the person is a registrable person or a registrable relevant legal entity in relation to the LLP, and

(ii) the person’s particulars are stated in the LLP’s PSC register.

(4) An election under this section is made by giving notice of election to the registrar.

(5) If the notice is given by the subscribers wishing to form an LLP—

(a) it must be given when the documents required to be delivered under section 2 of the Limited Liability Partnerships Act 2000 are delivered to the registrar, and

(b) it must be accompanied by a statement confirming that no objection was received as mentioned in subsection (2).

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Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (6) If the notice is given by the LLP, it must be accompanied by—
- (a) a statement confirming that no objection was received as mentioned in subsection (2), and
 - (b) a statement containing all the information that is required to be contained in the LLP’s PSC register as at the date of the notice in respect of matters that are current as at that date.
- (7) The LLP must where necessary update the statement sent under subsection (6)(b) to ensure that the final version delivered to the registrar contains all the information that is required to be contained in the LLP’s PSC register as at the time immediately before the election takes effect (see section 790Y) in respect of matters that are current as at that time.
- (8) The obligation in subsection (7) to update the statement includes an obligation to rectify it (where necessary) in consequence of the LLP’s PSC register being rectified (whether before or after the election takes effect).
- (9) If default is made in complying with subsection (7), an offence is committed by—
- (a) the LLP, and
 - (b) every designated member of the LLP who is in default.
- (10) 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.
- (11) A reference in this Chapter to matters that are current as at a given date or time is a reference to—
- (a) persons who are a registrable person or registrable relevant legal entity in relation to the LLP as at that date or time and whose particulars are required to be contained in the LLP’s PSC register as at that date or time, and
 - (b) any other matters that are current as at that date or time.

Effective date of election

- (1) An election made under section 790X takes effect when the notice of election is registered by the registrar.
- (2) The election remains in force until a notice of withdrawal sent by the LLP under section 790ZD is registered by the registrar.

Effect of election on obligations under Chapter 3

- (1) The effect of an election under section 790X on an LLP’s obligations under Chapter 3 is as follows.
- (2) The LLP’s obligation to maintain a PSC register does not apply with respect to the period when the election is in force.
- (3) This means that, during that period—
- (a) the LLP must continue to keep a PSC register in accordance with Chapter 3 (a “historic” register) containing all the information that was required to be stated in that register as at the time immediately before the election took effect, but
 - (b) the LLP does not have to update that register to reflect any changes that occur after that time.
- (4) The provisions of Chapter 3 (including the rights to inspect or require copies of the PSC register) continue to apply to the historic register during the period when the election is in force.

- (5) The LLP must place a note in its historic register—
 - (a) stating that an election under section 790X is in force,
 - (b) recording when that election took effect, and
 - (c) indicating that up-to-date information about people with significant control over the LLP is available for public inspection on the central register.
- (6) Subsections (12) and (13) of section 790M apply if an LLP makes default in complying with subsection (5) as they apply if an LLP makes default in complying with that section.
- (7) The obligations under this section with respect to a historic register do not apply in a case where the election was made by subscribers wishing to form an LLP.

Duty to notify registrar of changes

- (1) The duty under subsection (2) applies during the period when an election under section 790X is in force.
- (2) The LLP must deliver to the registrar any information that the LLP would during that period have been obliged under Chapter 3 to enter in its PSC register, had the election not been in force.
- (3) The information must be delivered as soon as reasonably practicable after the LLP becomes aware of it and, in any event, no later than the time by which the LLP would have been required to enter the information in its PSC register.
- (4) If default is made in complying with this section, an offence is committed by—
 - (a) the LLP, and
 - (b) every designated member of the LLP who is in default.
- (5) 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.

Information as to state of central register

- (1) When a person inspects or requests a copy of material on the central register relating to an LLP in respect of which an election under section 790X is in force, the person may ask the LLP to confirm that all information that the LLP is required to deliver to the registrar under this Chapter has been delivered.
- (2) If an LLP fails to respond to a request under subsection (1), an offence is committed by—
 - (a) the LLP, and
 - (b) every designated member of the LLP who is in default.
- (3) 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.

Power of court to order an LLP to remedy default or delay

- (1) This section applies if—
 - (a) the name of a person is without sufficient cause included in, or omitted from, information that an LLP delivers to the registrar under this Chapter concerning persons who are a registrable person or a registrable relevant legal entity in relation to the LLP, or

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Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (b) default is made or unnecessary delay takes place in informing the registrar under this Chapter that a person—
 - (i) has become a registrable person or a registrable relevant legal entity in relation to the LLP, or
 - (ii) has ceased to be a registrable person or a registrable relevant legal entity in relation to it.
- (2) The person aggrieved, or any other interested party, may apply to the court for an order requiring the LLP to deliver to the registrar the information (or statements) necessary to rectify the position.
- (3) The court may either refuse the application or may make the order and order the LLP to pay any damages sustained by any party aggrieved.
- (4) On such an application the court may decide—
 - (a) any question as to whether the name of any person who is a party to the application should or should not be included in or omitted from information delivered to the registrar under this Chapter about persons who are a registrable person or a registrable relevant legal entity in relation to the LLP, and
 - (b) any question necessary or expedient to be decided for rectifying the position.
- (5) Nothing in this section affects a person’s rights under section 1095 or 1096 (rectification of register on application to registrar or under court order).
- (6) The reference in this section to “any other interested party” is to—
 - (a) any member of the LLP, and
 - (b) any other person who is a registrable person or a registrable relevant legal entity in relation to the LLP.

Withdrawing the election

- (1) An LLP may withdraw an election made by or in respect of it under section 790X.
- (2) Withdrawal is achieved by giving notice of withdrawal to the registrar.
- (3) The withdrawal takes effect when the notice is registered by the registrar.
- (4) The effect of withdrawal is that the LLP’s obligation to maintain a PSC register applies from then on with respect to the period going forward.
- (5) This means that, when the withdrawal takes effect—
 - (a) the LLP must enter in its PSC register all the information that is required to be contained in that register in respect of matters that are current as at that time,
 - (b) the LLP must also retain in its register all the information that it was required under section 790Z(3)(a) to keep in a historic register while the election was in force, but
 - (c) the LLP is not required to enter in its register information relating to the period when the election was in force that is no longer current.
- (6) The LLP must place a note in its PSC register—
 - (a) stating that the election under section 790X has been withdrawn,
 - (b) recording when that withdrawal took effect, and
 - (c) indicating that information about people with significant control over the LLP relating to the period when the election was in force that is no longer current is available for public inspection on the central register.

(7) Subsections (12) and (13) of section 790M apply if an LLP makes default in complying with subsection (6) as they apply if a LLP makes default in complying with that section.”.

Protection from disclosure

31L.—(1) Sections 790ZF and 790ZG(2) apply to LLPs.

(2) As those sections apply to LLPs—

- (a) read references to a company as references to an LLP;
- (b) read references to a director as a reference to a member of an LLP; and
- (c) subsection 790ZF(3) applies to LLPs modified so that it reads as follows—

“(3) Subsection (1) does not apply to information relating to a person if an application under Part 7 of the PSC Regulations has been granted with respect to that information and has not been revoked.”

Schedule 1A

31M. Paragraphs 1 to 24 of Schedule 1A apply to LLPs, modified so that they read as follows

“SCHEDULE 1A

Section 790C(3)

REFERENCES TO PEOPLE WITH SIGNIFICANT CONTROL OVER AN LLP

PART 1

The specified conditions

Introduction

1. This Part of this Schedule specifies the conditions at least one of which must be met by an individual (“X”) in relation to an LLP (“LLP Y”) in order for the individual to be a person with “significant control” over LLP Y.

Right to share in surplus assets on a winding up

2.—(1) The first condition is that X holds, directly or indirectly, the right to share in more than 25% of any surplus assets of LLP Y on a winding up.

(2) For the purpose of sub-paragraph (1), to the extent that the holding of a right to share in any surplus assets of LLP Y on a winding up is not expressly provided for, each member of the LLP shall be treated as holding the right to an equal share in any surplus assets on a winding up.

Ownership of voting rights

3. The second condition is that X holds, directly or indirectly, more than 25% of the rights to vote on those matters which are to be decided upon by a vote of the members of LLP Y.

Ownership of right to appoint or remove the persons entitled to manage the LLP

4.—(1) The third condition is that X holds, directly or indirectly, the right to appoint or remove the majority of the persons who are entitled to take part in the management of LLP Y.

(2) For the purposes of sub-paragraph (1), the right to appoint or remove a majority of the persons who are entitled to take part in the management of LLP Y includes the right to appoint or remove those persons who hold a majority of the voting rights at meetings of the management body of LLP Y.

Significant influence or control

5. The fourth condition is that X has the right to exercise, or actually exercises, significant influence or control over LLP Y.

Trusts, partnerships etc

6. The fifth condition is that—
- (a) the trustees of a trust or the members of a firm that, under the law by which it is governed, is not a legal person meet any of the other specified conditions (in their capacity as such) in relation to LLP Y, or would do so if they were individuals, and
 - (b) X has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or firm.

PART 2

Holding an interest in an LLP, etc.

Introduction

7. This Part of this Schedule specifies the circumstances in which, for the purposes of section 790C(4) or (8)—

- (a) a person (“V”) is to be regarded as holding an interest in an LLP (“LLP W”);
- (b) an interest held by V in LLP W is to be regarded as held through a legal entity.

Holding an interest

- 8.—(1) V holds an interest in LLP W if—
- (a) V holds, directly or indirectly, the right to share in any surplus assets of LLP W on a winding up;
 - (b) V holds, directly or indirectly, voting rights in LLP W;
 - (c) V holds, directly or indirectly, the right to appoint or remove any of the persons entitled to take part in the management of LLP W;
 - (d) V has the right to exercise, or actually exercises, significant influence or control over LLP W; or
 - (e) sub-paragraph (2) is satisfied.
- (2) This sub-paragraph is satisfied where—
- (a) the trustees of a trust or the members of a firm that, under the law by which it is governed, is not a legal person hold an interest in LLP W in a way mentioned in sub-paragraph (1)(a) to (d), and
 - (b) V has the right to exercise, or actually exercises, significant influence or control over the activities of that trust or firm.

Interests held through a legal entity

- 9.—(1) This paragraph applies where V—
- (a) holds an interest in LLP W by virtue of indirectly holding a right, and
 - (b) does so by virtue of having a majority stake (see paragraph 13) in—
 - (i) a legal entity (“L”) which holds the right directly, or
 - (ii) a legal entity that is part of a chain of legal entities such as is described in paragraph 13(1)(b) that includes L.
- (2) Where this paragraph applies, V holds the interest in LLP W—
- (a) through L, and
 - (b) through each other legal entity in the chain mentioned in sub-paragraph (1)(b)(ii).

PART 3

Supplementary provision

Introduction

10. This Part sets out rules for the interpretation of this Schedule subject to the fact that paragraph 21(1) does not apply to the interpretation of paragraph 2 of Part 1.

Joint interests

11. If two or more persons each hold a share or right jointly, each of them is treated for the purposes of this Schedule as holding that share or right.

Joint arrangements

12.—(1) If shares or rights held by a person and shares or rights held by another person are the subject of a joint arrangement between those persons, each of them is treated for the purposes of this Schedule as holding the combined shares or rights of both of them.

(2) A “joint arrangement” is an arrangement between the holders of shares (or rights) that they will exercise all or substantially all the rights conferred by their respective shares (or rights) jointly in a way that is pre-determined by the arrangement.

(3) “Arrangement” has the meaning given by paragraph 20.

Shares or rights held “indirectly”

13.—(1) A person holds a right “indirectly” if the person has a majority stake in a legal entity and that entity—

- (a) holds that right, or
 - (b) is part of a chain of legal entities—
 - (i) each of which (other than the last) has a majority stake in the entity immediately below it in the chain, and
 - (ii) the last of which holds that right.
- (2) For these purposes, A has a “majority stake” in B if—
- (a) A holds a majority of the voting rights in B,

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- (b) A is a member of B and has the right to appoint or remove a majority of the board of directors of B,
 - (c) A is a member of B and controls alone, pursuant to an agreement with other shareholders or members, a majority of the voting rights in B, or
 - (d) A has the right to exercise, or actually exercises, dominant influence or control over B.
- (3) In the application of this paragraph to the right to appoint or remove a majority of the board of directors, a legal entity is to be treated as having the right to appoint a director if—
- (a) a person’s appointment as director follows necessarily from that person’s appointment as director of the legal entity, or
 - (b) the directorship is held by the legal entity itself.

14.—(1) For the purposes of paragraph 13, a reference to the voting rights in a legal entity is to the rights conferred on shareholders in respect of their shares (or, in the case of an entity not having a share capital, on members) to vote at general meetings of the entity on all or substantially all matters.

(2) In relation to a legal entity that does not have general meetings at which matters are decided by the exercise of voting rights a reference to exercising voting rights in the entity is to be read as a reference to exercising rights in relation to the entity that are equivalent to those of a person entitled to exercise voting rights in a company.

15. In applying paragraph 13, the voting rights in a legal entity are to be reduced by any rights held by the entity itself.

16. A reference in paragraph 13 to the right to appoint or remove a majority of the board of directors of a legal entity is to the right to appoint or remove directors holding a majority of the voting rights at meetings of the board on all or substantially all matters.

17. References in paragraph 13 to a board of directors, in the case of an entity that does not have such a board, are to be read as references to the equivalent management body of that entity.

Shares and rights held by nominees

18. A share or right held by a person as nominee for another is to be treated for the purposes of this Schedule as held by the other (and not by the nominee).

Rights treated as held by person who controls their exercise

19.—(1) Where a person controls a right, the right is to be treated for the purposes of this Schedule as held by that person (and not by the person who in fact holds the right, unless that person also controls it).

(2) A person “controls” a right if, by virtue of any arrangement between that person and others, the right is exercisable only—

- (a) by that person,
- (b) in accordance with that person’s directions or instructions, or
- (c) with that person’s consent or concurrence.

20.—(1) “Arrangement” includes—

- (a) any scheme, agreement or understanding, whether or not it is legally enforceable, and
- (b) any convention, custom or practice of any kind.

(2) But something does not count as an arrangement unless there is at least some degree of stability about it (whether by its nature or terms, the time it has been in existence or otherwise).

Rights exercisable only in certain circumstances etc

21.—(1) Rights that are exercisable only in certain circumstances are to be taken into account only—

- (a) when the circumstances have arisen, and for so long as they continue to obtain, or
- (b) when the circumstances are within the control of the person having the rights.

(2) But rights that are exercisable by an administrator or by creditors while a legal entity is in relevant insolvency proceedings are not to be taken into account even while the entity is in those proceedings.

(3) “Relevant insolvency proceedings” means—

- (a) administration within the meaning of the Insolvency Act 1986,
- (b) administration within the meaning of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I. 19)), or
- (c) proceedings under the insolvency law of another country or territory during which an entity’s assets and affairs are subject to the control or supervision of a third party or creditor.

(4) Rights that are normally exercisable but are temporarily incapable of exercise are to continue to be taken into account.

Rights attached to shares held by way of security

22. Rights attached to shares held by way of security provided by a person are to be treated for the purposes of this Schedule as held by that person—

- (a) where apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights are exercisable only in accordance with that person’s instructions, and
- (b) where the shares are held in connection with the granting of loans as part of normal business activities and apart from the right to exercise them for the purpose of preserving the value of the security, or of realising it, the rights are exercisable only in that person’s interests.

Significant influence or control

23.—(1) The Secretary of State must issue guidance about the meaning of “significant influence or control” for the purposes of this Schedule.

(2) Regard must be had to that guidance in interpreting references in this Schedule to “significant influence or control”.

(3) Before issuing guidance under this paragraph the Secretary of State must lay a draft of it before Parliament.

(4) If, within the 40-day period, either House of Parliament resolves not to approve the draft guidance, the Secretary of State must take no further steps in relation to it.

(5) If no such resolution is made within that period, the Secretary of State must issue and publish the guidance in the form of the draft.

(6) Sub-paragraph (4) does not prevent a new draft of proposed guidance from being laid before Parliament.

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(7) In this section “the 40-day period”, in relation to draft guidance, means the period of 40 days beginning with the day on which the draft is laid before Parliament (or, if it is not laid before each House on the same day, the later of the days on which it is laid).

(8) In calculating the 40-day period, no account is to be taken of any period during which—

- (a) Parliament is dissolved or prorogued, or
- (b) both Houses are adjourned for more than 4 days.

(9) The Secretary of State may revise guidance issued under this paragraph, and a reference in this paragraph to guidance includes a reference to revised guidance.

Limited partnerships

24.—(1) An individual does not meet the specified condition in paragraphs 2, 3, 4, 5 or 6 in relation to an LLP by virtue only of being a limited partner.

(2) An individual does not meet the specified condition in paragraphs 2, 3, 4, 5 or 6 in relation to an LLP by virtue only of, directly or indirectly—

- (a) holding shares, or
- (b) holding a right,

in or in relation to a limited partner which (in its capacity as such) would meet the condition if it were an individual.

(3) Sub-paragraphs (1) and (2) do not apply for the purposes of determining whether the requirement set out in paragraph (a) of the specified condition in paragraph 6 is met.

(4) In this paragraph “limited partner” means—

- (a) a limited partner in a limited partnership registered under the Limited Partnerships Act 1907 (other than one who takes part in the management of the partnership business), or
- (b) a foreign limited partner.

(5) In this paragraph “foreign limited partner” means an individual who—

- (a) participates in arrangements established under the law of a country or territory outside the United Kingdom, and
- (b) has the characteristics prescribed by regulation 8 of the PSC Regulations.”

Schedule 1B

31N. Schedule 1B to the Act applies to LLPs, but with the omission of paragraph (6) and with the other paragraphs modified so that they read as follows—

“SCHEDULE 1B

Section 790I

ENFORCEMENT OF DISCLOSURE REQUIREMENTS

Right to issue restrictions notice

1.—(1) This paragraph applies if—

- (a) a notice under section 790D or 790E is served by an LLP on a person who has a relevant interest in the LLP, and
- (b) the person fails to comply with that notice within the time specified in it.

(2) The LLP may give the person a notice under this paragraph (a “warning notice”) informing the person that it is proposing to issue the person with a notice (a “restrictions notice”) with respect to the relevant interest.

(3) The LLP may issue the restrictions notice if, by the end of the period of one month beginning with the date on which the warning notice was given—

- (a) the person has not complied with the notice served under section 790D or 790E, and
- (b) the LLP has not been provided with a valid reason sufficient to justify the person’s failure to comply with the notice served under that section.

(4) A restrictions notice is issued on a person by sending the notice to the person.

(5) The effect of a restrictions notice is set out in paragraph 3.

(6) In deciding whether to issue a restrictions notice, the LLP must have regard to the effect of the notice on the rights of third parties in respect of the relevant interest.

Relevant interests

2.—(1) For the purposes of this Schedule, a person has a relevant interest in an LLP if the person—

- (a) holds any interest in the LLP;
- (b) holds any rights to vote on those matters which are to be decided upon by a vote of the members of the LLP; or
- (c) holds the right to appoint or remove any person entitled to manage the LLP.

(2) References to “the relevant interest” are to the right in question.

(3) Part 3 of Schedule 1A applies for the interpretation of sub-paragraph (1) save that, where the relevant interest is by virtue of paragraphs 13 or 18 of that Schedule treated for the purposes of that Schedule as held by a person other than the person who in fact holds the interest, both the holder and the other person are to be regarded for the purposes of this Schedule as having the relevant interest.

Effect of restrictions notice

3.—(1) The effect of a restrictions notice issued under paragraph 1 with respect to a relevant interest is as follows—

- (a) any transfer of the interest is void,
- (b) no rights are exercisable in respect of the interest,
- (c) except in a liquidation, no payment may be made of sums due from the LLP in respect of the interest, whether in respect of capital or otherwise.

(2) An agreement to transfer an interest that is subject to the restriction in sub-paragraph (1) (a) is void.

(3) Sub-paragraph (2) does not apply to an agreement to transfer the interest on the making of an order under paragraph 8 made by virtue of sub-paragraph (3)(b) of that paragraph (removal of restrictions in case of court-approved transfer).

(4) An agreement to transfer any associated right (otherwise than in a liquidation) is void.

(5) Sub-paragraph (4) does not apply to an agreement to transfer any such right on the making of an order under paragraph 8 made by virtue of sub-paragraph (3)(b) of that paragraph (removal of restrictions in case of court-approved transfer).

(6) An “associated right”, in relation to a relevant interest, is a right to receive payment of any sums due from the LLP in respect of the relevant interest.

(7) The provisions of this section are subject to any directions given under paragraph 4.

Protection of third party rights

4.—(1) The court may give a direction under this paragraph if, on application by any person aggrieved, the court is satisfied that a restrictions notice issued by the LLP under paragraph 1 unfairly affects the rights of third parties in respect of the relevant interest.

(2) The direction is given for the purpose of protecting those third party rights.

(3) The direction is a direction that certain acts will not constitute a breach of the restrictions placed on the relevant interest by the restrictions notice.

(4) An order containing a direction under this paragraph—

(a) must specify the acts that will not constitute a breach of the restrictions, and

(b) may confine the direction to cases where those acts are done by persons, or for purposes, described in the order.

(5) The direction may be given subject to such terms as the court thinks fit.

Breach of restrictions

5.—(1) A person commits an offence if the person does anything listed in sub-paragraph (2) knowing that the interest is subject to restrictions.

(2) The things are—

(a) exercising or purporting to exercise any right to dispose of a relevant interest,

(b) exercising or purporting to exercise any right to dispose of any right to be issued with a relevant interest, or

(c) voting in respect of a relevant interest (whether as holder of the interest or as proxy) or appointing a proxy to vote in respect of a relevant interest.

(3) A person who has a relevant interest that the person knows to be subject to restrictions commits an offence if the person—

(a) knows a person to be entitled (apart from the restrictions) to vote in respect of the interest, whether as holder or as proxy,

(b) does not know the person to be aware of the fact that the interest is subject to restrictions, and

(c) fails to notify the person of that fact.

(4) A person commits an offence if the person—

(a) either has a relevant interest that the person knows to be subject to restrictions or is entitled to an associated right, and

(b) enters in that capacity into an agreement that is void by virtue of paragraph 3(2) or (4).

(5) References in this Schedule to an interest being “subject to restrictions” are to an interest being subject to restrictions by virtue of a restrictions notice under paragraph 1.

6. [Omitted.]

7.—(1) A person guilty of an offence under paragraph 5 is liable—

(a) on conviction on indictment, to a fine;

(b) on summary conviction—

(i) in England and Wales, to a fine,

(ii) in Scotland or Northern Ireland, to a fine not exceeding the statutory maximum.

(2) The provisions of those paragraphs are subject to any direction given under paragraph 4 or 8.

Relaxation of restrictions

8.—(1) An application may be made to the court for an order directing that the relevant interest cease to be subject to restrictions.

(2) An application for an order under this paragraph may be made by the LLP in question or by any person aggrieved.

(3) The court must not make an order under this paragraph unless—

(a) it is satisfied that the information required by the notice served under section 790D or 790E has been disclosed to the LLP and no unfair advantage has accrued to any person as a result of the earlier failure to make that disclosure, or

(b) the relevant interest is to be transferred for valuable consideration and the court approves the transfer.

(4) An order under this paragraph made by virtue of sub-paragraph (3)(b) may continue, in whole or in part, the restrictions mentioned in paragraph 3(1)(c) so far as they relate to a right acquired or offer made before the transfer.

(5) Where any restrictions continue in force under sub-paragraph (4)—

(a) an application may be made under this paragraph for an order directing that the relevant interest cease to be subject to those restrictions, and

(b) sub-paragraph (3) does not apply in relation to the making of such an order.

Orders for sale

9.—(1) The court may order that the relevant interest subject to restrictions be sold subject to the court's approval as to the sale.

(2) An application for an order under sub-paragraph (1) may only be made by the LLP in question.

(3) If the court makes an order under this paragraph, it may make such further order relating to the sale or transfer of the interest as it thinks fit.

(4) An application for an order under sub-paragraph (3) may be made—

(a) by the LLP in question,

(b) by the person appointed by or in pursuance of the order to effect the sale, or

(c) by any person with an interest in the relevant interest.

(5) On making an order under sub-paragraph (1) or (3), the court may order that the applicant's costs (in Scotland, expenses) be paid out of the proceeds of sale.

10.—(1) If a relevant interest is sold in pursuance of an order under paragraph 9, the proceeds of the sale, less the costs of the sale, must be paid into court for the benefit of those who are beneficially interested in the relevant interest.

(2) A person who is beneficially interested in the relevant interest may apply to the court for the whole or part of those proceeds to be paid to that person.

(3) On such an application, the court must order the payment to the applicant of—

(a) the whole of the proceeds of sale together with any interest on the proceeds, or

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- (b) if another person was also beneficially interested in the relevant interest at the time of the sale, such proportion of the proceeds (and any interest) as the value of the applicant's interest bears to the total value of the relevant interest.

(4) If the court has ordered under paragraph 9 that the costs (in Scotland, expenses) of an applicant under that paragraph are to be paid out of the proceeds of sale, the applicant is entitled to payment of those costs (or expenses) out of the proceeds before any person receives any part of the proceeds under this paragraph.

LLP's power to withdraw restrictions notice

11. An LLP that issues a person with a restrictions notice under paragraph 1 must by notice withdraw the restrictions notice if—

- (a) it is satisfied that there is a valid reason sufficient to justify the person's failure to comply with the notice served under section 790D or 790E,
- (b) the notice served under section 790D or 790E is complied with, or
- (c) it discovers that the rights of a third party in respect of the relevant interest are being unfairly affected by the restrictions notice.

Supplementary provision

12. In issuing and withdrawing restriction notices, LLPs must follow the procedures prescribed by Part 5 of the PSC Regulations.

Offences for failing to comply with notices

13.—(1) A person to whom a notice under section 790D or 790E is addressed commits an offence if the person—

- (a) fails to comply with the notice, or
- (b) in purported compliance with the notice—
 - (i) makes a statement that the person knows to be false in a material particular, or
 - (ii) recklessly makes a statement that is false in a material particular.

(2) Where the person is a legal entity, an offence is also committed by every officer of the entity who is in default.

(3) A person does not commit an offence under sub-paragraph (1)(a) (or sub-paragraph (2) as it applies in relation to that sub-paragraph) if the person proves that the requirement to give information was frivolous or vexatious.

(4) A person guilty of an offence under this paragraph is liable—

- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
- (b) on summary conviction—
 - (i) in England and Wales, to imprisonment for a term not exceeding twelve months or to a fine (or both);
 - (ii) in Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
 - (iii) in Northern Ireland, to imprisonment for a term not exceeding six months or to a fine not exceeding the statutory maximum (or both).

Offences for failing to provide information

- 14.—(1) A person commits an offence if the person—
- (a) fails to comply with a duty under section 790G or 790H, or
 - (b) in purported compliance with such a duty—
 - (i) makes a statement that the person knows to be false in a material particular, or
 - (ii) recklessly makes a statement that is false in a material particular.
- (2) Where the person is a legal entity, an offence is also committed by every officer of the entity who is in default.
- (3) A person guilty of an offence under this paragraph is liable—
- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
 - (b) on summary conviction—
 - (i) in England and Wales, to imprisonment for a term not exceeding twelve months or to a fine (or both);
 - (ii) in Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
 - (iii) in Northern Ireland, to imprisonment for a term not exceeding six months or to a fine not exceeding the statutory maximum (or both).”]

PART 9

LLP CHARGES

[^{F41}Registration of charges

32. Sections 859A to 859Q apply to LLPs, modified so that they read as follows—

“Charges created by an LLP

- (1) Subject to subsection (6), this section applies where an LLP creates a charge.
- (2) The registrar must register the charge if, before the end of the period allowed for delivery, the LLP or any person interested in the charge delivers to the registrar for registration a section 859D statement of particulars.
- (3) Where the charge is created or evidenced by an instrument, the registrar is required to register it only if a certified copy of the instrument is delivered to the registrar with the statement of particulars.
- (4) “The period allowed for delivery” is 21 days beginning with the day after the date of creation of the charge (see section 859E), unless an order allowing an extended period is made under section 859F(3).
- (5) Where an order is made under section 859F(3) a copy of the order must be delivered to the registrar with the statement of particulars.
- (6) This section does not apply to—
 - (a) a charge in favour of a landlord on a cash deposit given as a security in connection with the lease of land;

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- (b) a charge created by a member of Lloyd's (within the meaning of the Lloyd's Act 1982) to secure its obligations in connection with its underwriting business at Lloyd's;
 - (c) a charge excluded from the application of this section by or under any other Act.
- (7) In this Part—
- “cash” includes foreign currency,
 - “charge” includes—
 - (a) a mortgage;
 - (b) a standard security, assignation in security, and any other right in security constituted under the law of Scotland, including any heritable security, but not including a pledge, and
 - “LLP” means an LLP registered in England and Wales or in Northern Ireland or in Scotland.

Charge in series of debentures

- (1) This section applies where—
 - (a) an LLP creates a series of debentures containing a charge, or giving a charge by reference to another instrument, and
 - (b) debenture holders of that series are entitled to the benefit of the charge *pari passu*.
- (2) The registrar must register the charge if, before the end of the period allowed for delivery, the LLP or any person interested in the charge delivers to the registrar for registration, a section 859D statement of particulars which also contains the following—
 - (a) either—
 - (i) the name of each of the trustees for the debenture holders, or
 - (ii) where there are more than four such persons, the names of any four persons listed in the charge instrument as trustees for the debenture holders, and a statement that there are other such persons;
 - (b) the dates of the determinations of the LLP authorising the issue of the series;
 - (c) the date of the covering instrument (if any) by which the series is created or defined.
- (3) Where the charge is created or evidenced by an instrument, the registrar is required to register it only if a certified copy of the instrument is delivered to the registrar with the statement of particulars.
- (4) Where the charge is not created or evidenced by an instrument, the registrar is required to register it only if a certified copy of one of the debentures in the series is delivered to the registrar with the statement of particulars.
- (5) For the purposes of this section a statement of particulars is taken to be a section 859D statement of particulars even if it does not contain the names of the debenture holders.
- (6) “The period allowed for delivery” is—
 - (a) if there is a deed containing the charge, 21 days beginning with the day after the date on which the deed is executed;
 - (b) if there is no deed containing the charge, 21 days beginning with the day after the date on which the first debenture of the series is executed
- (7) Where an order is made under section 859F(3) a copy of the order must be delivered to the registrar with the statement of particulars.

- (8) In this section “deed” means—
- (a) a deed governed by the law of England and Wales or Northern Ireland, or
 - (b) an instrument governed by a law other than the law of England and Wales or Northern Ireland which requires delivery under that law in order to take effect.

Charges existing on property or undertaking acquired

(1) This section applies where an LLP acquires property or undertaking which is subject to a charge of a kind which would, if it had been created by the LLP after the acquisition of the property or undertaking, have been capable of being registered under section 859A.

(2) The registrar must register the charge if the LLP or any person interested in the charge delivers to the registrar for registration a section 859D statement of particulars.

(3) Where the charge is created or evidenced by an instrument, the registrar is required to register it only if a certified copy of the instrument is delivered to the registrar with the statement of particulars.

Particulars to be delivered to registrar

(1) A statement of particulars relating to a charge created by an LLP is a “section 859D statement of particulars” if it contains the following particulars—

- (a) the registered name and number of the LLP;
- (b) the date of creation of the charge and (if the charge is one to which section 859C applies) the date of acquisition of the property or undertaking concerned;
- (c) where the charge is created or evidenced by an instrument, the particulars listed in subsection (2);
- (d) where the charge is not created or evidenced by an instrument, the particulars listed in subsection (3).

(2) The particulars referred to in subsection (1)(c) are—

- (a) any of the following—
 - (i) the name of each of the persons in whose favour the charge has been created or of the security agents or trustees holding the charge for the benefit of one or more persons; or,
 - (ii) where there are more than four such persons, security agents or trustees, the names of any four such persons, security agents or trustees listed in the charge instrument, and a statement that there are other such persons, security agents or trustees;
- (b) whether the instrument is expressed to contain a floating charge and, if so, whether it is expressed to cover all the property and undertaking of the LLP;
- (c) whether any of the terms of the charge prohibit or restrict the LLP from creating further security that will rank equally with or ahead of the charge;
- (d) whether (and if so, a short description of) any land, ship, aircraft or intellectual property, that is registered or required to be registered in the United Kingdom, is subject to a charge (which is not a floating charge) or fixed security included in the instrument;
- (e) whether the instrument includes a charge (which is not a floating charge) or fixed security over—
 - (i) any tangible or corporeal property, or

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- (ii) any intangible or incorporeal property,
not described in paragraph (d).
- (3) The particulars referred to in subsection (1)(d) are—
- (a) a statement that there is no instrument creating or evidencing the charge;
 - (b) the names of each of the persons in whose favour the charge has been created or the names of any security agents or trustees holding the charge for the benefit of one or more persons;
 - (c) the nature of the charge;
 - (d) a short description of the property or undertaking charged;
 - (e) the obligations secured by the charge.
- (4) In this section “fixed security” has the meaning given in section 486(1) of the Companies Act 1985.
- (5) In this section “intellectual property” includes—
- (a) any patent, trade mark, registered design, copyright or design right;
 - (b) any licence under or in respect of any such right.

Date of creation of charge

(1) For the purposes of this Part, a charge of the type described in column 1 of the Table below is taken to be created on the date given in relation to it in column 2 of that Table.

<i>1. Type of charge</i>	<i>2. When charge created</i>
Standard security	The date of its recording in the Register of Sasines or its registration in the Land Register of Scotland
Charge other than a standard security, where created or evidenced by an instrument	Where the instrument is a deed that has been executed and has immediate effect on execution and delivery, the date of delivery
	Where the instrument is a deed that has been executed and held in escrow, the date of delivery into escrow
	Where the instrument is a deed that has been executed and held as undelivered, the date of delivery
	Where the instrument is not a deed and has immediate effect on execution, the date of execution
	Where the instrument is not a deed and does not have immediate effect on execution, the date on which the instrument takes effect
Charge other than a standard security, where not created or evidenced by an instrument	The date on which the charge comes into effect.

(2) Where a charge is created or evidenced by an instrument made between two or more parties, references in the Table in subsection (1) to execution are to execution by all the parties to the instrument whose execution is essential for the instrument to take effect as a charge.

(3) This section applies for the purposes of this Chapter even if further forms, notices, registrations or other actions or proceedings are necessary to make the charge valid or effectual for any other purposes.

(4) For the purposes of this Chapter, the registrar is entitled without further enquiry to accept a charge as created on the date given as the date of creation of the charge in a section 859D statement of particulars.

(5) In this section “deed” means—

- (a) a deed governed by the law of England and Wales or Northern Ireland, or
- (b) an instrument governed by a law other than the law of England and Wales or Northern Ireland which requires delivery under that law in order to take effect.

(6) References in this section to delivery, in relation to a deed, include delivery as a deed where required.

Extension of period allowed for delivery

(1) Subsection (3) applies if the court is satisfied that—

- (a) neither the LLP nor any other person interested in the charge has delivered to the registrar the documents required under section 859A or (as the case may be) 859B before the end of the period allowed for delivery under the section concerned, and
- (b) the requirement in subsection (2) is met.

(2) The requirement is—

- (a) that the failure to deliver those documents—
 - (i) was accidental or due to inadvertence or to some other sufficient cause, or
 - (ii) is not of a nature to prejudice the position of creditors of the LLP, or
- (b) that on other grounds it is just and equitable to grant relief.

(3) The court may, on the application of the LLP or a person interested, and on such terms and conditions as seem to the court just and expedient, order that the period allowed for delivery be extended.

Personal information etc in certified copies

(1) The following are not required to be included in a certified copy of an instrument or debenture delivered to the registrar for the purposes of any provision of this Chapter—

- (a) personal information relating to an individual (other than the name of an individual);
- (b) the number or other identifier of a bank or securities account of an LLP or individual;
- (c) a signature.

(2) The registrar is entitled without further enquiry, to accept the certified copy of an instrument whether or not any of the information in subsection (1) is contained within the instrument.

Consequence of non-delivery

Consequence of failure to deliver charges

(1) This section applies if—

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Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (a) an LLP creates a charge to which section 859A or 859B applies, and
 - (b) the documents required by section 859A or (as the case may be) 859B are not delivered to the registrar by the LLP or another person interested in the charge before the end of the relevant period allowed for delivery.
- (2) “The relevant period allowed for delivery” is—
- (a) the period allowed for delivery under the section in question, or
 - (b) if an order under section 859F(3) has been made, the period allowed by the order.
- (3) Where this section applies, the charge is void (so far as any security on the LLP’s property or undertaking is conferred by it) against—
- (a) a liquidator of the LLP,
 - (b) an administrator of the LLP, and
 - (c) a creditor of the LLP.
- (4) Subsection (3) is without prejudice to any contract or obligation for repayment of the money secured by the charge; and when a charge becomes void under this section, the money secured by it immediately becomes payable.

The register

Entries on the register

- (1) This section applies where a charge is registered in accordance with a provision of this Chapter.
- (2) The registrar must—
- (a) allocate to the charge a unique reference code and place a note in the register recording that reference code; and
 - (b) include in the register any documents delivered under section 859A(3) or (5), 859B(3), (4) or (7) or 859C(3).
- (3) The registrar must give a certificate of the registration of the charge to the person who delivered to the registrar a section 859D statement of particulars relating to the charge.
- (4) The certificate must state—
- (a) the registered name and number of the LLP in respect of which the charge was registered; and
 - (b) the unique reference code allocated to the charge.
- (5) The certificate must be signed by the registrar or authenticated by the registrar’s official seal.
- (6) In the case of registration under section 859A or 859B, the certificate is conclusive evidence that the documents required by the section concerned were delivered to the registrar before the end of the relevant period allowed for delivery.
- (7) “The relevant period allowed for delivery” is—
- (a) the period allowed for delivery under the section in question, or
 - (b) if an order under section 859F(3) has been made, the period allowed by the order.

LLP holding property or undertaking as trustee

(1) Where an LLP is acting as trustee of property or an undertaking which is the subject of a charge delivered for registration under this Chapter, the LLP or any person interested in the charge may deliver to the registrar a statement to that effect.

- (2) A statement delivered after the delivery for registration of the charge must include—
- (a) the registered name and number of the LLP; and
 - (b) the unique reference code allocated to the charge.

Registration of enforcement of security

(1) Subsection (2) applies where a person—

- (a) obtains an order for the appointment of a receiver or manager of an LLP's property or undertaking, or
- (b) appoints such a receiver or manager under powers contained in an instrument.

(2) The person must, within 7 days of the order or of the appointment under those powers—

- (a) give notice to the registrar of that fact, and
- (b) if the order was obtained, or the appointment made, by virtue of a registered charge held by the person give the registrar a notice containing—
 - (i) in the case of a charge created before 6th April 2013, the information specified in subsection (4);
 - (ii) in the case of a charge created on or after 6th April 2013, the unique reference code allocated to the charge.

(3) Where a person appointed receiver or manager of an LLP's property or undertaking under powers contained in an instrument ceases to act as such a receiver or manager, the person must, on so ceasing—

- (a) give notice to the registrar of that fact, and—
- (b) give the registrar a notice containing—
 - (i) in the case of a charge created before 6th April 2013, the information specified in subsection (4), or
 - (ii) in the case of a charge created on or after 6th April 2013, the unique reference code allocated to the charge.

(4) The information referred to in subsections (2)(b)(i) and (3)(b)(i) is—

- (a) the date of the creation of the charge;
- (b) a description of the instrument (if any) creating or evidencing the charge;
- (c) short particulars of the property or undertaking charged.

(5) The registrar must include in the register—

- (a) a fact of which notice is given under subsection (2)(a), and
- (c) a fact of which notice is given under subsection (3)(a).

(6) A person who makes default in complying with the requirements of subsections (2) or (3) of this section commits an offence.

(7) 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.

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Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (8) This section applies only to a receiver or manager appointed—
- (a) by a court in England and Wales or Northern Ireland, or
 - (b) under an instrument governed by the law of England and Wales or Northern Ireland.
- (9) This section does not apply to a receiver appointed under Chapter 2 of Part 3 of the Insolvency Act 1986 (receivers (Scotland)).

Entries of satisfaction and release

- (1) Subsection (5) applies if the statement set out in subsection (2) and the particulars set out in subsection (4) are delivered to the registrar with respect to a registered charge.
- (2) The statement referred to in subsection (1) is a statement to the effect that—
- (a) the debt for which the charge was given has been paid or satisfied in whole or in part, or
 - (b) all or part of the property or undertaking charged—
 - (i) has been released from the charge, or
 - (ii) has ceased to form part of the LLP's property or undertaking.
- (3) Where a statement within subsection (2)(b) relates to part only of the property or undertaking charged, the statement must include a short description of that part.
- (4) The particulars referred to in subsection (1) are—
- (a) the name and address of the person delivering the statement and an indication of their interest in the charge;
 - (b) the registered name and number of the LLP that—
 - (i) created the charge (in a case within section 859A or 859B), or
 - (ii) acquired the property or undertaking subject to the charge (in a case within section 859C);
 - (c) in respect of a charge created before 6th April 2013—
 - (i) the date of creation of the charge;
 - (ii) a description of the instrument (if any) by which the charge is created or evidenced;
 - (iii) short particulars of the property or undertaking charged;
 - (d) in respect of a charge created on or after 6th April 2013, the unique reference code allocated to the charge.
- (5) The registrar may include in the register—
- (a) a statement of satisfaction in whole or in part, or
 - (b) a statement of the fact that all or part of the property or undertaking has been released from the charge or has ceased to form part of the LLP's property or undertaking (as the case may be).

Rectification of register

- (1) Subsection (3) applies if the court is satisfied that—
- (a) there has been an omission or mis-statement in any statement or notice delivered to the registrar in accordance with this Chapter, and
 - (b) the requirement in subsection (2) is met.

- (2) The requirement is that the court is satisfied—
 - (a) that the omission or mis-statement—
 - (i) was accidental or due to inadvertence or to some other sufficient cause, or
 - (ii) is not of a nature to prejudice the position of creditors of the LLP, or
 - (b) that on other grounds it is just and equitable to grant relief.
- (3) The court may, on the application of the LLP or a person interested, and on such terms and conditions as seem to the court just and expedient, order that the omission or mis-statement be rectified.
- (4) A copy of the court's order must be sent by the applicant to the registrar for registration.

Replacement of instrument or debenture

- (1) Subsection (2) applies if the court is satisfied that—
 - (a) a copy of an instrument or debenture delivered to the registrar under this Chapter contains material which could have been omitted under section 859G;
 - (b) the wrong instrument or debenture was delivered to the registrar; or
 - (c) the copy was defective.
- (2) The court may, on the application of the LLP or a person interested, and on such terms and conditions as seem to the court just and expedient, order that the copy of the instrument or debenture be removed from the register and replaced.
- (3) A copy of the court's order must be sent by the applicant to the registrar for registration.

Notification of addition or amendment of charge

- (1) This section applies where, after the creation of a charge, the charge is amended by adding or amending a term that—
 - (a) prohibits or restricts the creation of any fixed security or any other charge having priority over, or ranking *pari passu* with, the charge; or
 - (b) varies, or otherwise regulates the order of, the ranking of the charge in relation to any fixed security or any other charge.
- (2) Either the LLP that created the charge or the person taking the benefit of the charge (or another charge referred to in subsection (1)(b)) may deliver to the registrar for registration—
 - (a) a certified copy of the instrument effecting the amendment, variation or regulation, and
 - (b) a statement of the particulars set out in subsection (3).
- (3) The particulars to be included in the statement are—
 - (a) the registered name and number of the LLP;
 - (b) in the case of a charge created before 6th April 2013—
 - (i) the date of creation of the charge;
 - (ii) a description of the instrument (if any) by which the charge was created or evidenced;
 - (iii) short particulars of the property or undertaking charged as set out when the charge was registered;

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(c) in the case of a charge created on or after 6th April 2013, (where allocated) the unique reference code allocated to the charge.

(4) Subsections (1) to (3) do not affect the continued application of section 466 of the Companies Act 1985.

(5) In this section “fixed security” has the meaning given in section 486(1) of the Companies Act 1985.

LLPs’ records and registers

LLPs to keep copies of instruments creating and amending charges

(1) An LLP must keep available for inspection a copy of every—

- (a) instrument creating a charge capable of registration under this Chapter, and
- (b) instrument effecting any variation or amendment of such a charge.

(2) In the case of a charge contained in a series of uniform debentures, a copy of one of the debentures of the series is sufficient for the purposes of subsection (1)(a).

(3) If the particulars referred to in section 859D(1) or the particulars of the property or undertaking charged are not contained in the instrument creating the charge, but are instead contained in other documents which are referred to in or otherwise incorporated into the instrument, then the LLP must also keep available for inspection a copy of those other documents.

(4) It is sufficient for the purposes of subsection (1)(a) if the LLP keeps a copy of the instrument in the form delivered to the registrar under section 859A(3), 859B(3) or (4) or 859C(3).

(5) Where a translation has been delivered to the registrar in accordance with section 1105, the LLP must keep available for inspection a copy of the translation.

Instruments creating charges to be available for inspection

(1) This section applies to documents required to be kept available for inspection under section 859P (copies of instruments creating and amending charges).

(2) The documents must be kept available for inspection—

- (a) at the LLP’s registered office, or
- (b) at a place specified in Part 2 of the Companies (Company Records) Regulations 2008 ([S.I. 2008/3006](#)).

(3) The LLP must give notice to the registrar—

- (a) of the place at which the documents are kept available for inspection, and
- (b) of any change in that place,

unless they have at all times been kept at the LLP’s registered office.

(4) The documents must be open to the inspection—

- (a) of any creditor or member of the LLP without charge, and
- (b) of any other person on payment of the fee prescribed by regulation (2)(c) of the Companies (Fees for Inspection of Company Records) Regulations 2008 ([S.I. 2008/3007](#)).

(5) If default is made for 14 days in complying with subsection (3) or an inspection required under subsection (4) is refused, an offence is committed by—

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

(6) 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.

(7) If an inspection required under subsection (4) is refused the court may by order compel an immediate inspection.

(8) Where the LLP and a person wishing to carry out an inspection under subsection (4) agree, the inspection may be carried out by electronic means.”.]

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**33.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**34.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**35.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**36.**

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**37.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**38.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**39.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**40.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**41.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**42.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**43.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

^{F41}**44.**

Textual Amendments

F41 Reg. 32 substituted for Pt. 9 (regs. 32-44) (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), 2, [Sch.](#) (with reg. 8)

PART 10

ARRANGEMENTS, RECONSTRUCTIONS AND CROSS-BORDER MERGERS

Arrangements and reconstructions [^{F42}: general]

45.—(1) Sections 895 to 900 ^{M8} apply to LLPs, modified so that they read as follows—

“Application of this Part

895. The provisions of this Part apply where a compromise or arrangement is proposed between an LLP and—

- (a) its creditors, or any class of them, or
- (b) its members, or any class of them.

Court order for holding of meeting

896.—(1) The court may, on an application under this section, order a meeting of the creditors or class of creditors, or of the members of the LLP or class of members (as the case may be), to be summoned in such manner as the court directs.

(2) An application under this section may be made by—

- (a) the LLP,
- (b) any creditor or member of the LLP,
- (c) if the LLP is being wound up, the liquidator, or
- (d) if the LLP is in administration, the administrator.

[^{F43}(4) This section is subject to section 899A (moratorium debts, etc).]

Statement to be circulated or made available

897.—(1) Where a meeting is summoned under section 896—

- (a) every notice summoning the meeting that is sent to a creditor or member must be accompanied by a statement complying with this section, and
- (b) every notice summoning the meeting that is given by advertisement must either—
 - (i) include such a statement, or
 - (ii) state where and how creditors or members entitled to attend the meeting may obtain copies of such a statement.

(2) The statement must—

- (a) explain the effect of the compromise or arrangement, and
- (b) in particular, state—
 - (i) any material interests of the members of the LLP (whether as members or as creditors of the LLP or otherwise), and
 - (ii) the effect on those interests of the compromise or arrangement, in so far as it is different from the effect on the like interests of other persons.

(3) Where the compromise or arrangement affects the rights of debenture holders of the LLP, the statement must give the like explanation as respects the trustees of any deed for securing the issue of the debentures as it is required to give as respects the LLP's members.

(4) Where a notice given by advertisement states that copies of an explanatory statement can be obtained by creditors or members entitled to attend the meeting, every such creditor or member is entitled, on making application in the manner indicated by the notice, to be provided by the LLP with a copy of the statement free of charge.

(5) If an LLP makes default in complying with any requirement of this section, an offence is committed by—

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

This is subject to subsection (7) below.

(6) For this purpose the following are treated as members of the LLP—

- (a) a liquidator or administrator of the LLP, and
- (b) a trustee of a deed for securing the issue of debentures of the LLP.

(7) A person is not guilty of an offence under this section if he shows that the default was due to the refusal of a member or trustee for debenture holders to supply the necessary particulars of his interests.

(8) A person guilty of an offence under this section is liable—

- (a) on conviction on indictment, to a fine;
- (b) on summary conviction, to a fine not exceeding the statutory maximum.

Duty of members and trustees to provide information

898.—(1) It is the duty of—

- (a) any member of the LLP, and
- (b) any trustee for its debenture holders,

to give notice to the LLP of such matters relating to himself as may be necessary for the purposes of section 897 (explanatory statement to be circulated or made available).

(2) Any person who makes default in complying with this section commits an offence.

(3) 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.

Court sanction for compromise or arrangement

899.—(1) If a majority in number representing 75% in value of the creditors or class of creditors or members or class of members (as the case may be), present and voting either in person or by proxy at the meeting summoned under section 896, agree a compromise or arrangement, the court may, on an application under this section, sanction the compromise or arrangement.

[^{F44}(1A) Subsection (1) is subject to section 899A (moratorium debts, etc).]

(2) An application under this section may be made by—

- (a) the LLP,
- (b) any creditor or member of the LLP,
- (c) if the LLP is being wound up, the liquidator, or
- (d) if the LLP is in administration, the administrator.

(3) A compromise or agreement sanctioned by the court is binding on—

- (a) all creditors or the class of creditors or on the members or class of members (as the case may be), and
- (b) the LLP or, in the case of an LLP in the course of being wound up, the liquidator and contributories of the LLP.

(4) The court's order has no effect until a copy of it has been delivered to the registrar.

[^{F45}Moratorium debts, etc

899A.—(1) This section applies where—

- (a) an application under section 896 in respect of a compromise or arrangement is made before the end of the period of 12 weeks beginning with the day after the end of any moratorium for the LLP under Part A1 of the Insolvency Act 1986 or Part 1A of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19)), and

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- (b) the creditors with whom the compromise or arrangement is proposed include any relevant creditors (see subsection (2)).
- (2) In this section “relevant creditor” means—
 - (a) a creditor in respect of a moratorium debt, or
 - (b) a creditor in respect of a priority pre-moratorium debt.
- (3) The relevant creditors may not participate in the meeting summoned under section 896.
- (4) For the purposes of section 897 (statement to be circulated or made available)—
 - (a) the requirement in section 897(1)(a) is to be read as including a requirement to send each relevant creditor a statement complying with section 897;
 - (b) any reference to creditors entitled to attend the meeting summoned under section 896 includes a reference to relevant creditors.
- (5) The court may not sanction the compromise or arrangement under section 899 if it includes provision in respect of any relevant creditor who has not agreed to it.
- (6) In this section—
 - “moratorium debt”—
 - (a) in the case of a moratorium under Part A1 of the Insolvency Act 1986, has the same meaning as in section 174A of that Act;
 - (b) in the case of a moratorium under Part 1A of the Insolvency (Northern Ireland) Order 1989, has the same meaning as in Article 148A of that Order;
 - “priority pre-moratorium debt”—
 - (a) in the case of a moratorium under Part A1 of the Insolvency Act 1986, has the same meaning as in section 174A of that Act;
 - (b) in the case of a moratorium under Part 1A of the Insolvency (Northern Ireland) Order 1989, has the same meaning as in Article 148A of that Order.]

Powers of court to facilitate reconstruction or amalgamation

- 900.**—(1) This section applies where application is made to the court under section 899 to sanction a compromise or arrangement and it is shown that—
- (a) the compromise or arrangement is proposed for the purposes of, or in connection with, a scheme for the reconstruction of any LLP or LLPs, or the amalgamation of any two or more relevant bodies corporate (where one or more of them is an LLP), and
 - (b) under the scheme the whole or any part of the undertaking or the property of any LLP concerned in the scheme (“a transferor LLP”) is to be transferred to another relevant body corporate (“the transferee body corporate”).
- (2) The court may, either by the order sanctioning the compromise or arrangement or by a subsequent order, make provision for all or any of the following matters—
- (a) the transfer to the transferee body corporate of the whole or any part of the undertaking and of the property or liabilities of any transferor LLP;
 - (b) the allotting or appropriation by the transferee body corporate of any shares, debentures, policies or other like interests in that body corporate which under the compromise or arrangement are to be allotted or appropriated by that body corporate to or for any person;
 - (c) the continuation by or against the transferee body corporate of any legal proceedings pending by or against any transferor LLP;

- (d) the dissolution, without winding up, of any transferor LLP;
 - (e) the provision to be made for any persons who, within such time and in such manner as the court directs, dissent from the compromise or arrangement;
 - (f) such incidental, consequential and supplemental matters as are necessary to secure that the reconstruction or amalgamation is fully and effectively carried out.
- (3) If an order under this section provides for the transfer of property or liabilities—
- (a) the property is by virtue of the order transferred to, and vests in, the transferee body corporate, and
 - (b) the liabilities are, by virtue of the order, transferred to and become liabilities of that body corporate.
- (4) The property (if the order so directs) vests freed from any charge that is by virtue of the compromise or arrangement to cease to have effect.
- (5) In this section—
- “relevant body corporate” means an LLP or a company;
 - “property” includes property, rights and powers of every description; and
 - “liabilities” includes duties.
- (6) Every body corporate in relation to which an order is made under this section must cause a copy of the order to be delivered to the registrar within seven days after its making.
- (7) If default is made in complying with subsection (6) an offence is committed by—
- (a) the LLP, and every member of the LLP who is in default, and
 - (b) the company, and every officer of the company who is in default.
- (8) A person guilty of an offence under subsection (7) 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.”.
- (2) Section 323 of the Companies Act 2006 (representation of corporations at meetings) applies to a meeting of creditors of the LLP under section 896^{F46} ... of that Act.

Textual Amendments

- F42** Word in [reg. 45](#) heading inserted (16.2.2021) by [The Limited Liability Partnerships \(Amendment etc.\) Regulations 2021 \(S.I. 2021/60\)](#), regs. 1(1), 2, [Sch. 3 para. 2\(2\)](#) (with [reg. 4\(2\)](#))
- F43** Words in [reg. 45\(1\)](#) inserted (16.2.2021) by [The Limited Liability Partnerships \(Amendment etc.\) Regulations 2021 \(S.I. 2021/60\)](#), regs. 1(1), 2, [Sch. 3 para. 2\(3\)\(a\)](#) (with [reg. 4\(2\)](#))
- F44** Words in [reg. 45\(1\)](#) inserted (16.2.2021) by [The Limited Liability Partnerships \(Amendment etc.\) Regulations 2021 \(S.I. 2021/60\)](#), regs. 1(1), 2, [Sch. 3 para. 2\(3\)\(b\)](#) (with [reg. 4\(2\)](#))
- F45** Words in [reg. 45\(1\)](#) inserted (16.2.2021) by [The Limited Liability Partnerships \(Amendment etc.\) Regulations 2021 \(S.I. 2021/60\)](#), regs. 1(1), 2, [Sch. 3 para. 2\(3\)\(c\)](#) (with [reg. 4\(2\)](#))
- F46** Words in [reg. 45\(2\)](#) omitted (16.2.2021) by virtue of [The Limited Liability Partnerships \(Amendment etc.\) Regulations 2021 \(S.I. 2021/60\)](#), regs. 1(1), 2, [Sch. 3 para. 2\(4\)](#) (with [reg. 4\(2\)](#))

Marginal Citations

- M8** [Sections 896](#) and [899](#) were amended by article 3(1) of, and paragraphs 249 and 250 of Schedule 1 to, [S.I. 2008/948](#).

[^{F47}Arrangements and reconstructions: LLPs in financial difficulty

45A. Sections 901A to 901J apply to LLPs, modified so that they read as follows—

“Application of this Part

901A.—(1) The provisions of this Part apply where conditions A and B are met in relation to an LLP.

(2) Condition A is that the LLP has encountered, or is likely to encounter, financial difficulties that are affecting, or will or may affect, its ability to carry on business as a going concern.

(3) Condition B is that—

- (a) a compromise or arrangement is proposed between the LLP and—
 - (i) its creditors, or any class of them, or
 - (ii) its members, or any class of them, and
- (b) the purpose of the compromise or arrangement is to eliminate, reduce or prevent, or mitigate the effect of, any of the financial difficulties mentioned in subsection (2).

Power to exclude LLPs providing financial services, etc

901B.—(1) The Secretary of State may by regulations provide that this Part does not apply—

- (a) where the LLP in respect of which a compromise or arrangement is proposed is an authorised person, or an authorised person of a specified description;
- (b) where—
 - (i) a compromise or arrangement is proposed between an LLP, or an LLP of a specified description, and any creditors of the LLP, and
 - (ii) those creditors consist of or include creditors of a specified description.

(2) In this section—

“authorised person” has the same meaning as in the Financial Services and Markets Act 2000 (see section 31 of that Act);

“specified” means specified in the regulations.

(3) Regulations under this section are subject to affirmative resolution procedure.

Court order for holding of meeting

901C.—(1) The court may, on an application under this subsection, order a meeting of the creditors or class of creditors, or of the members of the LLP or class of members (as the case may be), to be summoned in such manner as the court directs.

(2) An application under subsection (1) may be made by—

- (a) the LLP,
- (b) any creditor or member of the LLP,
- (c) if the LLP is being wound up, the liquidator, or
- (d) if the LLP is in administration, the administrator.

(3) Every creditor or member of the LLP whose rights are affected by the compromise or arrangement must be permitted to participate in a meeting ordered to be summoned under subsection (1).

(4) But subsection (3) does not apply in relation to a class of creditors or members of the LLP if, on an application under this subsection, the court is satisfied that none of the members of that class has a genuine economic interest in the LLP.

(5) An application under subsection (4) is to be made by the person who made the application under subsection (1) in respect of the compromise or arrangement.

(6) If a corporation (whether or not a company under the meaning of this Act) is a creditor, it may by resolution of its directors or other governing body authorise a person or persons to act as its representative or representatives at any meeting ordered to be summoned under subsection (1).

(7) A person authorised by a corporation is entitled to exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual creditor.

(8) Where a corporation authorises more than one person, subsection (7) is subject to subsections (9) and (10).

(9) On a vote on a resolution on a show of hands at a meeting ordered to be summoned under subsection (1), each authorised person has the same voting rights as the corporation would be entitled to.

(10) Where subsection (9) does not apply and more than one authorised person purport to exercise a power under subsection (7) in respect of the same shares—

- (a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way;
- (b) if they do not purport to exercise the power in the same way as each other, the power is treated as not exercised.

(11) This section is subject to section 901H (moratorium debts, etc).

Statement to be circulated or made available

901D.—(1) Where a meeting is summoned under section 901C—

- (a) every notice summoning the meeting that is sent to a creditor or member must be accompanied by a statement complying with this section, and
- (b) every notice summoning the meeting that is given by advertisement must either—
 - (i) include such a statement, or
 - (ii) state where and how creditors or members entitled to attend the meeting may obtain copies of such a statement.

(2) The statement must—

- (a) explain the effect of the compromise or arrangement, and
- (b) in particular, state—
 - (i) any material interests of the members of the LLP (whether as members or as creditors of the LLP or otherwise), and
 - (ii) the effect on those interests of the compromise or arrangement, in so far as it is different from the effect on the like interests of other persons.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(3) Where the compromise or arrangement affects the rights of debenture holders of the LLP, the statement must give the like explanation as respects the trustees of any deed for securing the issue of the debentures as it is required to give as respects the LLP's members.

(4) Where a notice given by advertisement states that copies of an explanatory statement can be obtained by creditors or members entitled to attend the meeting, every such creditor or member is entitled, on making application in the manner indicated by the notice, to be provided by the LLP with a copy of the statement free of charge.

(5) If an LLP makes default in complying with any requirement of this section, an offence is committed by—

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

This is subject to subsection (7).

(6) For this purpose the following are treated as members of the LLP—

- (a) a liquidator or administrator of the LLP, and
- (b) a trustee of a deed for securing the issue of debentures of the LLP.

(7) A person is not guilty of an offence under this section if the person shows that the default was due to the refusal of a member or trustee for debenture holders to supply the necessary particulars of the member's or (as the case may be) the trustee's interests.

(8) A person guilty of an offence under this section is liable—

- (a) on conviction on indictment, to a fine;
- (b) on summary conviction in England and Wales, to a fine;
- (c) on summary conviction in Scotland or Northern Ireland, to a fine not exceeding the statutory maximum.

Duty of members and trustees to provide information

901E.—(1) It is the duty of—

- (a) any member of the LLP, and
- (b) any trustee for its debenture holders,

to give notice to the LLP of such matters relating to that member or trustee as may be necessary for the purposes of section 901D (explanatory statement to be circulated or made available).

(2) Any person who makes default in complying with this section commits an offence.

(3) 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.

Court sanction for compromise or arrangement

901F.—(1) If a number representing 75% in value of the creditors or class of creditors or members or class of members (as the case may be), present and voting either in person or by proxy at the meeting summoned under section 901C, agree a compromise or arrangement, the court may, on an application under this section, sanction the compromise or arrangement.

(2) Subsection (1) is subject to—

- (a) section 901G (sanction for compromise or arrangement where one or more classes dissent), and
- (b) section 901H (moratorium debts, etc).

- (3) An application under this section may be made by—
 - (a) the LLP,
 - (b) any creditor or member of the LLP,
 - (c) if the LLP is being wound up, the liquidator, or
 - (d) if the LLP is in administration, the administrator.
- (4) Where the court makes an order under this section in relation to an LLP that is in administration or is being wound up, the court may by the order—
 - (a) provide for the appointment of the administrator or liquidator to cease to have effect;
 - (b) stay or sist all proceedings in the administration or the winding up;
 - (c) impose any requirements with respect to the conduct of the administration or the winding up which the court thinks appropriate for facilitating the compromise or arrangement.
- (5) A compromise or arrangement sanctioned by the court is binding—
 - (a) on all creditors or the class of creditors or on the members or class of members (as the case may be), and
 - (b) on the LLP or, in the case of an LLP in the course of being wound up, the liquidator and contributories of the LLP.
- (6) The court's order has no effect until a copy of it has been delivered to the registrar.

Sanction for compromise or arrangement where one or more classes dissent

901G.—(1) This section applies if the compromise or arrangement is not agreed by a number representing at least 75% in value of a class of creditors or (as the case may be) of members of the LLP (“the dissenting class”), present and voting either in person or by proxy at the meeting summoned under section 901C.

(2) If conditions A and B are met, the fact that the dissenting class has not agreed the compromise or arrangement does not prevent the court from sanctioning it under section 901F.

(3) Condition A is that the court is satisfied that, if the compromise or arrangement were to be sanctioned under section 901F, none of the members of the dissenting class would be any worse off than they would be in the event of the relevant alternative (see subsection (4)).

(4) For the purposes of this section “the relevant alternative” is whatever the court considers would be most likely to occur in relation to the LLP if the compromise or arrangement were not sanctioned under section 901F.

(5) Condition B is that the compromise or arrangement has been agreed by a number representing 75% in value of a class of creditors or (as the case may be) of members, present and voting either in person or by proxy at the meeting summoned under section 901C, who would receive a payment, or have a genuine economic interest in the LLP, in the event of the relevant alternative.

- (6) The Secretary of State may by regulations amend this section for the purpose of—
 - (a) adding to the conditions that must be met for the purposes of this section;
 - (b) removing or varying any of those conditions.
- (7) Regulations under subsection (6) are subject to affirmative resolution procedure.

Moratorium debts, etc

901H.—(1) This section applies where—

- (a) an application under section 901C(1) in respect of a compromise or arrangement is made before the end of the period of 12 weeks beginning with the day after the end of any moratorium for the LLP under Part A1 of the Insolvency Act 1986 or Part 1A of the Insolvency (Northern Ireland) Order 1989 ([S.I. 1989/2405 \(N.I.19\)](#)), and
- (b) the creditors with whom the compromise or arrangement is proposed include any relevant creditors (see subsection (2)).

(2) In this section “relevant creditor” means—

- (a) a creditor in respect of a moratorium debt, or
- (b) a creditor in respect of a priority pre-moratorium debt.

(3) The relevant creditors may not participate in the meeting summoned under section 901C.

(4) For the purposes of section 901D (statement to be circulated or made available)—

- (a) the requirement in section 901D(1)(a) is to be read as including a requirement to send each relevant creditor a statement complying with section 901D;
- (b) any reference to creditors entitled to attend the meeting summoned under section 901C includes a reference to relevant creditors.

(5) The court may not sanction the compromise or arrangement under section 901F if it includes provision in respect of any relevant creditor who has not agreed to it.

(6) In this section—

“moratorium debt”—

- (a) in the case of a moratorium under Part A1 of the Insolvency Act 1986, has the same meaning as in section 174A of that Act;
- (b) in the case of a moratorium under Part 1A of the Insolvency (Northern Ireland) Order 1989, has the same meaning as in Article 148A of that Order;

“priority pre-moratorium debt”—

- (a) in the case of a moratorium under Part A1 of the Insolvency Act 1986, has the same meaning as in section 174A of that Act;
- (b) in the case of a moratorium under Part 1A of the Insolvency (Northern Ireland) Order 1989, has the same meaning as in Article 148A of that Order.

Pension schemes

901I.—(1) In a case where the LLP in respect of which a compromise or arrangement is proposed is or has been an employer in respect of an occupational pension scheme that is not a money purchase scheme, any notice or other document required to be sent to a creditor of the LLP must also be sent to the Pensions Regulator.

(2) In a case where the LLP in respect of which a compromise or arrangement is proposed is an employer in respect of an eligible scheme, any notice or other document required to be sent to a creditor of the LLP must also be sent to the Board of the Pension Protection Fund (“the Board”).

(3) The Secretary of State may by regulations provide that, in a case where—

- (a) the LLP in respect of which a compromise or arrangement is proposed is an employer in respect of an eligible scheme, and

(b) the trustees or managers of the scheme are a creditor of the LLP,
the Board may exercise any rights, or any rights of a specified description, that are exercisable under this Part by the trustees or managers as a creditor of the LLP.

(4) Regulations under this section may provide that the Board may exercise any such rights—

- (a) to the exclusion of the trustees or managers of the scheme, or
- (b) in addition to the exercise of those rights by the trustees or managers of the scheme.

(5) Regulations under this section—

- (a) may specify conditions that must be met before the Board may exercise any such rights;
- (b) may provide for any such rights to be exercisable by the Board for a specified period;
- (c) may make provision in connection with any such rights ceasing to be so exercisable at the end of such a period.

(6) Regulations under this section are subject to affirmative resolution procedure (but see subsection (7)).

(7) During the period of six months beginning with the day on which this section comes into force, regulations under this section are subject to approval after being made (and subsection (6) does not apply).

(8) For the purposes of subsection (7), section 1291 has effect as if any reference in that section to a period of 28 days were to a period of 40 days.

(9) In this section—

“eligible scheme” means any pension scheme that is an eligible scheme for the purposes of section 126 of the Pensions Act 2004 or Article 110 of the Pensions (Northern Ireland) Order 2005 (S.I. 2005/255 (N.I. 1));

“employer”—

- (a) in subsection (1), means an employer within the meaning of section 318(1) of the Pensions Act 2004 or Article 2(2) of the Pensions (Northern Ireland) Order 2005;
- (b) in subsections (2) and (3)—
 - (i) in the case of a pension scheme that is an eligible scheme for the purposes of section 126 of the Pensions Act 2004, has the same meaning as it has for the purposes of Part 2 of that Act (see section 318(1) and (4) of that Act);
 - (ii) in the case of a pension scheme that is an eligible scheme for the purposes of Article 110 of the Pensions (Northern Ireland) Order 2005, has the same meaning as it has for the purposes of Part 3 of that Order (see Article 2(2) and (5) of that Order);

“money purchase scheme” means a pension scheme that is a money purchase scheme for the purposes of the Pension Schemes Act 1993 (see section 181(1) of that Act) or the Pension Schemes (Northern Ireland) Act 1993 (see section 176(1) of that Act);

“occupational pension scheme” and “pension scheme” have the meaning given by section 1 of the Pension Schemes Act 1993;

“specified” means specified in regulations under this section.

Powers of court to facilitate reconstruction or amalgamation

901J.—(1) This section applies where application is made to the court under section 901F to sanction a compromise or arrangement and it is shown that—

- (a) the compromise or arrangement is proposed in connection with a scheme for the reconstruction of any LLP or LLPs, or the amalgamation of any two or more relevant bodies corporate (where one or more of them is an LLP), and
- (b) under the scheme the whole or any part of the undertaking or the property of any LLP concerned in the scheme (a “transferor LLP”) is to be transferred to another relevant body corporate (“the transferee body corporate”).

(2) The court may, either by the order sanctioning the compromise or arrangement or by a subsequent order, make provision for all or any of the following matters—

- (a) the transfer to the transferee body corporate of the whole or any part of the undertaking and of the property or liabilities of any transferor LLP;
- (b) the allotting or appropriation by the transferee body corporate of any shares, debentures, policies or other like interests in that body corporate which under the compromise or arrangement are to be allotted or appropriated by that body corporate to or for any person;
- (c) the continuation by or against the transferee body corporate of any legal proceedings pending by or against any transferor LLP;
- (d) the dissolution, without winding up, of any transferor LLP;
- (e) the provision to be made for any persons who, within such time and in such manner as the court directs, dissent from the compromise or arrangement;
- (f) such incidental, consequential and supplemental matters as are necessary to secure that the reconstruction or amalgamation is fully and effectively carried out.

(3) If an order under this section provides for the transfer of property or liabilities—

- (a) the property is by virtue of the order transferred to, and vests in, the transferee body corporate, and
- (b) the liabilities are, by virtue of the order, transferred to and become liabilities of that body corporate.

(4) The property (if the order so directs) vests freed from any charge that is by virtue of the compromise or arrangement to cease to have effect.

(5) In this section—

“relevant body corporate” means an LLP or a company;

“property” includes property, rights and powers of every description; and

“liabilities” includes duties.

(6) Every body corporate in relation to which an order is made under this section must cause a copy of the order to be delivered to the registrar within seven days after its making.

(7) If default is made in complying with subsection (6) an offence is committed by—

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

(8) A person guilty of an offence under subsection (7) 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.”]

Textual Amendments

F47 Reg. 45A inserted (16.2.2021) by [The Limited Liability Partnerships \(Amendment etc.\) Regulations 2021 \(S.I. 2021/60\)](#), regs. 1(1), 2, **Sch. 3 para. 3** (with reg. 4(2))

Cross-border mergers

^{F48} **46.**

Textual Amendments

F48 Reg. 46 omitted (31.12.2020) by virtue of [The Companies, Limited Liability Partnerships and Partnerships \(Amendment etc.\) \(EU Exit\) Regulations 2019 \(S.I. 2019/348\)](#), reg. 2, **Sch. 3 para. 25**; 2020 c. 1, Sch. 5 para. 1(1)

PART 11

FRAUDULENT TRADING

Offence of fraudulent trading

47. Section 993 applies to LLPs, modified so that it reads as follows—

“Offence of fraudulent trading

993.—(1) If any business of an LLP is carried on with intent to defraud creditors of the LLP or creditors of any other person, or for any fraudulent purpose, every person who is knowingly a party to the carrying on of the business in that manner commits an offence.

(2) This applies whether or not the LLP has been, or is in the course of being, wound up.

(3) A person guilty of an offence under this section is liable—

(a) on conviction on indictment, to imprisonment for a term not exceeding ten years or a fine (or both);

(b) on summary conviction—

(i) in England and Wales or Scotland, to imprisonment for a term not exceeding twelve months or a fine not exceeding the statutory maximum (or both);

(ii) in Northern Ireland, to imprisonment for a term not exceeding six months or a fine not exceeding the statutory maximum (or both).”.

PART 12

PROTECTION OF MEMBERS AGAINST UNFAIR PREJUDICE

Main provisions

48. Sections 994 to 996 ^{M9} apply to LLPs, modified so that they read as follows—

“994 Petition by LLP member

(1) A member of an LLP may apply to the court by petition for an order under this Part on the ground—

- (a) that the LLP's affairs are being or have been conducted in a manner that is unfairly prejudicial to the interests of members generally or of some part of its members (including at least himself), or
- (b) that an actual or proposed act or omission of the LLP (including an act or omission on its behalf) is or would be so prejudicial.

(2) For the purposes of subsection (1)(a), a removal of the LLP's auditor from office—

- (a) on grounds of divergence of opinions on accounting treatments or audit procedures, or
- (b) on any other improper grounds,

shall be treated as being unfairly prejudicial to the interests of some part of the LLP's members.

(3) The members of an LLP may by unanimous agreement exclude the right contained in subsection (1) either indefinitely or for such period as is specified in the agreement. The agreement must be recorded in writing.

995 Petition by Secretary of State

(1) This section applies to an LLP in respect of which—

- (a) the Secretary of State has received a report under section 437 of the Companies Act 1985 (c. 6) (inspector's report);
- (b) the Secretary of State has exercised his powers under section 447 or 448 of that Act (powers to require documents and information or to enter and search premises);
- (c) [^{F49}the Secretary of State, the Bank of England, the Financial Conduct Authority or the Prudential Regulation Authority] has exercised his or its powers under Part 11 of the Financial Services and Markets Act 2000 (c. 8) (information gathering and investigations); or
- (d) the Secretary of State has received a report from an investigator [^{F50}appointed by the Secretary of State, the Bank of England, the Financial Conduct Authority or the Prudential Regulation Authority] under that Part.

(2) If it appears to the Secretary of State that in the case of such an LLP—

- (a) the LLP's affairs are being or have been conducted in a manner that is unfairly prejudicial to the interests of members generally or of some part of its members, or
- (b) an actual or proposed act or omission of the LLP (including an act or omission on its behalf) is or would be so prejudicial,

he may apply to the court by petition for an order under this Part.

(3) The Secretary of State may do this in addition to, or instead of, presenting a petition for the winding up of the LLP.

996 Powers of the court under this Part

(1) If the court is satisfied that a petition under this Part is well founded, it may make such order as it thinks fit for giving relief in respect of the matters complained of.

(2) Without prejudice to the generality of subsection (1), the court's order may—

- (a) regulate the conduct of the LLP's affairs in the future;
- (b) require the LLP—
 - (i) to refrain from doing or continuing an act complained of, or
 - (ii) to do an act that the petitioner has complained it has omitted to do;
- (c) authorise civil proceedings to be brought in the name and on behalf of the LLP by such person or persons and on such terms as the court may direct;
- (d) require the LLP or the members of the LLP not to make any, or any specified, alterations in the LLP agreement without the leave of the court;
- (e) provide for the purchase of the rights and interests of any members in the LLP by other members or by the LLP itself.”.

Textual Amendments

- F49** Words in [reg. 48](#) substituted (1.4.2013) by [The Financial Services Act 2012 \(Consequential Amendments and Transitional Provisions\) Order 2013 \(S.I. 2013/472\)](#), **Sch. 2 para. 174(a)**
- F50** Words in [reg. 48](#) substituted (1.4.2013) by [The Financial Services Act 2012 \(Consequential Amendments and Transitional Provisions\) Order 2013 \(S.I. 2013/472\)](#), **Sch. 2 para. 174(b)**

Marginal Citations

- M9** [Section 994](#) was amended by regulation 42 of [S.I. 2007/3494](#).

Supplementary provision

- 49.** Section 997 applies to LLPs as follows—

“Application of general rule-making powers

997. The power to make rules under section 411 of the Insolvency Act 1986 (c. 45) or Article 359 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19)), so far as relating to a winding-up petition, applies for the purposes of a petition under this Part.”.

PART 13

DISSOLUTION AND RESTORATION TO THE REGISTER

CHAPTER 1

STRIKING OFF

Registrar's power to strike off defunct LLP

- 50.** Sections 1000 to 1002 apply to LLPs, modified so that they read as follows—

“1000 Power to strike off LLP not carrying on business or in operation

(1) If the registrar has reasonable cause to believe that an LLP is not carrying on business or in operation, the registrar may send to the LLP [^{F51}a communication] inquiring whether the LLP is carrying on business or in operation.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(2) If the registrar does not within [^{F52}14 days of sending][^{F53}the communication] receive any answer to it, the registrar must within 14 days after the expiration of [^{F54}that period] send to the LLP [^{F53}a second communication referring to the first communication], and stating—

- (a) that no answer to it has been received, and
- (b) that if an answer is not received to the second [^{F55}communication] within [^{F56}14 days] from its date, a notice will be published in the Gazette with a view to striking the LLP's name off the register.

(3) If the registrar—

- (a) receives an answer to the effect that the LLP is not carrying on business or in operation, or
- (b) does not within [^{F57}14 days] after sending the second [^{F58}communication] receive any answer,

the registrar may publish in the Gazette, and send to the LLP ^{F59}..., a notice that at the expiration of [^{F60}2 months] from the date of the notice the name of the LLP mentioned in it will, unless cause is shown to the contrary, be struck off the register and the LLP will be dissolved.

(4) At the expiration of the time mentioned in the notice the registrar may, unless cause to the contrary is previously shown by the LLP, strike its name off the register.

(5) The registrar must publish notice in the Gazette of the LLP's name having been struck off the register.

(6) On the publication of the notice in the Gazette the LLP is dissolved.

(7) However—

- (a) the liability (if any) of every member of the LLP continues and may be enforced as if the LLP had not been dissolved, and
- (b) nothing in this section affects the power of the court to wind up an LLP the name of which has been struck off the register.

1001 Duty to act in case of LLP being wound up

(1) If, in a case where an LLP is being wound up—

- (a) the registrar has reasonable cause to believe—
 - (i) that no liquidator is acting, or
 - (ii) that the affairs of the LLP are fully wound up, and

(b) the returns required to be made by the liquidator have not been made for a period of six consecutive months,

the registrar must publish in the Gazette and send to the LLP or the liquidator (if any) a notice that at the expiration of [^{F61}2 months] from the date of the notice the name of the LLP mentioned in it will, unless cause is shown to the contrary, be struck off the register and the LLP will be dissolved.

(2) At the expiration of the time mentioned in the notice the registrar may, unless cause to the contrary is previously shown by the LLP, strike its name off the register.

(3) The registrar must publish notice in the Gazette of the LLP's name having been struck off the register.

(4) On the publication of the notice in the Gazette the LLP is dissolved.

(5) However—

- (a) the liability (if any) of every member of the LLP continues and may be enforced as if the LLP had not been dissolved, and
- (b) nothing in this section affects the power of the court to wind up an LLP the name of which has been struck off the register.

1002 Supplementary provisions as to service of [^{F62}communication] or notice

[^{F63}(1) If the registrar is not able to send a communication or notice under section 1000 or 1001 to an LLP, the communication may be sent to a member of the LLP at an address for that member that has been notified to the registrar by the LLP.]

(2) If there is no member of the LLP whose name and address are known to the registrar, the [^{F64}communication] or notice may be sent to each of the persons who subscribed the incorporation document (if their addresses are known to the registrar).

[^{F65}(3) A notice to be sent to a liquidator under section 1001 may be sent to the address of the liquidator's last known place of business or to an address specified by the liquidator to the registrar for the purpose of receiving notices, or notices of that kind.]

[^{F66}(4) In this section "address" includes a number or address used for the purposes of sending or receiving documents or information by electronic means.

(5) For the purposes of subsection (4) a document or information is sent or received by electronic means if it is—

- (a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and
- (b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means.

References to electronic means have a corresponding meaning.”].

Textual Amendments

- F51** Words in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(2)(a)**
- F52** Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(2)(a)(i)** (with reg. 3(1))
- F53** Words in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(2)(b)**
- F54** Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(2)(a)(ii)** (with reg. 3(1))
- F55** Word in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(2)(c)**
- F56** Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(2)(a)(iii)** (with reg. 3(1))
- F57** Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(2)(b)(i)** (with reg. 3(1))
- F58** Word in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(2)(d)**
- F59** Words in reg. 50 omitted (11.7.2014) by virtue of The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(2)(e)**
- F60** Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(2)(b)(ii)** (with reg. 3(1))

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- F61** Words in reg. 50 substituted (10.10.2015) by The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015 (S.I. 2015/1695), regs. 1, **5(3)** (with reg. 3(2))
- F62** Word in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(3)(a)**
- F63** Words in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(3)(b)**
- F64** Word in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(3)(c)**
- F65** Words in reg. 50 substituted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(3)(d)**
- F66** Words in reg. 50 inserted (11.7.2014) by The Companies (Striking Off) (Electronic Communications) Order 2014 (S.I. 2014/1602), arts. 1(1), **3(3)(e)**

Voluntary striking off

51. Sections 1003 to 1011 apply to LLPs, modified so that they read as follows—

“Striking off on application by LLP

1003.—(1) The registrar of companies may strike the LLP's name off the register on application by—

- (a) a majority of the members of an LLP, or
- (b) if there are only two such members, by both of them, or
- (c) if there is only one remaining member of an LLP, by that member.

(2) The application must contain a declaration by the member or members making the application that neither section 1004 nor 1005 prevents the application from being made.

(3) The registrar may not strike an LLP off under this section until after the expiration of [^{F67}2 months] from the publication by the registrar in the Gazette of a notice—

- (a) stating that the registrar may exercise the power under this section in relation to the LLP, and
- (b) inviting any person to show cause why that should not be done.

(4) The registrar must publish notice in the Gazette of the LLP's name having been struck off.

(5) On the publication of the notice in the Gazette the LLP is dissolved.

(6) However—

- (a) the liability (if any) of every member of the LLP continues and may be enforced as if the LLP had not been dissolved, and
- (b) nothing in this section affects the power of the court to wind up an LLP the name of which has been struck off the register.

Circumstances in which application not to be made: activities of LLP

1004.—(1) An application under section 1003 (application for voluntary striking off) on behalf of an LLP must not be made if, at any time in the previous three months, the LLP has—

- (a) changed its name,
- (b) traded or otherwise carried on business,

- (c) made a disposal for value of property or rights that, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business, or
- (d) engaged in any other activity, except one which is—
 - (i) necessary or expedient for the purpose of making an application under that section, or deciding whether to do so,
 - (ii) necessary or expedient for the purpose of concluding the affairs of the LLP, or
 - (iii) necessary or expedient for the purpose of complying with any statutory requirement.

(2) For the purposes of this section, an LLP is not to be treated as trading or otherwise carrying on business by virtue only of the fact that it makes a payment in respect of a liability incurred in the course of trading or otherwise carrying on business.

(3) It is an offence for a person to make an application in contravention of this section.

(4) In proceedings for such an offence it is a defence for the accused to prove that he did not know, and could not reasonably have known, of the existence of the facts that led to the contravention.

(5) A person guilty of an offence under this section is liable—

- (a) on conviction on indictment, to a fine;
- (b) on summary conviction, to a fine not exceeding the statutory maximum.

Circumstances in which application not to be made: proceedings pending

1005.—(1) An application under section 1003 (application for voluntary striking off) on behalf of an LLP must not be made at a time when—

- (a) an application to the court under Part 26 [^{F68}or 26A] has been made on behalf of the LLP for the sanctioning of a compromise or arrangement and the matter has not been finally concluded;
- (b) a voluntary arrangement in relation to the LLP has been proposed under Part 1 of the Insolvency Act 1986 (c. 45) or Part 2 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19)) and the matter has not been finally concluded;
- (c) the LLP is in administration under Part 2 of that Act or Part 3 of that Order;
- (d) paragraph 44 of Schedule B1 to that Act or paragraph 45 of Schedule B1 to that Order applies (interim moratorium on proceedings where application to the court for an administration order has been made or notice of intention to appoint administrator has been filed);
- (e) the LLP is being wound up under Part 4 of that Act or Part 5 of that Order, whether voluntarily or by the court, or a petition under that Part for winding up of the LLP by the court has been presented and not finally dealt with or withdrawn;
- (f) there is a receiver or manager of the LLP's property;
- (g) the LLP's estate is being administered by a judicial factor.

(2) For the purposes of subsection (1)(a), the matter is finally concluded if—

- (a) the application has been withdrawn,
- (b) the application has been finally dealt with without a compromise or arrangement being sanctioned by the court, or

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (c) a compromise or arrangement has been sanctioned by the court and has, together with anything required to be done under any provision made in relation to the matter by order of the court, been fully carried out.
- (3) For the purposes of subsection (1)(b), the matter is finally concluded if—
 - (a) no meeting is to be summoned under section 3 of the Insolvency Act 1986 (c. 45) or Article 16 of the Insolvency (Northern Ireland) Order 1989,
 - (b) the meeting summoned under that section or Article fails to approve the arrangement with no, or the same, modifications,
 - (c) an arrangement approved by a meeting summoned under that section, or in consequence of a direction under section 6(4)(b) of that Act or Article 19(4)(b) of that Order, has been fully implemented, or
 - (d) the court makes an order under section 6(5) of that Act or Article 19(5) of that Order revoking approval given at a previous meeting and, if the court gives any directions under section 6(6) of that Act or Article 19(6) of that Order, the LLP has done whatever it is required to do under those directions.
- (4) It is an offence for a person to make an application in contravention of this section.
- (5) In proceedings for such an offence it is a defence for the accused to prove that he did not know, and could not reasonably have known, of the existence of the facts that led to the contravention.
- (6) A person guilty of an offence under this section is liable—
 - (a) on conviction on indictment, to a fine;
 - (b) on summary conviction, to a fine not exceeding the statutory maximum.

Copy of application to be given to members, employees etc

1006.—(1) A person who makes an application under section 1003 (application for voluntary striking off) on behalf of an LLP must secure that, within seven days from the day on which the application is made, a copy of it is given to every person who at any time on that day is—

- (a) a member of the LLP,
 - (b) an employee of the LLP,
 - (c) a creditor of the LLP, or
 - (d) a manager or trustee of any pension fund established for the benefit of employees of the LLP.
- (2) Subsection (1) does not require a copy of the application to be given to a member who is a party to the application.
- (3) The duty imposed by this section ceases to apply if the application is withdrawn before the end of the period for giving the copy application.
- (4) A person who fails to perform the duty imposed on him by this section commits an offence. If he does so with the intention of concealing the making of the application from the person concerned, he commits an aggravated offence.
- (5) In proceedings for an offence under this section it is a defence for the accused to prove that he took all reasonable steps to perform the duty.
- (6) A person guilty of an offence under this section (other than an aggravated offence) is liable—
 - (a) on conviction on indictment, to a fine;

- (b) on summary conviction, to a fine not exceeding the statutory maximum.
- (7) A person guilty of an aggravated offence under this section is liable—
 - (a) on conviction on indictment, to imprisonment for a term not exceeding seven years or a fine (or both);
 - (b) on summary conviction—
 - (i) in England and Wales or Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
 - (ii) in Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

Copy of application to be given to new members, employees, etc

1007.—(1) This section applies in relation to any time after the day on which an LLP makes an application under section 1003 (application for voluntary striking off) and before the day on which the application is finally dealt with or withdrawn.

(2) A person who is a member of the LLP at the end of a day on which a person (other than himself) becomes—

- (a) a member of the LLP,
- (b) an employee of the LLP,
- (c) a creditor of the LLP, or
- (d) a manager or trustee of any pension fund established for the benefit of employees of the LLP,

must secure that a copy of the application is given to that person within seven days from that day.

(3) The duty imposed by this section ceases to apply if the application is finally dealt with or withdrawn before the end of the period for giving the copy application.

(4) A person who fails to perform the duty imposed on him by this section commits an offence. If he does so with the intention of concealing the making of the application from the person concerned, he commits an aggravated offence.

(5) In proceedings for an offence under this section it is a defence for the accused to prove—

- (a) that at the time of the failure he was not aware of the fact that the LLP had made an application under section 1003, or
- (b) that he took all reasonable steps to perform the duty.

(6) A person guilty of an offence under this section (other than an aggravated offence) is liable—

- (a) on conviction on indictment, to a fine;
- (b) on summary conviction, to a fine not exceeding the statutory maximum.
- (7) A person guilty of an aggravated offence under this section is liable—
 - (a) on conviction on indictment, to imprisonment for a term not exceeding seven years or a fine (or both);
 - (b) on summary conviction—
 - (i) in England and Wales or Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);

- (ii) in Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

Copy of application: provisions as to service of documents

- 1008.**—(1) The following provisions have effect for the purposes of—
 section 1006 (copy of application to be given to members, employees, etc), and
 section 1007 (copy of application to be given to new members, employees, etc).
- (2) A document is treated as given to a person if it is—
- (a) delivered to him, or
 - (b) left at his proper address, or
 - (c) sent by post to him at that address.
- (3) For the purposes of subsection (2) and section 7 of the Interpretation Act 1978 (c. 30) (service of documents by post) as it applies in relation to that subsection, the proper address of a person is—
- (a) in the case of a firm incorporated or formed in the United Kingdom, its registered or principal office;
 - (b) in the case of a firm incorporated or formed outside the United Kingdom—
 - (i) if it has a place of business in the United Kingdom, its principal office in the United Kingdom, or
 - (ii) if it does not have a place of business in the United Kingdom, its registered or principal office;
 - (c) in the case of an individual, his last known address.
- (4) In the case of a creditor of the LLP a document is treated as given to him if it is left or sent by post to him—
- (a) at the place of business of his with which the LLP has had dealings by virtue of which he is a creditor of the LLP, or
 - (b) if there is more than one such place of business, at each of them.

Circumstances in which application to be withdrawn

- 1009.**—(1) This section applies where, at any time on or after the day on which an LLP makes an application under section 1003 (application for voluntary striking off) and before the day on which the application is finally dealt with or withdrawn—
- (a) the LLP—
 - (i) changes its name,
 - (ii) trades or otherwise carries on business,
 - (iii) makes a disposal for value of any property or rights other than those which it was necessary or expedient for it to hold for the purpose of making, or proceeding with, an application under that section, or
 - (iv) engages in any activity, except one to which subsection (4) applies;
 - (b) an application is made to the court under Part 26 [^{F69}or 26A] on behalf of the LLP for the sanctioning of a compromise or arrangement;

- (c) a voluntary arrangement in relation to the LLP is proposed under Part 1 of the Insolvency Act 1986 (c. 45) or Part 2 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19));
 - (d) an application to the court for an administration order in respect of the LLP is made under paragraph 12 of Schedule B1 to that Act or paragraph 13 of Schedule B1 to that Order;
 - (e) an administrator is appointed in respect of the LLP under paragraph 14 or 22 of Schedule B1 to that Act or paragraph 15 or 23 of Schedule B1 to that Order, or a copy of notice of intention to appoint an administrator of the LLP under any of those provisions is filed with the court;
 - (f) there arise any of the circumstances in which, under section 84(1) of that Act or Article 70 of that Order, the LLP may be voluntarily wound up;
 - (g) a petition is presented for the winding up of the LLP by the court under Part 4 of that Act or Part 5 of that Order;
 - (h) a receiver or manager of the LLP's property is appointed; or
 - (i) a judicial factor is appointed to administer the LLP's estate.
- (2) A person who, at the end of a day on which any of the events mentioned in subsection (1) occurs, is a member of the LLP must secure that the LLP's application is withdrawn forthwith.
- (3) For the purposes of subsection (1)(a), an LLP is not treated as trading or otherwise carrying on business by virtue only of the fact that it makes a payment in respect of a liability incurred in the course of trading or otherwise carrying on business.
- (4) The excepted activities referred to in subsection (1)(a)(iv) are any activity necessary or expedient for the purposes of—
- (a) making, or proceeding with, an application under section 1003 (application for voluntary striking off),
 - (b) concluding affairs of the LLP that are outstanding because of what has been necessary or expedient for the purpose of making, or proceeding with, such an application, or
 - (c) complying with any statutory requirement.
- (5) A person who fails to perform the duty imposed on him by this section commits an offence.
- (6) In proceedings for an offence under this section it is a defence for the accused to prove—
- (a) that at the time of the failure he was not aware of the fact that the LLP had made an application under section 1003, or
 - (b) that he took all reasonable steps to perform the duty.
- (7) A person guilty of an offence under this section is liable—
- (a) on conviction on indictment, to a fine;
 - (b) on summary conviction, to a fine not exceeding the statutory maximum.

Withdrawal of application

1010. An application under section 1003 is withdrawn by notice to the registrar.

Meaning of “creditor”

1011. In this Chapter “creditor” includes a contingent or prospective creditor.”.

Textual Amendments

- F67** Words in reg. 51 substituted (10.10.2015) by *The Companies and Limited Liability Partnerships (Filing Requirements) Regulations 2015* (S.I. 2015/1695), regs. 1, **5(4)** (with reg. 3(3))
- F68** Words in reg. 51 inserted (16.2.2021) by *The Limited Liability Partnerships (Amendment etc.) Regulations 2021* (S.I. 2021/60), regs. 1(1), 2, **Sch. 3 para. 4(2)** (with reg. 4(2))
- F69** Words in reg. 51 inserted (16.2.2021) by *The Limited Liability Partnerships (Amendment etc.) Regulations 2021* (S.I. 2021/60), regs. 1(1), 2, **Sch. 3 para. 4(3)** (with reg. 4(2))

CHAPTER 2

PROPERTY OF DISSOLVED LLP

Property of dissolved LLP vesting as bona vacantia

52. Sections 1012 to 1014 apply to LLPs, modified so that they read as follows—

“Property of dissolved LLP to be bona vacantia

1012.—(1) When an LLP is dissolved, all property and rights whatsoever vested in or held on trust for the LLP immediately before its dissolution (including leasehold property, but not including property held by the LLP on trust for another person) are deemed to be *bona vacantia* and—

- (a) accordingly belong to the Crown, or to the Duchy of Lancaster or to the Duke of Cornwall for the time being (as the case may be), and
- (b) vest and may be dealt with in the same manner as other *bona vacantia* accruing to the Crown, to the Duchy of Lancaster or to the Duke of Cornwall.

(2) Subsection (1) has effect subject to the possible restoration of the LLP to the register under Chapter 3 (see section 1034).

Crown disclaimer of property vesting as bona vacantia

1013.—(1) Where property vests in the Crown under section 1012, the Crown's title to it under that section may be disclaimed by a notice signed by the Crown representative, that is to say the Treasury Solicitor, or, in relation to property in Scotland, the Queen's and Lord Treasurer's Remembrancer.

(2) The right to execute a notice of disclaimer under this section may be waived by or on behalf of the Crown either expressly or by taking possession.

(3) A notice of disclaimer must be executed within three years after—

- (a) the date on which the fact that the property may have vested in the Crown under section 1012 first comes to the notice of the Crown representative, or
- (b) if ownership of the property is not established at that date, the end of the period reasonably necessary for the Crown representative to establish the ownership of the property.

(4) If an application in writing is made to the Crown representative by a person interested in the property requiring him to decide whether he will or will not disclaim, any notice of

disclaimer must be executed within twelve months after the making of the application or such further period as may be allowed by the court.

(5) A notice of disclaimer under this section is of no effect if it is shown to have been executed after the end of the period specified by subsection (3) or (4).

(6) A notice of disclaimer under this section must be delivered to the registrar and retained and registered by him.

(7) Copies of it must be published in the Gazette and sent to any persons who have given the Crown representative notice that they claim to be interested in the property.

(8) This section applies to property vested in the Duchy of Lancaster or the Duke of Cornwall under section 1012 as if for references to the Crown and the Crown representative there were respectively substituted references to the Duchy of Lancaster and to the Solicitor to that Duchy, or to the Duke of Cornwall and to the Solicitor to the Duchy of Cornwall, as the case may be.

Effect of Crown disclaimer

1014.—(1) Where notice of disclaimer is executed under section 1013 as respects any property, that property is deemed not to have vested in the Crown under section 1012.

(2) The following sections contain provisions as to the effect of the Crown disclaimer—
sections 1015 to 1019 apply in relation to property in England and Wales or Northern Ireland;
sections 1020 to 1022 apply in relation to property in Scotland.”

Effect of Crown disclaimer: England and Wales and Northern Ireland

53. Sections 1015 to 1019 apply to LLPs, modified so that they read as follows—

“General effect of disclaimer

1015.—(1) The Crown's disclaimer operates so as to terminate, as from the date of the disclaimer, the rights, interests and liabilities of the LLP in or in respect of the property disclaimed.

(2) It does not, except so far as is necessary for the purpose of releasing the LLP from any liability, affect the rights or liabilities of any other person.

Disclaimer of leaseholds

1016.—(1) The disclaimer of any property of a leasehold character does not take effect unless a copy of the disclaimer has been served (so far as the Crown representative is aware of their addresses) on every person claiming under the LLP as underlessee or mortgagee, and either—

- (a) no application under section 1017 (power of court to make vesting order) is made with respect to that property before the end of the period of 14 days beginning with the day on which the last notice under this paragraph was served, or
- (b) where such an application has been made, the court directs that the disclaimer shall take effect.

(2) Where the court gives a direction under subsection (1)(b) it may also, instead of or in addition to any order it makes under section 1017, make such order as it thinks fit with respect to fixtures, tenant's improvements and other matters arising out of the lease.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (3) In this section the “Crown representative” means—
- (a) in relation to property vested in the Duchy of Lancaster, the Solicitor to that Duchy;
 - (b) in relation to property vested in the Duke of Cornwall, the Solicitor to the Duchy of Cornwall;
 - (c) in relation to property in Scotland, the Queen's and Lord Treasurer's Remembrancer;
 - (d) in relation to other property, the Treasury Solicitor.

Power of court to make vesting order

1017.—(1) The court may on application by a person who—

- (a) claims an interest in the disclaimed property, or
- (b) is under a liability in respect of the disclaimed property that is not discharged by the disclaimer,

make an order under this section in respect of the property.

(2) An order under this section is an order for the vesting of the disclaimed property in, or its delivery to—

- (a) a person entitled to it (or a trustee for such a person), or
- (b) a person subject to such a liability as is mentioned in subsection (1)(b) (or a trustee for such a person).

(3) An order under subsection (2)(b) may only be made where it appears to the court that it would be just to do so for the purpose of compensating the person subject to the liability in respect of the disclaimer.

(4) An order under this section may be made on such terms as the court thinks fit.

(5) On a vesting order being made under this section, the property comprised in it vests in the person named in that behalf in the order without conveyance, assignment or transfer.

Protection of persons holding under a lease

1018.—(1) The court must not make an order under section 1017 vesting property of a leasehold nature in a person claiming under the LLP as underlessee or mortgagee except on terms making that person—

- (a) subject to the same liabilities and obligations as those to which the LLP was subject under the lease, or
- (b) if the court thinks fit, subject to the same liabilities and obligations as if the lease had been assigned to him.

(2) Where the order relates to only part of the property comprised in the lease, subsection (1) applies as if the lease had comprised only the property comprised in the vesting order.

(3) A person claiming under the LLP as underlessee or mortgagee who declines to accept a vesting order on such terms is excluded from all interest in the property.

(4) If there is no person claiming under the LLP who is willing to accept an order on such terms, the court has power to vest the LLP's estate and interest in the property in any person who is liable (whether personally or in a representative character, and whether alone or jointly with the LLP) to perform the lessee's covenants in the lease.

(5) The court may vest that estate and interest in such a person freed and discharged from all estates, incumbrances and interests created by the LLP.

Land subject to rentcharge

1019. Where in consequence of the disclaimer land that is subject to a rentcharge vests in any person, neither he nor his successors in title are subject to any personal liability in respect of sums becoming due under the rentcharge, except sums becoming due after he, or some person claiming under or through him, has taken possession or control of the land or has entered into occupation of it.”.

Effect of Crown disclaimer: Scotland

54. Sections 1020 to 1022 apply to LLPs, modified so that they read as follows—

“General effect of disclaimer

1020.—(1) The Crown's disclaimer operates to determine, as from the date of the disclaimer, the rights, interests and liabilities of the LLP, and the property of the LLP, in or in respect of the property disclaimed.

(2) It does not (except so far as is necessary for the purpose of releasing the LLP and its property from liability) affect the rights or liabilities of any other person.

Power of court to make vesting order

1021.—(1) The court may—

- (a) on application by a person who either claims an interest in disclaimed property or is under a liability not discharged by this Act in respect of disclaimed property, and
- (b) on hearing such persons as it thinks fit,

make an order for the vesting of the property in or its delivery to any persons entitled to it, or to whom it may seem just that the property should be delivered by way of compensation for such liability, or a trustee for him.

(2) The order may be made on such terms as the court thinks fit.

(3) On a vesting order being made under this section, the property comprised in it vests accordingly in the person named in that behalf in the order, without conveyance or assignation for that purpose.

Protection of persons holding under a lease

1022.—(1) Where the property disclaimed is held under a lease the court must not make a vesting order in favour of a person claiming under the LLP, whether—

- (a) as sub-lessee, or
- (b) as creditor in a duly registered or (as the case may be) recorded heritable security over a lease,

except on the following terms.

(2) The person must by the order be made subject—

- (a) to the same liabilities and obligations as those to which the LLP was subject under the lease in respect of the property, or

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (b) if the court thinks fit, only to the same liabilities and obligations as if the lease had been assigned to him.

In either event (if the case so requires) the liabilities and obligations must be as if the lease had comprised only the property comprised in the vesting order.

(3) A sub-lessee or creditor declining to accept a vesting order on such terms is excluded from all interest in and security over the property.

(4) If there is no person claiming under the LLP who is willing to accept an order on such terms, the court has power to vest the LLP's estate and interest in the property in any person liable (either personally or in a representative character, and either alone or jointly with the LLP) to perform the lessee's obligations under the lease.

(5) The court may vest that estate and interest in such a person freed and discharged from all interests, rights and obligations created by the LLP in the lease or in relation to the lease.

(6) For the purposes of this section a heritable security—

- (a) is duly recorded if it is recorded in the Register of Sasines, and
 (b) is duly registered if registered in accordance with the Land Registration (Scotland) Act 1979 (c. 33).”.

Supplementary provisions

55. Section 1023 applies to LLPs, modified so that it reads as follows—

“Liability for rentcharge on LLP's land after dissolution

1023.—(1) This section applies where on the dissolution of an LLP land in England and Wales or Northern Ireland that is subject to a rentcharge vests by operation of law in the Crown or any other person (“the proprietor”).

(2) Neither the proprietor nor his successors in title are subject to any personal liability in respect of sums becoming due under the rentcharge, except sums becoming due after the proprietor, or some person claiming under or through him, has taken possession or control of the land or has entered into occupation of it.”.

CHAPTER 3

RESTORATION TO THE REGISTER

Administrative restoration to the register

56. Sections 1024 to 1028 apply to LLPs, modified so that they read as follows—

“Application for administrative restoration to the register

1024.—(1) An application may be made to the registrar to restore to the register an LLP that has been struck off the register under section 1000 or 1001 (power of registrar to strike off defunct LLP).

(2) An application under this section may be made whether or not the LLP has in consequence been dissolved.

(3) An application under this section may only be made by a former member of the LLP.

(4) An application under this section may not be made after the end of the period of six years from the date of the dissolution of the LLP. For this purpose an application is made when it is received by the registrar.

Requirements for administrative restoration

1025.—(1) On an application under section 1024 the registrar shall restore the LLP to the register if, and only if, the following conditions are met.

(2) The first condition is that the LLP was carrying on business or in operation at the time of its striking off.

(3) The second condition is that, if any property or right previously vested in or held on trust for the LLP has vested as *bona vacantia*, the Crown representative has signified to the registrar in writing consent to the LLP's restoration to the register.

(4) It is the applicant's responsibility to obtain that consent and to pay any costs (in Scotland, expenses) of the Crown representative—

- (a) in dealing with the property during the period of dissolution, or
- (b) in connection with the proceedings on the application,

that may be demanded as a condition of giving consent.

(5) The third condition is that the applicant has—

- (a) delivered to the registrar such documents relating to the LLP as are necessary to bring up to date the records kept by the registrar, and
- (b) paid any penalties under section 453 or corresponding earlier provisions (civil penalty for failure to deliver accounts) that were outstanding at the date of dissolution or striking off.

(6) The fourth condition is that the applicant has sent notice of the application under section 1024 to all those who were members of the LLP at the time of its striking off.

(7) In this section the “Crown representative” means—

- (a) in relation to property vested in the Duchy of Lancaster, the Solicitor to that Duchy;
- (b) in relation to property vested in the Duke of Cornwall, the Solicitor to the Duchy of Cornwall;
- (c) in relation to property in Scotland, the Queen's and Lord Treasurer's Remembrancer;
- (d) in relation to other property, the Treasury Solicitor.

Application to be accompanied by statement of compliance

1026.—(1) An application under section 1024 (application for administrative restoration to the register) must be accompanied by a statement of compliance.

(2) The statement of compliance required is a statement—

- (a) that the person making the application has standing to apply (see subsection (3) of that section), and
- (b) that the requirements for administrative restoration (see section 1025) are met.

(3) The registrar may accept the statement of compliance as sufficient evidence of those matters.

Registrar's decision on application for administrative restoration

1027.—(1) The registrar must give notice to the applicant of the decision on an application under section 1024 (application for administrative restoration to the register).

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (2) If the decision is that the LLP should be restored to the register, the restoration takes effect as from the date that notice is sent.
- (3) In the case of such a decision, the registrar must—
- (a) enter on the register a note of the date as from which the LLP's restoration to the register takes effect, and
 - (b) cause notice of the restoration to be published in the Gazette.
- (4) The notice under subsection (3)(b) must state—
- (a) the name of the LLP or, if the LLP is restored to the register under a different name (see section 1033), that name and its former name,
 - (b) the LLP's registered number, and
 - (c) the date as from which the restoration of the LLP to the register takes effect.

Effect of administrative restoration

1028.—(1) The general effect of administrative restoration to the register is that the LLP is deemed to have continued in existence as if it had not been dissolved or struck off the register.

(2) The LLP is not liable to a penalty under section 453 ^{M10} or any corresponding earlier provision (civil penalty for failure to deliver accounts) for a financial year in relation to which the period for filing accounts and reports ended—

- (a) after the date of dissolution or striking off, and
- (b) before the restoration of the LLP to the register.

(3) The court may give such directions and make such provision as seems just for placing the LLP and all other persons in the same position (as nearly as may be) as if the LLP had not been dissolved or struck off the register.

(4) An application to the court for such directions or provision may be made any time within three years after the date of restoration of the LLP to the register.”.

Marginal Citations

M10 Section 453 of the Companies Act 2006 was applied to LLPs by regulation 22 of [S.I. 2008/1911](#).

Restoration to the register by the court

57. Sections 1029 to 1032 apply to LLPs, modified so that they read as follows—

“Application to court for restoration to the register

1029.—(1) An application may be made to the court to restore to the register an LLP—

- (a) that has been dissolved under Chapter 9 of Part 4 of the Insolvency Act 1986 (c. 45) or Chapter 9 of Part 5 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19)) (dissolution of LLP after winding up),
- (b) that is deemed to have been dissolved under paragraph 84(6) of Schedule B1 to that Act or paragraph 85(6) of Schedule B1 to that Order (dissolution of LLP following administration), or
- (c) that has been struck off the register—
 - (i) under section 1000 or 1001 (power of registrar to strike off defunct LLP), or

- (ii) under section 1003 (voluntary striking off),
whether or not the LLP has in consequence been dissolved.
 - (2) An application under this section may be made by—
 - (a) the Secretary of State,
 - (b) any person having an interest in land in which the LLP had a superior or derivative interest,
 - (c) any person having an interest in land or other property—
 - (i) that was subject to rights vested in the LLP, or
 - (ii) that was benefited by obligations owed by the LLP,
 - (d) any person who but for the LLP's dissolution would have been in a contractual relationship with it,
 - (e) any person with a potential legal claim against the LLP,
 - (f) any manager or trustee of a pension fund established for the benefit of employees of the LLP,
 - (g) any former member of the LLP (or the personal representatives of such a person),
 - (h) any person who was a creditor of the LLP at the time of its striking off or dissolution,
 - (i) any former liquidator of the LLP,
- or by any other person appearing to the court to have an interest in the matter.

When application to the court may be made

1030.—(1) An application to the court for restoration of an LLP to the register may be made at any time for the purpose of bringing proceedings against the LLP for damages for personal injury.

(2) No order shall be made on such an application if it appears to the court that the proceedings would fail by virtue of any enactment as to the time within which proceedings must be brought.

(3) In making that decision the court must have regard to its power under section 1032(3) (power to give consequential directions etc) to direct that the period between the dissolution (or striking off) of the LLP and the making of the order is not to count for the purposes of any such enactment.

(4) In any other case an application to the court for restoration of an LLP to the register may not be made after the end of the period of six years from the date of the dissolution of the LLP, subject as follows.

- (5) In a case where—
 - (a) the LLP has been struck off the register under section 1000 or 1001 (power of registrar to strike off defunct LLP),
 - (b) an application to the registrar has been made under section 1024 (application for administrative restoration to the register) within the time allowed for making such an application, and
 - (c) the registrar has refused the application,

an application to the court under this section may be made within 28 days of notice of the registrar's decision being issued by the registrar, even if the period of six years mentioned in subsection (4) above has expired.

- (6) For the purposes of this section—
- (a) “personal injury” includes any disease and any impairment of a person's physical or mental condition; and
 - (b) references to damages for personal injury include—
 - (i) any sum claimed by virtue of section 1(2)(c) of the Law Reform (Miscellaneous Provisions) Act 1934 (c. 41) or section 14(2)(c) of the Law Reform (Miscellaneous Provisions) Act (Northern Ireland) 1937 (1937 c. 9 (N.I.)) (funeral expenses), and
 - (ii) damages under the Fatal Accidents Act 1976 (c. 30), the Damages (Scotland) Act 1976 (c. 13) or the Fatal Accidents (Northern Ireland) Order 1977 (S.I. 1977/1251 (N.I.18)).

Decision on application for restoration by the court

1031.—(1) On an application under section 1029 the court may order the restoration of the LLP to the register—

- (a) if the LLP was struck off the register under section 1000 or 1001 (power of registrar to strike off defunct LLPs) and the LLP was, at the time of the striking off, carrying on business or in operation;
- (b) if the LLP was struck off the register under section 1003 (voluntary striking off) and any of the requirements of sections 1004 to 1009 was not complied with;
- (c) if in any other case the court considers it just to do so.

(2) If the court orders restoration of the LLP to the register, the restoration takes effect on a copy of the court's order being delivered to the registrar.

(3) The registrar must cause to be published in the Gazette notice of the restoration of the LLP to the register.

(4) The notice must state—

- (a) the name of the LLP or, if the LLP is restored to the register under a different name (see section 1033), that name and its former name,
- (b) the LLP's registered number, and
- (c) the date on which the restoration took effect.

Effect of court order for restoration to the register

1032.—(1) The general effect of an order by the court for restoration to the register is that the LLP is deemed to have continued in existence as if it had not been dissolved or struck off the register.

(2) The LLP is not liable to a penalty under section 453 or any corresponding earlier provision (civil penalty for failure to deliver accounts) for a financial year in relation to which the period for filing accounts and reports ended—

- (a) after the date of dissolution or striking off, and
- (b) before the restoration of the LLP to the register.

(3) The court may give such directions and make such provision as seems just for placing the LLP and all other persons in the same position (as nearly as may be) as if the LLP had not been dissolved or struck off the register.

(4) The court may also give directions as to—

- (a) the delivery to the registrar of such documents relating to the LLP as are necessary to bring up to date the records kept by the registrar,
 - (b) the payment of the costs (in Scotland, expenses) of the registrar in connection with the proceedings for the restoration of the LLP to the register,
 - (c) where any property or right previously vested in or held on trust for the LLP has vested as *bona vacantia*, the payment of the costs (in Scotland, expenses) of the Crown representative—
 - (i) in dealing with the property during the period of dissolution, or
 - (ii) in connection with the proceedings on the application.
- (5) In this section the “Crown representative” means—
- (a) in relation to property vested in the Duchy of Lancaster, the Solicitor to that Duchy;
 - (b) in relation to property vested in the Duke of Cornwall, the Solicitor to the Duchy of Cornwall;
 - (c) in relation to property in Scotland, the Queen's and Lord Treasurer's Remembrancer;
 - (d) in relation to other property, the Treasury Solicitor.”.

Supplementary provisions

58. Sections 1033 and 1034 apply to LLPs, modified so that they read as follows—

“LLP's name on restoration

1033.—(1) An LLP is restored to the register with the name it had before it was dissolved or struck off the register, subject to the following provisions.

(2) If at the date of restoration the LLP could not be registered under its former name without contravening section 66 (name not to be the same as another in the registrar's index of names), it must be restored to the register—

- (a) under another name specified—
 - (i) in the case of administrative restoration, in the application to the registrar, or
 - (ii) in the case of restoration under a court order, in the court's order, or
- (b) as if its registered number was also its name.

References to an LLP's being registered in a name, and to registration in that context, shall be read as including the LLP's being restored to the register.

(3) If an LLP is restored to the register under a name specified in the application to the registrar, the provisions of—

paragraph 5 of the Schedule to the Limited Liability Partnerships Act 2000 (c. 12) (change of name: registration and issue of certificate of change of name), and

paragraph 6 of that Schedule (change of name: effect),

apply as if the application to the registrar were notice of a change of name.

(4) If an LLP is restored to the register under a name specified in the court's order, the provisions of—

paragraph 5 of the Schedule to the Limited Liability Partnerships Act 2000 (c. 12) (change of name: registration and issue of certificate of change of name), and

paragraph 6 of that Schedule (change of name: effect),

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

apply as if the copy of the court order delivered to the registrar were notice of a change a name.

- (5) If the LLP is restored to the register as if its registered number was also its name—
 - (a) the LLP must change its name within 14 days after the date of the restoration,
 - (b) the change may be made by determination of the members,
 - (c) the LLP must give notice to the registrar of the change, and
 - (d) paragraphs 5 and 6 of the Schedule to the Limited Liability Partnerships Act 2000 (c. 12) apply as regards the registration and effect of the change.
- (6) If the LLP fails to comply with subsection (5)(a) or (c) an offence is committed by—
 - (a) the LLP, and
 - (b) every designated member of the LLP who is in default.

(7) A person guilty of an offence under subsection (6) is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [^{F70}one-tenth of level 5 on the standard scale][^{F70}one-tenth of the greater of £5,000 or level 4 on the standard scale].

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

1034.—(1) The person in whom any property or right is vested by section 1012 (property of dissolved LLP to be *bona vacantia*) may dispose of, or of an interest in, that property or right despite the fact that the LLP may be restored to the register under this Chapter.

- (2) If the LLP is restored to the register—
 - (a) the restoration does not affect the disposition (but without prejudice to its effect in relation to any other property or right previously vested in or held on trust for the LLP), and
 - (b) the Crown or, as the case may be, the Duke of Cornwall shall pay to the LLP an amount equal to—
 - (i) the amount of any consideration received for the property or right or, as the case may be, the interest in it, or
 - (ii) the value of any such consideration at the time of the disposition,
 or, if no consideration was received an amount equal to the value of the property, right or interest disposed of, as at the date of the disposition.

(3) There may be deducted from the amount payable under subsection (2)(b) the reasonable costs of the Crown representative in connection with the disposition (to the extent that they have not been paid as a condition of administrative restoration or pursuant to a court order for restoration).

(4) Where a liability accrues under subsection (2) in respect of any property or right which before the restoration of the LLP to the register had accrued as *bona vacantia* to the Duchy of Lancaster, the Attorney General of that Duchy shall represent Her Majesty in any proceedings arising in connection with that liability.

(5) Where a liability accrues under subsection (2) in respect of any property or right which before the restoration of the LLP to the register had accrued as *bona vacantia* to the Duchy of Cornwall, such persons as the Duke of Cornwall (or other possessor for the time being of the Duchy) may appoint shall represent the Duke (or other possessor) in any proceedings arising out of that liability.

- (6) In this section the “Crown representative” means—

- (a) in relation to property vested in the Duchy of Lancaster, the Solicitor to that Duchy;
- (b) in relation to property vested in the Duke of Cornwall, the Solicitor to the Duchy of Cornwall;
- (c) in relation to property in Scotland, the Queen's and Lord Treasurer's Remembrancer;
- (d) in relation to other property, the Treasury Solicitor.”.

Textual Amendments

- F70** Words in [reg. 58](#) substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), [reg. 1\(1\)](#), [Sch. 3 para. 14\(5\)](#) (with [reg. 5\(1\)](#))

PART 14

OVERSEAS LLPS

Trading disclosures

59. Section 1051 applies to LLPs, modified so that it reads as follows—

“Trading disclosures

1051.—(1) The following provisions of Part 7 of the Overseas Companies Regulations 2009 (S.I. 2009/1801) (trading disclosures) apply to LLPs—

- (a) regulation 58(2);
- (b) regulation 59;
- (c) regulations 61 and 62;
- (d) regulation 66;
- (e) regulation 67(1) and (2).

(2) As those provisions apply to LLPs—

- (a) for references to an overseas company substitute references to an overseas LLP;
- (b) for references to an officer of a company substitute references to a member of an LLP;
- (c) for regulation 61(1) substitute—

“(1) Every overseas LLP must display the name of the LLP and the country in which it is incorporated or otherwise established at every location where it carries on business in the United Kingdom.”;

(d) for the introductory words to regulation 62 substitute—

“Every overseas LLP must state the LLP's name and the country in which it is incorporated on all—”.

(3) For the purposes of paragraph (2)(a) above, “overseas LLP” means a body incorporated or otherwise established outside the United Kingdom whose name under its law of incorporation or establishment includes (or when translated into English includes) the words “limited liability partnership” or the abbreviation “llp” or “LLP”.”.

PART 15

THE REGISTRAR OF COMPANIES

Provisions of general application

60.—(1) The application to LLPs by the following regulations of certain provisions of Part 35 of the Companies Act 2006 is without prejudice to the application in relation to LLPs of the provisions of that Part that are of general application ^{M11}.

(2) Those provisions are—

- sections 1060(1) and (2) and 1061 to 1063 (the registrar),
- sections 1068 to 1071 (delivery of documents to the registrar),
- sections 1072 to 1076 (requirements for proper delivery),
- sections 1080(1), (4) and (5) and 1092 (keeping and production of records),
- section 1083 (preservation of original documents),
- sections 1108 to 1110 (language requirements: transliteration),
- sections 1111 and 1114 to 1119 (supplementary provisions).

Marginal Citations

M11 Part 35 has been amended by [S.I. 2009/1802](#).

Certificates of incorporation

61. Sections 1064 and 1065 apply to LLPs, modified so that they read as follows—

“Public notice of issue of certificate of incorporation

1064.—(1) The registrar must cause to be published—

- (a) in the Gazette, or
- (b) in accordance with section 1116 (alternative means of giving public notice),

notice of the issue by the registrar of any certificate of incorporation of an LLP.

(2) The notice must state the name and registered number of the LLP and the date of issue of the certificate.

(3) This section applies to a certificate issued under—

- (a) paragraph 5 of the Schedule to the Limited Liability Partnerships Act 2000 (c. 12) (change of name: registration and issue of certificate of change of name), or
- (b) section 88(4) of this Act (Welsh LLPs),

as well as to the certificate issued on an LLP's formation.

Right to certificate of incorporation

1065. Any person may require the registrar to provide him with a copy of any certificate of incorporation of an LLP, signed by the registrar or authenticated by the registrar's seal.”

Registered numbers

62. Section 1066 applies to LLPs, modified so that it reads as follows—

“LLP's registered numbers

1066.—(1) The registrar shall allocate to every LLP a number, which shall be known as the LLP's registered number.

(2) LLPs' registered numbers shall be in such form, consisting of one or more sequences of figures or letters, as the registrar may determine.

(3) The registrar may on adopting a new form of registered number make such changes of existing registered numbers as appear necessary.

(4) A change of an LLP's registered number has effect from the date on which the LLP is notified by the registrar of the change.

(5) For a period of three years beginning with that date any requirement to disclose the LLP's registered number imposed by section 82 or section 1051 (trading disclosures) is satisfied by the use of either the old number or the new.”.

Public notice of receipt of certain documents

63. Sections 1077 to 1079 apply to LLPs, modified so that they read as follows—

“1077 Public notice of receipt of certain documents

(1) The registrar must cause to be published—

(a) in the Gazette, or

(b) in accordance with section 1116 (alternative means of giving public notice), notice of the receipt by the registrar of any document specified in section 1078.

(2) The notice must state the name and registered number of the LLP, the description of document and the date of receipt.

(3) The registrar is not required to cause notice of the receipt of a document to be published before the date of incorporation of the LLP to which the document relates.

1078 The section 1077 documents

1078. The following documents are specified for the purposes of section 1077—

Constitutional documents

1. The LLP's incorporation document.
2. Any notice delivered under section 8(4) of the Limited Liability Partnerships Act 2000 (c. 12).
3. Any notice of the change of the LLP's name.

Members

1. Notification of any change in the membership of the LLP.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

2. Notification of any change in the particulars of members required to be delivered to the registrar.

Accounts and [F71 confirmation statements]

1. All documents required to be delivered to the registrar under section 441 (annual accounts).
- [F72] All documents delivered to the registrar under sections 394A(2)(e), 448A(2)(e) and 479A(2)(e) (qualifying subsidiaries: conditions for exemptions from the audit, preparation and filing of individual accounts).]
2. [F73] The LLP's confirmation statement.]

[F74] Reports

1. Any report or consolidated report on payments to governments required to be delivered to the registrar by regulation 14 of the Reports on Payments to Governments Regulations 2014.
2. Any information on payments to governments which is contained in a report or consolidated report prepared in accordance with equivalent reporting requirements (within the meaning of the Reports on Payments to Governments Regulations 2014) and is required to be delivered to the registrar by regulation 15 of those Regulations.]

Registered office

Notification of any change of the LLP's registered office.

Winding up

1. Copy of any winding-up order in respect of the LLP.
 2. Notice of the appointment of liquidators.
 3. Order for the dissolution of an LLP on a winding up.
 4. Return by a liquidator of the final meeting of an LLP on a winding up.
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1079 Effect of failure to give public notice

(1) An LLP is not entitled to rely against other persons on the happening of any event to which this section applies unless—

- (a) the event has been officially notified at the material time, or
- (b) the LLP shows that the person concerned knew of the event at the material time.

- (2) The events to which this section applies are—
- (a) (as regards service of any document on the LLP) a change of the LLP's registered office,
 - (b) the making of a winding-up order in respect of the LLP, or
 - (c) the appointment of a liquidator in a voluntary winding up of the LLP.
- (3) If the material time falls—
- (a) on or before the 15th day after the date of official notification, or
 - (b) where the 15th day was not a working day, on or before the next day that was,
- the LLP is not entitled to rely on the happening of the event as against a person who shows that he was unavoidably prevented from knowing of the event at that time.
- (4) “Official notification” means—
- (a) in relation to anything stated in a document specified in section 1078, notification of that document in accordance with section 1077;
 - (b) in relation to the appointment of a liquidator in a voluntary winding up, notification of that event in accordance with section 109 of the Insolvency Act 1986 (c. 45) or Article 95 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19)).”.

Textual Amendments

- F71** Words in [reg. 63](#) substituted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), [reg. 1](#), [Sch. 1 para. 6\(a\)](#)
- F72** Words in [reg. 63](#) inserted (with effect in relation to accounts for financial years ending on or after 1.10.2012) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012 \(S.I. 2012/2301\)](#), [regs. 1](#), [22\(2\)](#) (with [reg. 2](#))
- F73** Words in [reg. 63](#) substituted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), [reg. 1](#), [Sch. 1 para. 6\(b\)](#)
- F74** Words in [reg. 63](#) inserted (1.12.2014 with application in accordance with [reg. 3\(1\)](#) of the amending S.I.) by [The Reports on Payments to Governments Regulations 2014 \(S.I. 2014/3209\)](#), [regs. 1\(2\)](#), [20\(2\)](#) (with [reg. 3\(2\)](#))

The register

64. Sections 1081 and 1082 apply to LLPs, modified so that they read as follows—

“1081 Annotation of the register

- (1) The registrar must place a note in the register recording—
- (a) the date on which a document is delivered to the registrar;
 - (b) if a document is corrected under section 1075, the nature and date of the correction;
 - (c) if a document is replaced (whether or not material derived from it is removed), the fact that it has been replaced and the date of delivery of the replacement;
 - (d) if material is removed—
 - (i) what was removed (giving a general description of its contents),
 - (ii) under what power, and
 - (iii) the date on which that was done;

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- [^{F75}(e) if a document is rectified under section 859M, the nature and date of rectification;
 (f) if a document is replaced under section 859N, the fact that it has been replaced and the date of delivery of the replacement.]
- (2) Regulation 3 of the Registrar of Companies and Applications for Striking Off Regulations 2009 (S.I. 2009/1803) applies to LLPs as regards—
- (a) other circumstances in which the registrar is required or authorised to annotate the register, and
 - (b) the contents of any such annotation.
- (3) No annotation is required in the case of a document that by virtue of section 1072(2) (documents not meeting requirements for proper delivery) is treated as not having been delivered.
- (4) A note may be removed if it no longer serves any useful purpose.
- (5) Any duty or power of the registrar with respect to annotation of the register is subject to the court's power under section 1097 (powers of court on ordering removal of material from the register) to direct—
- (a) that a note be removed from the register, or
 - (b) that no note shall be made of the removal of material that is the subject of the court's order.
- (6) Notes placed in the register in accordance with subsection (1), or in pursuance of the provision referred to in subsection (2), are part of the register for all purposes of the Companies Acts and the Limited Liability Partnerships Act 2000.

1082 Allocation of unique identifiers

- (1) The Secretary of State may make provision for the use, in connection with the register, of reference numbers (“unique identifiers”) to identify each person who is a member of an LLP.
- (2) The regulations may—
- (a) provide that a unique identifier may be in such form, consisting of one or more sequences of letters or numbers, as the registrar may from time to time determine;
 - (b) make provision for the allocation of unique identifiers by the registrar;
 - (c) require there to be included, in any specified description of documents delivered to the registrar, as well as a statement of the person's name—
 - (i) a statement of the person's unique identifier, or
 - (ii) a statement that the person has not been allocated a unique identifier;
 - (d) enable the registrar to take steps where a person appears to have more than one unique identifier to discontinue the use of all but one of them.
- (3) The regulations may contain provision for the application of the scheme in relation to persons appointed, and documents registered, before the commencement of this Act.
- (4) The regulations may make different provision for different descriptions of person and different descriptions of document.
- (5) Regulations under this section are subject to affirmative resolution procedure.”

Textual Amendments

F75 Words in [reg. 64](#) inserted (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), [regs. 1\(2\), 3](#) (with [reg. 8\(4\)](#))

Records relating to dissolved LLPs

65. Section 1084 applies to LLPs, modified so that it reads as follows—

“Records relating to LLPs that have been dissolved

1084.—(1) This section applies where an LLP is dissolved.

(2) At any time after two years from the date on which it appears to the registrar that the LLP has been dissolved, the registrar may direct that records relating to the LLP may be removed to the Public Record Office or, as the case may be, the Public Record Office of Northern Ireland.

(3) Records in respect of which such a direction is given shall be disposed of under the enactments relating to that Office and the rules made under them.

[^{F76}(3A) This section has effect subject to section 1087ZA (required particulars available for public inspection for limited period).]

(4) This section does not extend to Scotland.”

Textual Amendments

F76 Words in [reg. 65](#) inserted (10.1.2020) by [The Money Laundering and Terrorist Financing \(Amendment\) Regulations 2019 \(S.I. 2019/1511\)](#), [regs. 1\(2\), 17\(2\)](#)

Inspection etc of the register

66. Sections 1085 to 1091 ^{M12} apply to LLPs, modified so that they read as follows—

“1085 Inspection of the register

(1) Any person may inspect the register.

(2) The right of inspection extends to the originals of documents delivered to the registrar in hard copy form if, and only if, the record kept by the registrar of the contents of the document is illegible or unavailable. The period for which such originals are to be kept is limited by section 1083(1).

(3) This section has effect subject to section 1087 (material not available for public inspection) [^{F77}and section 1087ZA (required particulars available for public inspection for limited period)].

1086 Right to copy of material not on the register

(1) Any person may require a copy of any material on the register.

(2) The fee for any such copy of material derived from a document specified for the purposes of section 1077, whether in hard copy or electronic form, must not exceed the administrative cost of providing it.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(3) This section has effect subject to section 1087 (material not available for public inspection) [^{F78}and section 1087ZA (required particulars available for public inspection for limited period)].

1087 Material not available for public inspection

(1) The following material must not be made available by the registrar for public inspection—

- (a) the contents of any document sent to the registrar containing views expressed pursuant to section 56 (comments on proposal by LLP to use certain words or expressions in LLP name);
- (b) protected information within section 242(1) (members' residential addresses: restriction on disclosure by registrar);
- (c) representations received by the registrar in response to a notice under section 245(2) (notice of proposal to put member's usual residential address on the public record);
- [^{F79}(ca) information to which sections 240 to 244 are applied by section 790ZF(1) (residential addresses of people with significant control over the LLP);
- (cb) information that, by virtue of regulations under section 790ZG, the registrar must omit from the material on the register that is available for public inspection;]
- (d) any application to the registrar under section 1024 (application for administrative restoration to the register) that has not yet been determined or was not successful;
- (e) any document received by the registrar in connection with the giving or withdrawal of consent under section 1075 (informal correction of documents);
- [^{F80}(ea) information falling within section 1087A(1) (information about a person's date of birth);]
- (f) any application or other document delivered to the registrar under section 1088 (application to make address unavailable for public inspection) and any address in respect of which such an application is successful;
- (g) any application or other document delivered to the registrar under section 1095 (application for rectification of register);
- (h) any court order under section 1096 (rectification of the register under court order) that the court has directed under section 1097 (powers of court on ordering removal of material from the register) is not to be made available for public inspection;
- [^{F81}(ha) any application or document delivered to the registrar under section 1097A (rectification of LLP registered office) other than an order or direction of the court;]
- ^{F82}(i)
- (j) any e-mail address, identification code or password deriving from a document delivered for the purpose of authorising or facilitating electronic filing procedures or providing information by telephone;
- (k) any other material excluded from public inspection by or under any other enactment.

(2) A restriction applying by reference to material deriving from a particular description of document does not affect the availability for public inspection of the same information

contained in material derived from another description of document in relation to which no such restriction applies.

(3) Material to which this section applies need not be retained by the registrar for longer than appears to the registrar reasonably necessary for the purposes for which the material was delivered to the registrar.

. Required particulars available for public inspection for limited period

(1) This section applies where—

- (a) a notice is given to the registrar by an LLP under section 790VA (notification of changes to the registrar), or
- (b) a document is delivered to the registrar by an LLP under section 790ZA (duty to notify registrar of changes).

(2) The notice or document, and any record of the information contained in the notice or document, must not be made available by the registrar for public inspection after the expiration of ten years beginning with the date on which the LLP is dissolved.

(3) The power in section 1084(2) (power of registrar to direct that records of an LLP that has been dissolved may be removed to the Public Record Office etc) may not be exercised in relation to the notice or document, or any record of the information contained in the notice or document, before the expiration of ten years beginning with the date on which the LLP is dissolved.

(4) Subsection (2) does not affect the availability for public inspection of the same information contained in material derived from another description of document in relation to which no such restriction applies.]

Information about a person's date of birth

(1) Information falls within this subsection at any time (“the relevant time”) if—

- (a) it is DOB information,
- (b) it is contained in a document delivered to the registrar that is protected at the relevant time as regards that information,
- (c) the document is one in which such information is required to be stated, and
- (d) if the document has more than one part, the part in which the information is contained is a part in which such information is required to be stated.

(2) “DOB information” is information as to the day of the month (but not the month or year) on which a relevant person was born.

[^{F85}(3) A “relevant person” is an individual—

- (a) who is an LLP member, or
- (b) whose particulars are stated in an LLP's PSC register as a registrable person in relation to that LLP (see Part 21A).

(4) A document delivered to the registrar is “protected” at any time unless—

- (a) it is an election period document,
- (b) subsection (7) applies to it at the time, or
- (c) it was registered before this section comes into force.

(5) As regards DOB information about a relevant person in his or her capacity as a member of the LLP, each of the following is an “election period document”—

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (a) a statement of the proposed members of the proposed LLP delivered under section 2 of the Limited Liability Partnerships Act 2000 in circumstances where the proposed members gave notice of election under section 167A (election to keep information on central register) in respect of the LLP’s register of members when the statement was delivered;
 - (b) a document delivered by the LLP under section 167D (duty to notify register of changes while election in force).
- (6) As regards DOB information about a relevant person in his or her capacity as someone whose particulars are stated in the LLP’s PSC register, each of the following is an “election period document”—
- (a) a statement of initial significant control delivered under section 2 of the Limited Liability Partnerships Act 2000 in circumstances where the subscribers wishing to form an LLP gave notice of an election under section 790X in respect of an LLP when the statement was delivered;
 - (b) a document containing a statement or updated statement delivered by the LLP under section 790X(6)(b) or (7) (statement accompanying notice of election made after incorporation);
 - (c) a document delivered by the LLP under section 790ZA (duty to notify registrar of changes while election in force).
- (7) This subsection applies to a document if—
- (a) the DOB information relates to the relevant person in his or her capacity as a member of the LLP,
 - (b) an election under section 167A is or has previously been in force in respect of the LLP’s register of members,
 - (c) the document was delivered to the registrar at some point before that election took effect,
 - (d) the relevant person was a member of the LLP when that election took effect, and
 - (e) the document was either—
 - (i) a statement of proposed members delivered under section 2 of the Limited Liability Partnerships Act 2000 (Incorporation document etc) naming the relevant person as someone who was to be a member of the LLP, or
 - (ii) notice given under section 9 of that Act (registration of membership changes) of the relevant person having become a member of the LLP.
- (8) Information about a person does not cease to fall within subsection (1) when he or she ceases to be a relevant person and, to that extent, references in this section to a relevant person include someone who used to be a relevant person.
- (9) Nothing in subsection (1) obliges the registrar to check other documents or (as the case may be) other parts of the document to ensure the absence of DOB information.]

Disclosure of DOB information

- (1) The registrar must not disclose restricted DOB information unless—
 - (a) the same information about the relevant person (whether in the same or a different capacity) is made available by the registrar for public inspection as a result of being contained in another description of document in relation to which no restriction under section 1087 applies (see subsection (2) of that section), or

- (b) disclosure of the information by the registrar is permitted by subsection (2) or another provision of this Act.
- (2) The registrar may disclose restricted DOB information—
 - (a) to a public authority specified for the purposes of this subsection by regulations made by the Secretary of State, or
 - (b) to a credit reference agency.
- (a) (3) The provisions of The Companies (Disclosure of Date of Birth Information) Regulations 2015 (S.I. 2015/1694) apply to LLPs.
- (b) As those provisions apply to LLPs—
 - (i) read references to protected information as references to restricted DOB information.
 - (ii) references to provisions of the Companies Act 1985 (c. 6), the Insolvency Act 1986 (c. 45), the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I.6)) or the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.9)) are to those provisions as applied to LLPs by the Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090) or the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307);
 - (iii) read references to a company as references to an LLP or proposed LLP;
 - (iv) read references to a director as references to a member of an LLP.
- [^{F86}(4) This section does not apply to restricted DOB information about a relevant person in his or her capacity as someone whose particulars are stated in the LLP's PSC register if an application under regulations made under section 790ZG (regulations for protecting PSC particulars) has been granted with respect to that information and not been revoked.
- (5) "Restricted DOB information" means information falling within section 1087A(1).]]

1088 Application to registrar to make address unavailable for public inspection

- (1) The provisions of the Companies (Disclosure of Address) Regulations 2009 (S.I. 2009/214) relating to applications to make an address unavailable for inspection under this section apply to LLPs.
- (2) The provisions are—
 - (a) Part 3 (disclosure of protected information),
 - (b) Part 4 (matters relating to applications), so far as relating to applications to make an address unavailable for inspection under this section, and
 - (c) any other provisions of the Regulations having effect for the purposes of those provisions.
- (3) As those provisions apply to LLPs—
 - (a) references in the regulations to provisions of the Companies Act 1985 (c. 6) or the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I.6)) are to those provisions as applied to LLPs by the Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090) or the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307);
 - (b) read references to a company as references to an LLP;
 - (c) read references to a director as references to a member of an LLP;
 - (d) omit all references to secretaries or permanent representatives;

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (e) in regulation 1(2) for the definition of “former name” substitute—
- ““former name” means a name by which the individual was formerly known and which has been notified to the registrar under section 2 or 9 of the Limited Liability Partnerships Act 2000;”;
- [^{F87}(f) in regulation 9, for paragraph (1) substitute—
- “(1) Where an individual’s usual residential address is on the register, that individual may make a section 1088 application in respect of that address, where that address was placed on the register in the individual’s capacity as—
- (a) a proposed member or member under—
- (i) section 2 (incorporation document etc.) or 9 (registration of membership changes) of the Limited Liability Partnerships Act 2000,
- (ii) section 2 (incorporation document etc.) or 9 (registration of membership changes) of the Limited Liability Partnerships Act (Northern Ireland) 2002,
- (iii) section 288 (register of directors and secretaries) or 363 (duty to deliver annual returns) of the 1985 Act,
- (iv) article 296 (register of directors and secretaries) or 371 (duty to deliver annual returns) of the 1986 Order,
- (v) section 855 (contents of annual return) or 167D (duty to notify registrar of changes);
- (b) a registrable person under—
- (i) section 2 of the Limited Liability Partnerships Act 2000 (incorporation document etc.),
- (ii) any obligation in Part 21A (information about people with significant control).”]
- (g) omit regulation 10.

1089 Form of application for inspection or copy

1089. The registrar may specify the form and manner in which application is to be made for—

- (a) inspection under section 1085, or
- (b) a copy under section 1086.

1090 Form and manner in which copies to be provided

1090. The registrar may determine the form and manner in which copies are to be provided.

1091 Certification of copies as accurate

(1) Copies provided under section 1086 in hard copy form must be certified as true copies unless the applicant dispenses with such certification.

(2) Copies so provided in electronic form must not be certified as true copies unless the applicant expressly requests such certification.

(3) A copy provided under section 1086, certified by the registrar (whose official position it is unnecessary to prove) to be an accurate record of the contents of the original document, is in all legal proceedings admissible in evidence—

- (a) as of equal validity with the original document, and
- (b) as evidence (in Scotland, sufficient evidence) of any fact stated in the original document of which direct oral evidence would be admissible.

(4) Regulation 2 of the Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 (S.I. 2006/3429) (certification of electronic copies by registrar) applies where the copy is provided in electronic form.

(5) Copies provided by the registrar may, instead of being certified in writing to be an accurate record, be sealed with the registrar's official seal ^{M13}.

Textual Amendments

- F77** Words in [reg. 66](#) inserted (10.1.2020) by [The Money Laundering and Terrorist Financing \(Amendment\) Regulations 2019 \(S.I. 2019/1511\)](#), regs. 1(2), **17(3)(a)**
- F78** Words in [reg. 66](#) inserted (10.1.2020) by [The Money Laundering and Terrorist Financing \(Amendment\) Regulations 2019 \(S.I. 2019/1511\)](#), regs. 1(2), **17(3)(b)**
- F79** Words in [reg. 66](#) inserted (6.4.2016) by [The Limited Liability Partnerships \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/340\)](#), reg. 1(3), **Sch. 3 para. 5**
- F80** Words in [reg. 66](#) inserted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **6(2)**
- F81** Words in [reg. 66](#) inserted (6.4.2016) by [The Companies \(Address of Registered Office\) Regulations 2016 \(S.I. 2016/423\)](#), regs. 1(1), **20**
- F82** Words in [reg. 66](#) omitted (6.4.2013) by virtue of [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), **4** (with [reg. 8\(4\)](#))
- F83** Words in [reg. 66](#) inserted (10.1.2020) by [The Money Laundering and Terrorist Financing \(Amendment\) Regulations 2019 \(S.I. 2019/1511\)](#), regs. 1(2), **17(3)(c)**
- F84** Words in [reg. 66](#) inserted (10.10.2015) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2015 \(S.I. 2015/1695\)](#), regs. 1, **6(3)**
- F85** Words in [reg. 66](#) substituted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 1 para. 7(a)**
- F86** Words in [reg. 66](#) substituted (30.6.2016) by [The Companies and Limited Liability Partnerships \(Filing Requirements\) Regulations 2016 \(S.I. 2016/599\)](#), reg. 1, **Sch. 1 para. 7(b)**
- F87** Words in [reg. 66](#) substituted (26.4.2018) by [The Companies \(Disclosure of Address\) \(Amendment\) Regulations 2018 \(S.I. 2018/528\)](#), regs. 1(1), **7(1)** (with [reg. 8](#))

Marginal Citations

- M12** [Section 1087\(1\)](#) was amended by article 12 of [S.I. 2009/1802](#).
- M13** See section 1062 of the Companies Act 2006 (the registrar's official seal).

Correction or removal of material on the register

67. Sections 1093 to 1098 apply to LLPs, modified so that they read as follows—

“1093 Registrar's notice to resolve inconsistency on the register

(1) Where it appears to the registrar that the information contained in a document delivered to the registrar is inconsistent with other information on the register, the registrar may give notice to the LLP to which the document relates—

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (a) stating in what respects the information contained in it appears to be inconsistent with other information on the register, and
 - (b) requiring the LLP to take steps to resolve the inconsistency.
- (2) The notice must—
- (a) state the date on which it is issued, and
 - (b) require the delivery to the registrar, within 14 days after that date, of such replacement or additional documents as may be required to resolve the inconsistency.
- (3) If the necessary documents are not delivered within the period specified, an offence is committed by—
- (a) the LLP, and
 - (b) every member of the LLP who is in default.
- (4) A person guilty of an offence under subsection (3) is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding [^{F88}one-tenth of level 5 on the standard scale][^{F88}one-tenth of the greater of £5,000 or level 4 on the standard scale].

1094 Administrative removal of material from the register

- (1) The registrar may remove from the register anything that there was power, but no duty, to include.
- (2) This power is exercisable, in particular, so as to remove—
- (a) unnecessary material within the meaning of section 1074, and
 - (b) material derived from a document that has been replaced under—
 - section 1076 (replacement of document not meeting requirements for proper delivery), or
 - section 1093 (notice to remedy inconsistency on the register).
- (3) This section does not authorise the removal from the register of—
- (a) anything whose registration has had legal consequences in relation to the LLP as regards—
 - (i) its formation,
 - (ii) a change of name,
 - (iii) a change of registered office,
 - (iv) a change in the situation of a registered office,
 - (v) the registration of a charge, or
 - (vi) its dissolution;
 - (b) an address that is a person's registered address for the purposes of section 1140 (service of documents on members and others).
- (4) On or before removing any material under this section (otherwise than at the request of the LLP) the registrar must give notice—
- (a) to the person by whom the material was delivered (if the identity, and name and address of that person are known), or
 - (b) to the LLP to which the material relates (if notice cannot be given under paragraph (a) and the identity of that LLP is known).

- (5) The notice must—
 - (a) state what material the registrar proposes to remove, or has removed, and on what grounds, and
 - (b) state the date on which it is issued.

1095 Rectification of register on application to registrar

(1) The provisions of the Registrar of Companies and Applications for Striking Off Regulations 2009 (S.I. 2009/1803) requiring the registrar, on application, to remove from the register material that—

- (a) derives from anything invalid or ineffective or that was done without authority, or
- (b) is factually inaccurate, or is derived from something that is factually inaccurate or forged,

apply to LLPs.

- (2) Those provisions are—
 - (a) regulations 4 and 5, and
 - (b) any other provisions of the regulations having effect for the purposes of those provisions.

(2A) In those provisions as they apply to LLPs—

- (a) for “company” substitute “LLP”, and for “relevant company form” substitute “relevant LLP form”;
- (b) omit all references to overseas companies and overseas company forms;
- (c) omit all references to secretaries;
- (d) in regulation 4—

- (i) for paragraph (3) substitute—

- “(3) A “relevant LLP form” is—

- (a) a standard form required for giving notice under section 87 of the Companies Act 2006 (change of address of registered office) or section 9 of the Limited Liability Partnerships Act 2000 (c. 12) (changes relating to members); or
 - (b) so much of a standard form required for delivering an application under section 2 of the Limited Liability Partnerships Act 2000 (incorporation document etc) as is required for the statement of those who are to be members of the LLP referred to in section 2(2) (e).”

- (ii) omit paragraphs (4) and (6),

- (iii) in paragraph (7) omit “or (6)”, and

- (iv) in paragraph (8)(a), for “(2), (3), (4) or (5)” substitute “(2) or (3)”;

- (e) in regulation 5—

- (i) in paragraph (1)(b), omit “or (6)”,

- (ii) in paragraphs (2)(b) and (3)(b), for “director or secretary of the company” substitute “designated member of the LLP”,

- (iii) omit paragraphs (4) to (7) and (16),

- (iv) in paragraphs (8), (11), (12) and (14)(c), for “(2), (3), (4) or (5)” substitute “(2) or (3)”; and

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(v) omit paragraph (8)(b) and (c).

(3) An application must—

- (a) specify what is to be removed from the register and indicate where on the register it is, and
- (b) be accompanied by a statement that the material specified in the application complies with this section and the regulations.

(4) If no objections are made to the application, the registrar may accept the statement as sufficient evidence that the material specified in the application should be removed from the register.

(5) Where anything is removed from the register under this section the registration of which had legal consequences as mentioned in section 1094(3), any person appearing to the court to have a sufficient interest may apply to the court for such consequential orders as appear just with respect to the legal effect (if any) to be accorded to the material by virtue of its having appeared on the register.

. Rectification of register to resolve a discrepancy

(1) This section applies where—

- (a) a discrepancy in information relating to an LLP is reported to the registrar under regulation 30A(2) of the Money Laundering, Terrorist Financing and Transfer of Funds (Information on the Payer) Regulations 2017 (requirement to report discrepancies in information about beneficial ownership), and
- (b) the registrar determines, having investigated the discrepancy under regulation 30A(5) of those Regulations, that there is a discrepancy.

(2) The registrar may remove material from the register if doing so is necessary to resolve the discrepancy.]

1096 Rectification of the register under court order

(1) The registrar shall remove from the register any material—

- (a) that derives from anything that the court has declared to be invalid or ineffective, or to have been done without the authority of the LLP, or
- (b) that a court declares to be factually inaccurate, or to be derived from something that is factually inaccurate, or forged,

and that the court directs should be removed from the register.

(2) The court order must specify what is to be removed from the register and indicate where on the register it is.

(3) The court must not make an order for the removal from the register of anything the registration of which had legal consequences as mentioned in section 1094(3) unless satisfied—

- (a) that the presence of the material on the register has caused, or may cause, damage to the LLP, and
- (b) that the LLP's interest in removing the material outweighs any interest of other persons in the material continuing to appear on the register.

(4) Where in such a case the court does make an order for removal, it may make such consequential orders as appear just with respect to the legal effect (if any) to be accorded to the material by virtue of its having appeared on the register.

- (5) A copy of the court's order must be sent to the registrar for registration.
- (6) This section does not apply where the court has other, specific, powers to deal with the matter, for example under—
 - (a) the provisions of Part 15 relating to the revision of defective accounts, or
 - (b) section [F90859M (rectification of register)].

1097 Powers of court on ordering removal of material from the register

- (1) Where the court makes an order for the removal of anything from the register under section 1096 (rectification of the register), it may give directions under this section.
- (2) It may direct that any note on the register that is related to the material that is the subject of the court's order shall be removed from the register.
- (3) It may direct that its order shall not be available for public inspection as part of the register.
- (4) It may direct—
 - (a) that no note shall be made on the register as a result of its order, or
 - (b) that any such note shall be restricted to such matters as may be specified by the court.
- (5) The court shall not give any direction under this section unless it is satisfied—
 - (a) that—
 - (i) the presence on the register of the note or, as the case may be, of an unrestricted note, or
 - (ii) the availability for public inspection of the court's order, may cause damage to the LLP, and
 - (b) that the LLP's interest in non-disclosure outweighs any interest of other persons in disclosure.

Rectification of register relating to LLP registered office

- (1) The provisions of the Companies (Address of Registered Office) Regulations 2016 (S.I. 2016/423) requiring the registrar, on application, to change the address of a company's registered office if the registrar is satisfied that the company is not authorised to use the address, apply to LLPs.
- (2) Those provisions are—
 - (a) regulations 1 to 18; and
 - (b) the Schedule.
- (3) In those provisions as they apply to LLPs—
 - (a) for "company" substitute "LLP";
 - (b) for "a company" substitute "an LLP";
 - (c) for "director" substitute "member";
 - (d) omit the references to "or secretary", "or register of secretaries" and "or section 276";
 - (e) all references to "the Act" include references to the Act as applied with modifications to LLPs;

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (f) all references to the “2015 Regulations” include references to the 2015 Regulations as applied with modifications to LLPs;
- (g) in regulation 5, omit paragraph (b)(iv);
- (h) for regulation 11 substitute—

“Effect of change of address

11. Where the registrar changes the address of an LLP’s registered office under section 1097A(6) of the Act or these Regulations, the following duties of the LLP under the Act are suspended for a period of 28 days beginning on the day the address was changed—

- (a) the duty to make LLP records available for inspection including—
 - (i) register of members (section 162);
 - (ii) accounting records (section 388);
 - (iii) register of debenture holders (section 743); and
 - (iv) instruments creating charges (section 859Q);
 - (b) the duty to display an LLP’s registered name at the LLP’s registered office under regulation 21(1)(a) of the 2015 Regulations;
 - (c) the duty to state information about the LLP’s registered office in descriptions of document or communication specified under regulation 25(1) of the 2015 Regulations;
 - (d) the duty to provide information about an LLP’s registered office on request to those persons the LLP deals with in the course of business under regulation 27(1)(a) of the 2015 Regulations.”; and
- (i) in regulation 16, for “section 1097A(6)” substitute “section 1097A(5)”.
- (4) The applicant and the LLP must provide such information as the registrar may require for the purposes of determining such an application.
- (5) The applicant or the LLP may appeal the outcome of an application under this section to the court.
- (6) On an appeal, the court must direct the registrar to register such address as the registered office of the LLP as the court considers appropriate in all the circumstances of the case.]

1098 Public notice of removal of certain material from the register

- (1) The registrar must cause to be published—
 - (a) in the Gazette, or
 - (b) in accordance with section 1116 (alternative means of giving public notice),
 notice of the removal from the register of any document specified in section 1078 or of any material derived from such a document.
- (2) The notice must state the name and registered number of the LLP, the description of document and the date of receipt.”.

Textual Amendments

- F88** Words in reg. 67 substituted (E.W.) (12.3.2015) by [The Legal Aid, Sentencing and Punishment of Offenders Act 2012 \(Fines on Summary Conviction\) Regulations 2015 \(S.I. 2015/664\)](#), reg. 1(1), **Sch. 3 para. 14(6)** (with reg. 5(1))
- F89** Words in reg. 67 inserted (10.1.2020) by [The Money Laundering and Terrorist Financing \(Amendment\) Regulations 2019 \(S.I. 2019/1511\)](#), regs. 1(2), **17(4)**
- F90** Words in reg. 67 substituted (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), regs. 1(2), **5** (with reg. 8(4))
- F91** Words in reg. 67 inserted (6.4.2016) by [The Companies \(Address of Registered Office\) Regulations 2016 \(S.I. 2016/423\)](#), regs. 1(1), **21**

Language requirements: translation

68. Sections 1103 to 1107 apply to LLPs, modified so that they read as follows—

“1103 Documents to be drawn up and delivered in English

(1) The general rule is that all documents required to be delivered to the registrar must be drawn up and delivered in English.

(2) This is subject to—

section 1104 (documents relating to Welsh LLPs) and

section 1105 (documents that may be drawn up and delivered in other languages).

1104 Documents relating to Welsh LLPs

(1) Documents relating to a Welsh LLP may be drawn up and delivered to the registrar in Welsh.

(2) On delivery to the registrar any such document must be accompanied by a certified translation into English, unless they are—

(a) annual accounts and auditors' reports required to be delivered to the registrar under Part 15,

(b) revised accounts, and any auditor's report on such revised accounts, required to be delivered to the registrar by the Companies (Revision of Defective Accounts and Reports) Regulations 2008 (S.I. 2008/373), or

(c) in a form prescribed in Welsh (or partly in Welsh and partly in English) by virtue of section 26 of the Welsh Language Act 1993 (c. 38),

[^{F92}(d) documents to be delivered to the registrar under sections 394A(2)(e), 448A(2)(e) and 479A(2)(e) (qualifying subsidiaries: conditions for exemptions from the audit, preparation and filing of individual accounts).]

(3) Where a document is properly delivered to the registrar in Welsh without a certified translation into English, the registrar must obtain such a translation if the document is to be available for public inspection. The translation is treated as if delivered to the registrar in accordance with the same provision as the original.

(4) A Welsh LLP may deliver to the registrar a certified translation into Welsh of any document in English that relates to the LLP and is or has been delivered to the registrar.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(5) Section 1105 (which requires certified translations into English of documents delivered to the registrar in another language) does not apply to a document relating to a Welsh LLP that is drawn up and delivered in Welsh.

1105 Documents that may be drawn up and delivered in other languages

(1) Documents to which this section applies may be drawn up and delivered to the registrar in a language other than English, but when delivered to the registrar they must be accompanied by a certified translation into English.

(2) This section applies to—

- (a) documents required to be delivered under section 400(2)(e) or section 401(2)(f) (LLP included in accounts of larger group: required to deliver copy of group accounts);
- (b) [^{F93}certified copies] delivered under Part 25 (LLP charges);
- (c) any order made by a competent court in the United Kingdom or elsewhere,
- [^{F94}(d) copies of the consolidated accounts, the auditor's report and the consolidated annual report to be delivered to the registrar under sections 394A(2)(e), 448A(2)(e) and 479A(2)(e) (qualifying subsidiaries: conditions for exemption from the audit, preparation and filing of individual accounts).]

1106 Voluntary filing of translations

(1) An LLP may deliver to the registrar one or more certified translations of any document relating to the LLP that is or has been delivered to the registrar.

(2) The facility described in subsection (1) is available in relation to—

- (a) all the official languages of the European Union, and
- (b) all the documents specified by section 1078.

(3) The power of the registrar to impose requirements as to the form and manner of delivery includes power to impose requirements as to the identification of the original document and the delivery of the translation in a form and manner enabling it to be associated with the original.

(4) This section does not apply where the original document was delivered to the registrar before this section came into force.

1107 Certified translations

(1) In this Part a “certified translation” means a translation certified to be a correct translation.

(2) In the case of any discrepancy between the original language version of a document and a certified translation—

- (a) the LLP may not rely on the translation as against a third party, but
- (b) a third party may rely on the translation unless the LLP shows that the third party had knowledge of the original.

(3) A “third party” means a person other than the LLP or the registrar.”.

Textual Amendments

- F92** Words in [reg. 68](#) inserted (with effect in relation to accounts for financial years ending on or after 1.10.2012) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012](#) (S.I. 2012/2301), regs. 1, **22(3)(a)** (with [reg. 2](#))
- F93** Words in [reg. 68](#) substituted (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013](#) (S.I. 2013/618), regs. 1(2), **6** (with [reg. 8\(4\)](#))
- F94** Words in [reg. 68](#) inserted (with effect in relation to accounts for financial years ending on or after 1.10.2012) by [The Companies and Limited Liability Partnerships \(Accounts and Audit Exemptions and Change of Accounting Framework\) Regulations 2012](#) (S.I. 2012/2301), regs. 1, **22(3)(b)** (with [reg. 2](#))

Supplementary provisions

69. Sections 1112 and 1113 apply to LLPs, modified so that they read as follows—

“General false statement offence

1112.—(1) It is an offence for a person knowingly or recklessly—

- (a) to deliver or cause to be delivered to the registrar, for any purpose of this Act or the Limited Liability Partnerships Act 2000 (c. 12), a document, or
- (b) to make to the registrar, for any such purpose, a statement,

that is misleading, false or deceptive in a material particular.

(2) A person guilty of an offence under this section is liable—

- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
- (b) on summary conviction—
 - (i) in England and Wales or Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
 - (ii) in Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

Enforcement of LLP's filing obligations

1113.—(1) This section applies where an LLP has made default in complying with any obligation under this Act or the Limited Liability Partnerships Act 2000 (c. 12)—

- (a) to deliver a document to the registrar, or
- (b) to give notice to the registrar of any matter.

(2) The registrar, or any member or creditor of the LLP, may give notice to the LLP requiring it to comply with the obligation.

(3) If the LLP fails to make good the default within 14 days after service of the notice, the registrar, or any member or creditor of the LLP, may apply to the court for an order directing the LLP, and any specified member of it, to make good the default within a specified time.

(4) The court's order may provide that all costs (in Scotland, expenses) of or incidental to the application are to be borne by the LLP or by any members of it responsible for the default.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(5) This section does not affect the operation of any enactment making it an offence, or imposing a civil penalty, for the default.”.

PART 16

OFFENCES

Liability of member in default

70. Sections 1121 and 1122 apply to LLPs for the purposes of these Regulations, modified so that they read as follows—

“Liability of member in default

1121.—(1) This section has effect for the purposes of any provision of the Companies Acts to the effect that, in the event of contravention of an enactment in relation to an LLP, an offence is committed by every member or, as the case may be, every designated member of the LLP who is in default.

(2) A member or designated member is “in default” for the purposes of the provision if he authorises or permits, participates in, or fails to take all reasonable steps to prevent, the contravention.

Liability of company or LLP as member in default

1122.—(1) Where a company or an LLP is a member or designated member of an LLP, it does not commit an offence as a member or designated member in default unless (in the case of a company) one of its officers is in default, or (in the case of a member LLP) one of its members is in default.

(2) Where any such offence is committed by a company or LLP the officer or member in question also commits the offence and is liable to be proceeded against and punished accordingly.

(3) In this section an officer or member is “in default” for the purposes of the provision if he authorises or permits, participates in, or fails to take all reasonable steps to prevent, the contravention.”.

Daily default fine

71. Section 1125 applies to LLPs for the purposes of these Regulations as follows—

“Meaning of “daily default fine”

1125.—(1) This section defines what is meant in the Companies Acts where it is provided that a person guilty of an offence is liable on summary conviction to a fine not exceeding a specified amount “and, for continued contravention, a daily default fine” not exceeding a specified amount.

(2) This means that the person is liable on a second or subsequent summary conviction of the offence to a fine not exceeding the latter amount for each day on which the contravention is continued (instead of being liable to a fine not exceeding the former amount).”.

Consents for certain prosecutions

72. Section 1126 applies to LLPs, modified so that it reads as follows—

“Consents required for certain prosecutions

1126.—(1) This section applies to proceedings for an offence under section 448, 449, 450, 451 or 453A of the Companies Act 1985 [^{F95}or under section 1112 of this Act], as applied to LLPs.

(2) No such proceedings are to be brought in England and Wales except by or with the consent of the Secretary of State or the Director of Public Prosecutions.

(3) No such proceedings are to be brought in Northern Ireland except by or with the consent of the Secretary of State or the Director of Public Prosecutions for Northern Ireland.”.

Textual Amendments

F95 Words in [reg. 72](#) inserted (6.4.2016) by [The Limited Liability Partnerships \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/340\)](#), [reg. 1\(3\)](#), [Sch. 3 para. 6](#)

General provisions

73. Sections 1127 to 1133 apply to LLPs for the purposes of these Regulations, modified so that they read as follows—

“Summary proceedings: venue

1127.—(1) Summary proceedings for any offence under the Companies Acts may be taken—

- (a) against a body corporate, at any place at which the body has a place of business, and
- (b) against any other person, at any place at which he is for the time being.

(2) This is without prejudice to any jurisdiction exercisable apart from this section.

Summary proceedings: time limit for proceedings

1128.—(1) An information relating to an offence under the Companies Acts that is triable by a magistrates' court in England and Wales may be so tried if it is laid—

- (a) at any time within three years after the commission of the offence, and
- (b) within twelve months after the date on which evidence sufficient in the opinion of the Director of Public Prosecutions or the Secretary of State (as the case may be) to justify the proceedings comes to his knowledge.

(2) Summary proceedings in Scotland for an offence under the Companies Acts—

- (a) must not be commenced after the expiration of three years from the commission of the offence;
- (b) subject to that, may be commenced at any time—
 - (i) within twelve months after the date on which evidence sufficient in the Lord Advocate's opinion to justify the proceedings came to his knowledge, or

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(ii) where such evidence was reported to him by the Secretary of State, within twelve months after the date on which it came to the knowledge of the latter. Section 136(3) of the Criminal Procedure (Scotland) Act 1995 (c. 46) (date when proceedings deemed to be commenced) applies for the purposes of this subsection as for the purposes of that section.

(3) A magistrates' court in Northern Ireland has jurisdiction to hear and determine a complaint charging the commission of a summary offence under the Companies Acts provided that the complaint is made—

- (a) within three years from the time when the offence was committed, and
- (b) within twelve months from the date on which evidence sufficient in the opinion of the Director of Public Prosecutions for Northern Ireland or the Secretary of State (as the case may be) to justify the proceedings comes to his knowledge.

(4) For the purposes of this section a certificate of the Director of Public Prosecutions, the Lord Advocate, the Director of Public Prosecutions for Northern Ireland or the Secretary of State (as the case may be) as to the date on which such evidence as is referred to above came to his notice is conclusive evidence.

Legal professional privilege

1129. In proceedings against a person for an offence under the Companies Acts, nothing in those Acts is to be taken to require any person to disclose any information that he is entitled to refuse to disclose on grounds of legal professional privilege (in Scotland, confidentiality of communications).

Proceedings against unincorporated bodies

1130.—(1) Proceedings for an offence under the Companies Acts alleged to have been committed by an unincorporated body must be brought in the name of the body (and not in that of any of its members).

(2) For the purposes of such proceedings—

- (a) any rules of court relating to the service of documents have effect as if the body were a body corporate, and
- (b) the following provisions apply as they apply in relation to a body corporate—
 - (i) in England and Wales, section 33 of the Criminal Justice Act 1925 (c. 86) and Schedule 3 to the Magistrates' Courts Act 1980 (c. 43),
 - (ii) in Scotland, sections 70 and 143 of the Criminal Procedure (Scotland) Act 1995 (c. 46),
 - (iii) in Northern Ireland, section 18 of the Criminal Justice Act (Northern Ireland) 1945 (c. 15 (N.I.)) and Article 166 of and Schedule 4 to the Magistrates' Courts (Northern Ireland) Order 1981 (S.I. 1981/1675 (N.I.26)).

(3) A fine imposed on an unincorporated body on its conviction of an offence under the Companies Acts must be paid out of the funds of the body.

Imprisonment on summary conviction in England and Wales: transitory provision

1131.—(1) This section applies to any provision of the Companies Acts that provides that a person guilty of an offence is liable on summary conviction in England and Wales to imprisonment for a term not exceeding twelve months.

(2) In relation to an offence committed before the commencement of section 154(1) of the Criminal Justice Act 2003 (c. 44), for “twelve months” substitute “six months”.

Production and inspection of documents where offence suspected

1132.—(1) An application under this section may be made—

- (a) in England and Wales, to a judge of the High Court by the Director of Public Prosecutions, the Secretary of State or a chief officer of police;
- (b) in Scotland, to one of the Lords Commissioners of Justiciary by the Lord Advocate;
- (c) in Northern Ireland, to the High Court by the Director of Public Prosecutions for Northern Ireland, the Department of Enterprise, Trade and Investment or a chief superintendent of the Police Service of Northern Ireland.

(2) If on an application under this section there is shown to be reasonable cause to believe—

- (a) that any person has, while a member of an LLP, committed an offence in connection with the management of the LLP's affairs, and
- (b) that evidence of the commission of the offence is to be found in any documents in the possession or control of the LLP,

an order under this section may be made.

(3) The order may—

- (a) authorise any person named in it to inspect the documents in question, or any of them, for the purpose of investigating and obtaining evidence of the offence, or
- (b) require such member of the LLP as may be named in the order, to produce the documents (or any of them) to a person named in the order at a place so named.

(4) This section applies also in relation to documents in the possession or control of a person carrying on the business of banking, so far as they relate to the LLP's affairs, as it applies to documents in the possession or control of the LLP, except that no such order as is referred to in subsection (3)(b) may be made by virtue of this subsection.

(5) The decision under this section of a judge of the High Court, any of the Lords Commissioners of Justiciary or the High Court is not appealable.

(6) In this section “document” includes information recorded in any form.

Transitional provision

1133. The provisions of this Part except section 1132 do not apply to offences committed before 1st October 2009.”.

PART 17

SUPPLEMENTARY PROVISIONS AND INTERPRETATION

LLP records

74. Sections 1134 to 1138 apply to LLPs, modified so that they read as follows—

“1134 Meaning of “LLP records”

1134. In this Part “LLP records” means—

- (a) any register, index, accounting records, agreement, memorandum, minutes or other document required by this Act to be kept by an LLP, and
- (b) any register kept by an LLP of its debenture holders.

1135 Form of LLP records

(1) LLP records—

- (a) may be kept in hard copy or electronic form, and
- (b) may be arranged in such manner as the members of the LLP think fit,

provided the information in question is adequately recorded for future reference.

(2) Where the records are kept in electronic form, they must be capable of being reproduced in hard copy form.

(3) If an LLP fails to comply with this section, an offence is committed by every member of the LLP who is in default.

(4) 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.

1136 Where certain LLP records to be kept available for inspection

(1) The provisions of the Companies (Company Records) Regulations 2008 (S.I. 2008/3006) relating to places other than the registered office at which records required to be kept available for inspection under a relevant provision may be so kept in compliance with that provision apply to LLPs.

(2) The “relevant provisions” are—

- section 162 (register of members);
- section 743 (register of debenture holders);
- [^{F96}section 790M (register of people with significant control over an LLP);
- section 790Z (historic PSC register);]
- [^{F97}section 859Q (instruments creating charges)].

(3) The provisions applied by subsection (1) are—

- (a) regulation 3, and
- (b) any other provision of the regulations having effect for the purposes of that provision.

(4) In the application of those provisions to LLPs for “company” substitute “LLP”.

1137 Inspection of records and provision of copies

(1) The provisions of the Companies (Company Records) Regulations 2008 (S.I. 2008/3006) as to the obligations of an LLP that is required by any provision of this Act or of the Limited Liability Partnerships Act 2000 (c. 12)—

- (a) to keep available for inspection any LLP records, or
- (b) to provide copies of any LLP records,

apply to LLPs.

- (2) Those provisions are—
 - (a) Part 3 (inspection of records),
 - (b) Part 4 (provision of copies of records), and
 - (c) any other provision of the regulations having effect for the purposes of those provisions.
- (3) As those provisions apply to LLPs—
 - (a) for “a company” or “the company” substitute “an LLP” or “the LLP”;
 - (b) for “company record” substitute “LLP record”;
 - (c) in regulation 4 (inspection: private company)—
 - (i) for the reference in paragraph (1) to a private company substitute a reference to an LLP,
 - (ii) for sub-paragraph (b) substitute—

“(b) that person gives the LLP at least 10 working days' notice of the specified day.”;
 - (d) omit paragraphs (2) and (3); and
 - (e) omit regulation 5 (inspection: public company).
- (4) An LLP that fails to comply with the regulations is treated as having refused inspection or, as the case may be, having failed to provide a copy.
- (5) Nothing in any provision of this Act or in the regulations shall be read as preventing an LLP—
 - (a) from affording more extensive facilities than are required by the regulations, or
 - (b) where a fee may be charged, from charging a lesser fee than that prescribed or none at all.

1138 Duty to take precautions against falsification

- (1) Where LLP records are kept otherwise than in bound books, adequate precautions must be taken—
 - (a) to guard against falsification, and
 - (b) to facilitate the discovery of falsification.
- (2) If an LLP fails to comply with this section, an offence is committed by every member of the LLP who is in default.
- (3) 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.”.

Textual Amendments

- F96** Words in [reg. 74](#) inserted (6.4.2016) by [The Limited Liability Partnerships \(Register of People with Significant Control\) Regulations 2016 \(S.I. 2016/340\)](#), [reg. 1\(3\)](#), [Sch. 3 para. 7](#)
- F97** Words in [reg. 74](#) substituted (6.4.2013) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) \(Amendment\) Regulations 2013 \(S.I. 2013/618\)](#), [regs. 1\(2\)](#), [7 \(with reg. 8\(4\)\)](#)

Service addresses

- 75.** Sections 1139 to 1142 apply to LLPs, modified so that they read as follows—

“Service of documents on LLP

1139.—(1) A document may be served on an LLP by leaving it at, or sending it by post to, the LLP's registered office.

(2) Where an LLP registered in Scotland or Northern Ireland carries on business in England and Wales, the process of any court in England and Wales may be served on the LLP by leaving it at, or sending it by post to, the LLP's principal place of business in England and Wales, addressed to the manager or a designated member in England and Wales of the LLP. Where process is served on an LLP under this subsection, the person issuing out the process must send a copy of it by post to the LLP's registered office.

Service of documents on members and others

1140.—(1) A document may be served on—

- (a) a member of an LLP, or
- (b) a person appointed in relation to an LLP as a judicial factor (in Scotland),

by leaving it at, or sending it by post to, the member's or factor's registered address.

(2) This section applies whatever the purpose of the document in question.

(3) For the purposes of this section a person's “registered address” means any address for the time being shown as a current address in relation to that person in the part of the register available for public inspection.

(4) If notice of a change of that address is given to the registrar, a person may validly serve a document at the address previously registered until the end of the period of 14 days beginning with the date on which notice of the change is registered.

(5) Service may not be effected by virtue of this section at an address if notice has been registered of the cessation of the membership or (as the case may be) termination of the appointment in relation to which the address was registered and the address is not a registered address of the person concerned in relation to any other appointment.

(6) Nothing in this section shall be read as affecting any enactment or rule of law under which permission is required for service out of the jurisdiction.

Service addresses

1141.—(1) In this Act a “service address”, in relation to a person, means an address at which documents may be effectively served on that person.

(2) The service address must be a place where—

- (a) the service of documents can be effected by physical delivery; and
- (b) the delivery of documents is capable of being recorded by the obtaining of an acknowledgment of delivery.

Requirement to give service address

1142. Any obligation under this Act to give a person's address is, unless otherwise expressly provided, to give a service address for that person.”

Notice of appointment of judicial factor

76. Sections 1154 and 1155 apply to LLPs, modified so that they read as follows—

“Duty to notify registrar of appointment of judicial factor

1154.—(1) Notice must be given to the registrar of the appointment in relation to an LLP of a judicial factor (in Scotland).

(2) The notice must be given by the judicial factor.

(3) The notice must specify an address at which service of documents (including legal process) may be effected on the judicial factor. Notice of a change in the address for service may be given to the registrar by the judicial factor.

(4) Where notice has been given under this section of the appointment of a judicial factor, notice must also be given to the registrar by the judicial factor of the termination of the appointment.

Offence of failure to give notice

1155.—(1) If a judicial factor fails to give notice of his appointment in accordance with section 1154 within the period of 14 days after the appointment he commits an offence.

(2) A person guilty of an offence under this section is liable on summary conviction 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.”.

Courts and legal proceedings

77. Sections 1156 and 1157 apply to LLPs for the purposes of these Regulations, modified so that they read as follows—

“Meaning of “the court”

1156.—(1) Except as otherwise provided, in this Act “the court” means—

- (a) in England and Wales, the High Court or (subject to subsection (3)) a county court;
- (b) in Scotland, the Court of Session or the sheriff court;
- (c) in Northern Ireland, the High Court.

(2) The provisions of the Companies Acts conferring jurisdiction on “the court” as defined above have effect subject to any enactment or rule of law relating to the allocation of jurisdiction or distribution of business between courts in any part of the United Kingdom.

(3) The Lord Chancellor may, with the concurrence of the Lord Chief Justice, by order—

- (a) exclude a county court from having jurisdiction under this Act, and
- (b) for the purposes of that jurisdiction attach that court's district, or any part of it, to another county court.

(4) The Lord Chief Justice may nominate a judicial office holder (as defined in section 109(4) of the Constitutional Reform Act 2005 (c. 4)) to exercise his functions under subsection (3).

Power of court to grant relief in certain cases

1157.—(1) If in proceedings for negligence, default, breach of duty or breach of trust against—

- (a) a member of an LLP, or
- (b) a person employed by an LLP as auditor,

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

it appears to the court hearing the case that the member or person is or may be liable but that he acted honestly and reasonably, and that having regard to all the circumstances of the case (including those connected with his appointment) he ought fairly to be excused, the court may relieve him, either wholly or in part, from his liability on such terms as it thinks fit.

(2) If any such member or person has reason to apprehend that a claim will or might be made against him in respect of negligence, default, breach of duty or breach of trust—

- (a) he may apply to the court for relief, and
- (b) the court has the same power to relieve him as it would have had if it had been a court before which proceedings against him for negligence, default, breach of duty or breach of trust had been brought.

(3) Where a case to which subsection (1) applies is being tried by a judge with a jury, the judge, after hearing the evidence, may, if he is satisfied that the defendant (in Scotland, the defender) ought in pursuance of that subsection to be relieved either in whole or in part from the liability sought to be enforced against him, withdraw the case from the jury and forthwith direct judgment to be entered for the defendant (in Scotland, grant decree of absolvitor) on such terms as to costs (in Scotland, expenses) or otherwise as the judge may think proper.”.

Requirements of this Act

78. Section 1172 applies to LLPs for the purposes of these Regulations, modified so that it reads as follows—

“References to requirements of this Act

1172. References in the provisions of this Act applied to LLPs to the requirements of this Act include the requirements of regulations and orders made under it.”.

Minor definitions

79. Section 1173 applies to LLPs for the purposes of these Regulations, modified so that it reads as follows—

“Minor definitions: general

1173.—(1) In this Act—

“body corporate” and “corporation” include a body incorporated outside the United Kingdom, but do not include—

- (a) a corporation sole, or
- (b) a partnership that, whether or not a legal person, is not regarded as a body corporate under the law by which it is governed;

“the Companies Acts” is to be construed in accordance with section 2;

“firm” means any entity, whether or not a legal person, that is not an individual and includes a body corporate, a corporation sole and a partnership or other unincorporated association;

“the Gazette” means—

- (a) as respects LLPs registered in England and Wales, the London Gazette,
- (b) as respects LLPs registered in Scotland, the Edinburgh Gazette, and
- (c) as respects LLPs registered in Northern Ireland, the Belfast Gazette;

“LLP” means a limited liability partnership registered under the Limited Liability Partnerships Act 2000 (c. 12);

“LLP agreement” means any agreement, express or implied, between the members of the LLP or between the LLP and the members of the LLP which determines the mutual rights and duties of the members, and their rights and duties in relation to the LLP;

“officer”, in relation to a body corporate, includes a director, manager or secretary;

“working day”, in relation to an LLP, means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealings Act 1971 (c. 80) in the part of the United Kingdom where the LLP is registered.

- (2) In this Act, unless the context otherwise requires, “enactment” includes—
- (a) an enactment contained in subordinate legislation within the meaning of the Interpretation Act 1978 (c. 30),
 - (b) an enactment contained in, or in an instrument made under, an Act of the Scottish Parliament, and
 - (c) an enactment contained in, or in an instrument made under, Northern Ireland legislation within the meaning of the Interpretation Act 1978.”.

Regulations and orders

80. Sections 1288 to 1290 apply to LLPs for the purposes of these Regulations, modified so that they read as follows—

“Regulations and orders: statutory instrument

1288. Except as otherwise provided, regulations and orders under this Act shall be made by statutory instrument.

Regulations: negative resolution procedure

1289. Where regulations under this Act are subject to “negative resolution procedure” the statutory instrument containing the regulations shall be subject to annulment in pursuance of a resolution of either House of Parliament.

Regulations: affirmative resolution procedure

1290. Where regulations under this Act are subject to “affirmative resolution procedure” the regulations must not be made unless a draft of the statutory instrument containing them has been laid before Parliament and approved by a resolution of each House of Parliament.”.

81. Section 1292 applies to LLPs for the purposes of these Regulations, modified so that it reads as follows—

“Regulations and orders: supplementary

- 1292.**—(1) Regulations or orders under this Act may—
- (a) make different provision for different cases or circumstances,
 - (b) include supplementary, incidental and consequential provision, and

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(c) make transitional provision and savings.

(2) Any provision that may be made by regulations under this Act may be made by order; and any provision that may be made by order under this Act may be made by regulations.

(3) Any provision that may be made by regulations or order under this Act for which no Parliamentary procedure is prescribed may be made by regulations subject to negative or affirmative resolution procedure.

(4) Any provision that may be made by regulations under this Act subject to negative resolution procedure may be made by regulations subject to affirmative resolution procedure.”.

Continuity of the law

82. Section 1297 applies to LLPs, modified so that it reads as follows—

“Continuity of the law

1297.—(1) This section applies where any provision of this Act applied to LLPs re-enacts (with or without modification) an enactment repealed by this Act which was applied to LLPs.

(2) The repeal and re-enactment does not affect the continuity of the law.

(3) Anything done (including subordinate legislation made and applied to LLPs), or having effect as if done, under or for the purposes of the repealed provision as applied to LLPs that could have been done under or for the purposes of the corresponding provision of this Act as applied to LLPs, if in force or effective immediately before the commencement of that corresponding provision, has effect thereafter as if done under or for the purposes of that corresponding provision.

(4) Any reference (express or implied) in this Act or any other enactment, instrument or document to a provision of this Act as applied to LLPs shall be construed (so far as the context permits) as including, as respects times, circumstances or purposes in relation to which the corresponding repealed provision had effect, a reference to that corresponding provision.

(5) Any reference (express or implied) in any enactment, instrument or document to a repealed provision which was applied to LLPs shall be construed (so far as the context permits), as respects times, circumstances and purposes in relation to which the corresponding provision of this Act applied to LLPs has effect, as being or (according to the context) including a reference to the corresponding provision of this Act.

(6) This section has effect subject to any specific transitional provision or saving contained in this Act as applied to LLPs.

(7) References in this section to this Act as applied to LLPs include subordinate legislation made under this Act as so applied.

(8) In this section “subordinate legislation” has the same meaning as in the Interpretation Act 1978 (c. 30).”.

PART 18

TRANSITIONAL AND CONSEQUENTIAL PROVISIONS

Transitional provisions: application of provisions of Companies Act 2006

83. Schedule 1 to these Regulations contains transitional and savings provisions in connection with the application to LLPs of provisions of the Companies Act 2006.

Transitional provisions: Northern Ireland LLPs

84. Schedule 2 to these Regulations contains transitional provisions and savings in connection with—

- (a) the extension to Northern Ireland of the enactments in force in Great Britain relating to limited liability partnerships^{M14}, and
- (b) the consequent repeal of the Limited Liability Partnerships Act (Northern Ireland) 2002^{M15}.

Marginal Citations

M14 See section 1286 of the Companies Act 2006.

M15 [2002 c. 12 \(N.I.\)](#).

Consequential amendments and revocations

85. Schedule 3 to these Regulations contains consequential amendments and revocations.

Department for Business, Innovation and Skills

Ian Lucas
Minister for Business and Regulatory Reform,

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

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 ^{M16}, and

“the 1986 Order” means the Companies (Northern Ireland) Order 1986 ^{M17}.

(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).

Marginal Citations

M16 1985 c. 6.

M17 S.I. 1986/1032 (N.I.6).

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).

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).

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

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^{M18} 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 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 ^{M19} in relation to the application for the confidentiality order.

Marginal Citations

M18 S.I. 2009/214.

M19 S.I. 2002/915.

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.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

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

[^{F98}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) Subject to paragraph 22A, 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.]

Textual Amendments

F98 Sch. 1 paras. 22, 22A substituted for Sch. 1 para. 22 (1.10.2009) by [The Companies Act 2006 and Limited Liability Partnerships \(Transitional Provisions and Savings\) \(Amendment\) Regulations 2009](#) (S.I. 2009/2476), regs. 1(3), **3(2)**

[^{F98}**22A.—**(1) Section 1013 of the Companies Act 2006 (Crown disclaimer of property vesting as bona vacantia), as applied to LLPs by regulation 52, applies in relation to property of an LLP dissolved before 1st October 2009 if at that date—

- (a) no period has begun to run in relation to the property under section 656(3)(a) or (b) of the 1985 Act or Article 607(3)(a) or (b) of the 1986 Order (period within which notice of disclaimer must be executed), as applied to LLPs, and
- (b) the right to disclaim has not ceased to be exercisable in relation to the property by virtue of section 656(2) of the 1985 Act or Article 607(2) of the 1986 Order (waiver of right to disclaim), as applied to LLPs.

(2) In section 1013, as applied to LLPs and as it applies by virtue of this paragraph, the references to property vesting under section 1012 (as applied to LLPs by regulation 52) shall be read as references to its vesting under section 654 of the 1985 Act or Article 605 of the 1986 Order as applied to LLPs.

(3) Where section 1013 (as applied to LLPs by regulation 52) applies by virtue of this paragraph—

- (a) the other provisions of sections 1012 to 1022 of the Companies Act 2006 (as applied to LLPs by regulations 52 to 54) apply accordingly, and
- (b) the corresponding provisions of the 1985 Act or 1986 Order (as applied to LLPs) do not apply.]

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the *The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009*. (See end of Document for details)

Textual Amendments

F98 Sch. 1 paras. 22, 22A substituted for Sch. 1 para. 22 (1.10.2009) by [The Companies Act 2006 and Limited Liability Partnerships \(Transitional Provisions and Savings\) \(Amendment\) Regulations 2009](#) (S.I. 2009/2476), regs. 1(3), **3(2)**

Textual Amendments

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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 subparagraphs (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^{M20} and in the Schedule to the Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009^{M21}.

Marginal Citations

M20 [S.I. 2008/2860](#) (C. 126).

M21 [S.I. 2009/1802](#).

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.

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.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

(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 ^{M22},

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.

Marginal Citations

M22 [S.I. 2008/1911](#).

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).

(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.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

SCHEDULE 2

Regulation 84

TRANSITIONAL PROVISIONS: NORTHERN IRELAND LLPs

Main transitional provisions

1.—(1) A limited liability partnership that immediately before 1st October 2009 was registered and incorporated under the Limited Liability Partnerships Act (Northern Ireland) 2002 is treated on and after that date as registered and incorporated under the Limited Liability Partnerships Act 2000.

(2) Anything done (including subordinate legislation made), or having effect as if done, under or for the purposes of any repealed Northern Ireland provision, if in force or effective immediately before 1st October 2009 has effect on and after that date as if done under or for the purposes of the corresponding UK provision.

(3) Any reference (express or implied) in any enactment, instrument or document to a UK provision shall be construed (so far as the context permits) as including, as respects times, circumstances or purposes in relation to which the corresponding repealed Northern Ireland provision had effect, a reference to that corresponding provision.

(4) Any reference (express or implied) in any enactment, instrument or document to a repealed Northern Ireland provision shall be construed (so far as the context permits), as respects times, circumstances and purposes in relation to which the corresponding UK provision has effect, as being or (according to the context) including a reference to that corresponding provision.

(5) In this paragraph—

“repealed Northern Ireland provision” means—

- (a) any provision of the Limited Liability Partnerships Act (Northern Ireland) 2002, or
- (b) any provision of an instrument made under that Act that is revoked with effect from 1st October 2009;

“UK provision” means any provision made by or under the Limited Liability Partnerships Act 2000 that on and after 1st October 2009 extends to the whole of the United Kingdom.

(6) References in sub-paragraph (5) to provision made under an Act include provisions applied by any such provision.

Applications for registration as Northern Ireland LLP

2.—(1) This paragraph applies to applications for registration of a limited liability partnership whose registered office is to be in Northern Ireland.

(2) The provisions of the Limited Liability Partnerships Act 2000 apply to applications received by the registrar on or after 1st October 2009.

(3) Any application for registration under those provisions received by the registrar before that date shall not be entertained.

(4) The corresponding provisions of the Limited Liability Partnerships Act (Northern Ireland) 2002 continue to apply to an application for registration if—

- (a) it is received by the registrar, and
- (b) the requirements as to registration are met in relation to it,

before 1st October 2009.

(5) Any application for registration under that Act in relation to which the requirements as to registration are not met before that date shall be treated as withdrawn.

(6) For the purposes of paragraph 1 above as it applies to treat a limited liability partnership registered and incorporated under the Limited Liability Partnerships Act (Northern Ireland) 2002 as registered and incorporated under the Limited Liability Partnerships Act 2000, a limited liability partnership that is registered and incorporated on an application to which sub-paragraph (4) above applies is treated as if it had been registered and incorporated immediately before 1st October 2009.

Further modification of Financial Services and Markets Act 2000 in relation to Northern Ireland LLPs

3.—(1) The provisions of Parts 15 and 24 of the Financial Services and Markets Act 2000 applied to limited liability partnerships by regulation 6 of the Limited Liability Partnerships Regulations 2001 have effect in relation to Northern Ireland LLPs with the following additional modification.

(2) References in those provisions to the Insolvency (Northern Ireland) Order 1989, or to any provision of that Order, include a reference to that Order or provision as applied to Northern Ireland LLPs by the Limited Liability Partnerships Regulations (Northern Ireland) 2004.

(3) In this paragraph “Northern Ireland LLP” means an LLP registered in Northern Ireland.

Extension of company investigation provisions to Northern Ireland LLPs

4.—(1) On and after 1st October 2009 the extension to Northern Ireland by section 1286(1)(a) of the Companies Act 2006 of the enactments in force in Great Britain relating to LLPs has effect to enable the exercise in relation to a Northern Ireland LLP of the powers conferred by Part 14 of the 1985 Act (company investigations) as applied to LLPs by the Limited Liability Partnerships Regulations 2001.

(2) Part 15 of the 1986 Order, and any other provision of that Order having effect for the purposes of Part 15, as applied to Northern Ireland LLPs by the Limited Liability Partnerships Regulations (Northern Ireland) 2004, continue to apply—

- (a) in relation to inspectors appointed under Part 15 before 1st October 2009 and matters arising in connection with or in consequence of any such appointment or any report of inspectors so appointed;
- (b) in relation to any exercise before 1st October 2009 of any power of the Department of Enterprise, Trade and Investment in Northern Ireland not within paragraph (a), and matters arising in connection with or in consequence of any such exercise.

(3) In this paragraph “Northern Ireland LLP” means an LLP registered in Northern Ireland.

SCHEDULE 3

Regulation 85

CONSEQUENTIAL AMENDMENTS AND REVOCATIONS

PART 1

CONSEQUENTIAL AMENDMENTS OF THE LIMITED LIABILITY PARTNERSHIPS ACT 2000

Incorporation document etc

1.—(1) Section 2 of the Limited Liability Partnerships Act 2000 (incorporation document etc) is amended as follows.

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

- (2) For subsection (1)(b) substitute—
- “(b) the incorporation document or a copy of it must have been delivered to the registrar, and”.
- (3) In subsection (1)(c), omit “in a form approved by the registrar.”.
- (4) In subsection (2)—
- (a) omit paragraph (a),
- (b) in paragraph (c), for “or in Scotland” substitute “, in Scotland or in Northern Ireland”, and
- (c) for paragraph (e) substitute—
- “(e) give the required particulars of each of the persons who are to be members of the limited liability partnership on incorporation, and”.
- (5) After subsection (2) insert—
- “(2ZA) The required particulars mentioned in subsection (2)(e) are the particulars required to be stated in the LLP's register of members and register of members' residential addresses.”
- ^{M23}
- (6) Omit subsections (2A) and (2B) ^{M24}.

Marginal Citations

M23 See sections 162 to 165 of the Companies Act 2006 as applied to LLPs by regulation 18 of these Regulations.

M24 Subsections (2A) and (2B) were inserted by regulation 16 of, and paragraph 1 of Schedule 2 to, [S.I. 2002/915](#).

Incorporation by registration

2. In section 3 of the Limited Liability Partnerships Act 2000 (incorporation by registration), for subsection (1) substitute—

- “(1) The registrar, if satisfied that the requirements of section 2 are complied with, shall—
- (a) register the documents delivered under that section, and
- (b) give a certificate that the limited liability partnership is incorporated.
- (1A) The certificate must state—
- (a) the name and registered number of the limited liability partnership,
- (b) the date of its incorporation, and
- (c) whether the limited liability partnership's registered office is situated in England and Wales (or in Wales), in Scotland or in Northern Ireland.”.

Members

3. After section 4 of the Limited Liability Partnerships Act 2000 (members) insert—

“4A Minimum membership for carrying on business

(1) This section applies where a limited liability partnership carries on business without having at least two members, and does so for more than 6 months.

(2) A person who, for the whole or any part of the period that it so carries on business after those 6 months—

- (a) is a member of the limited liability partnership, and
- (b) knows that it is carrying on business with only one member,

is liable (jointly and severally with the limited liability partnership) for the payment of the limited liability partnership's debts contracted during the period or, as the case may be, that part of it.”.

Designated members

4. In section 8 of the Limited Liability Partnerships Act 2000 (designated members), omit subsection (5).

Registration of membership changes

5.—(1) Section 9 of the Limited Liability Partnerships Act 2000 (registration of membership changes) is amended as follows.

(2) In subsection (1)(b)—

- (a) for “name or address of a member” substitute “ particulars contained in its register of members or its register of members' residential addresses ”, and
- (b) for “28 days” substitute “ 14 days ”.

(3) For subsection (3) substitute—

“(3) A notice delivered under subsection (1) that relates to a person becoming a member or designated member must contain—

- (a) a statement that the member or designated member consents to acting in that capacity, and
- (b) in the case of a person becoming a member, a statement of the particulars of the new member that are required to be included in the limited liability partnership's register of members and its register of residential addresses.”.

(4) After that subsection insert—

“(3ZA) Where—

- (a) a limited liability partnership gives notice of a change of a member's service address as stated in its register of members, and
- (b) the notice is not accompanied by notice of any resulting change in the particulars contained in its register of members' residential addresses,

the notice must be accompanied by a statement that no such change is required.”.

(5) Omit subsections (3A) and (3B) ^{M25}.

(6) In subsections (4) and (5) for “subsection (1)” substitute “ this section ”.

Marginal Citations

M25 Subsections (3A) and (3B) were inserted by regulation 16 of, and paragraph 1 of Schedule 2 to, [S.I. 2002/915](#).

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

Insolvency and winding up

6.—(1) Section 14 of the Limited Liability Partnerships Act 2000 (insolvency and winding up) is amended as follows.

(2) In subsection (1) for the words after “as appear appropriate” substitute—

“(a) in relation to a limited liability partnership registered in Great Britain, Parts 1 to 4, 6 and 7 of the Insolvency Act 1986;

(b) in relation to a limited liability partnership registered in Northern Ireland, Parts 2 to 5 and 7 of the Insolvency (Northern Ireland) Order 1989, and so much of Part 1 of that Order as applies for the purposes of those Parts.”.

(3) In subsection (3) for “Great Britain” (twice) substitute “ the United Kingdom ”.

Parliamentary procedure for regulations

7.—(1) Section 17 of the Limited Liability Partnerships Act 2000 (Parliamentary procedure for regulations) is amended as follows.

(2) In paragraph (a) of subsection (5), after “Insolvency Act 1986” insert “ or the Insolvency (Northern Ireland) Order 1989 ”.

(3) For paragraph (b) of subsection (5) substitute—

“(b) regulations under section 15 not consisting entirely of the application or incorporation (with or without modifications) of provisions contained in or made under the following provisions of the Companies Act 2006 (c. 46)—

Part 4 (a company's capacity and related matters);

Part 5 (a company's name);

Part 6 (a company's registered office);

Chapters 1 and 8 of Part 10 (register of directors);

Part 15 (accounts and reports);

Part 16 (audit);

Part 19 (debentures);

Part 21 (certification and transfer of securities);

Part 24 (a company's annual return);

Part 25 (company charges);

Part 26 (arrangements and reconstructions);

Part 29 (fraudulent trading);

Part 30 (protection of members against unfair prejudice);

Part 31 (dissolution and restoration to the register);

Part 35 (the registrar of companies);

Part 36 (offences under the Companies Acts);

Part 37 (supplementary provisions);

Part 38 (interpretation).”.

Interpretation of Act

8.—(1) Section 18 of the Limited Liability Partnerships Act 2000 (interpretation) is amended as follows.

- (2) Omit the definition of “address”.
- (3) For the definition of “registrar” substitute—
““the registrar” means—
 - (a) if the registered office of the limited liability partnership is, or is to be, in England and Wales (or Wales), the registrar of companies for England and Wales,
 - (b) if the registered office of the limited liability partnership is, or is to be, in Scotland, the registrar of companies for Scotland, and
 - (c) if the registered office of the limited liability partnership is, or is to be, in Northern Ireland, the registrar of companies for Northern Ireland;”.

Extent of Act

9. In section 19 of the Limited Liability Partnerships Act 2000 (extent), for subsection (4) substitute—

“(4) This Act extends to the whole of the United Kingdom.”.

Names and registered offices

10.—(1) The Schedule to the Limited Liability Partnerships Act 2000 (names and registered offices) ^{M26} is amended as follows.

- (2) Omit paragraph 3.
- (3) In paragraph 4, for sub-paragraphs (2) to (9) substitute—
 - “(2) The name of a limited liability partnership may also be changed—
 - (a) on the determination of a new name by a company names adjudicator under section 73 of the Companies Act 2006 (c. 46) as applied to limited liability partnerships (powers of adjudicator on upholding objection to name);
 - (b) on the determination of a new name by the court under section 74 of the Companies Act 2006 as so applied (appeal against decision of company names adjudicator);
 - (c) under section 1033 as so applied (name on restoration to the register).”.
- (4) In paragraph 5—
 - (a) omit sub-paragraph (2), and
 - (b) in sub-paragraph (3)—
 - (i) for “a notice under sub-paragraph (2)” substitute “notice of a change of name”, and
 - (ii) for paragraph (a) substitute—
 - “(a) enter the new name on the register in place of the former name, and”.
- (5) Omit paragraph 8.
- (6) Omit Part 2.

Marginal Citations

M26 Paragraph 1 of the Schedule was repealed by article 4 of, and Part 1 of Schedule 1 to, [S.I. 2008/2860](#) (C. 126).

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

Saving

11. The amendments made by this Part of this Schedule do not affect an obligation arising before 1st October 2009 to deliver a document to the registrar.

PART 2

OTHER CONSEQUENTIAL AMENDMENTS AND REVOCATIONS

General

12.—(1) In any enactment relating to LLPs—

- (a) “the registrar” has the meaning given by section 18 of the Limited Liability Partnerships Act 2000,
- (b) “the register” means the records kept by the registrar relating to LLPs, and
- (c) references to registration in a particular part of the United Kingdom are to registration by the registrar for that part of the United Kingdom.

(2) In sub-paragraph (1) “enactment” includes—

- (a) an enactment contained in subordinate legislation within the meaning of the Interpretation Act 1978 ^{M27},
- (b) an enactment contained in, or in an instrument made under, an Act of the Scottish Parliament,
- (c) an enactment contained in, or in an instrument made under, Northern Ireland legislation, and
- (d) an enactment contained in, or in an instrument made under, a Measure or Act of the National Assembly for Wales.

Marginal Citations

M27 1978 c. 30.

Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090)

13.—(1) The Limited Liability Partnerships Regulations 2001 are amended as follows.

(2) After regulation 2 insert—

“Application of provisions

2A.—(1) The provisions of these Regulations applying—

- (a) the Company Directors Disqualification Act 1986 ^{M28}, or
- (b) provisions of the Insolvency Act 1986 ^{M29},

have effect only in relation to limited liability partnerships registered in Great Britain.

(2) The other provisions of these Regulations have effect in relation to limited liability partnerships registered in any part of the United Kingdom.”

(3) In regulation 4 (application of companies legislation to LLPs)—

- (a) in the heading for “the remainder of the provisions” substitute “ certain provisions ”; and

- (b) in paragraph (1)—
- (i) omit sub-paragraphs (b), (e) and (f),
 - (ii) for sub-paragraph (d) substitute—
 - “(d) references in a provision of the 1985 Act to—
 - (i) other provisions of that Act, or
 - (ii) provisions of the Companies Act 2006,shall include references to those provisions as they apply to limited liability partnerships.”.
- (4) In regulation 10(1)(c) omit “the Business Names Act 1985 and”.
- (5) In Part 1 of Schedule 2 (application of provisions of the Companies Act 1985)—
- (a) omit all the existing entries except, subject to sub-paragraph (b), those relating to provisions of Part 14 of that Act (investigations etc) [^{F99}or Part 18 of that Act (floating charges in Scotland)];
 - (b) omit the entry relating to section 438 (power to bring civil proceedings) ^{M30} (this does not affect proceedings brought under section 438 as applied to LLPs before 1st October 2009);
 - (c) at the appropriate place insert—
 - “section 446A (general powers to give directions) section 446B (direction to terminate investigation) section 446C (resignation and revocation of appointment) section 446D (appointment of replacement inspectors) section 446E (obtaining information from former inspectors etc)”;
 - (d) for the entry relating to section 451A(1) (disclosure of information by Secretary of State or inspector) ^{M31} substitute “In subsection (1), for the words “sections 434 to 446E” substitute “ sections 434 to 441 and 446E ””; and
 - (e) for the entry relating to section 452(1) (privileged information) ^{M32} substitute “In subsection (1), for the words “sections 431 to 446E” substitute “ sections 431 to 441 and 446E ””.
- (6) In Schedule 5 (general and consequential amendments), omit paragraphs 9 to 11.
- (7) In Schedule 6 (application of subordinate legislation)—
- (a) in the list in Part 1 (regulations made under the Companies Act 1985), omit the entries relating to—
 - (i) the Companies (Inspection and Copying of Registers, Indices and Documents) Regulations 1991, and
 - (ii) the Companies (Registers and other Records) Regulations 1985; and
 - (b) in the list in Part 3 (regulations made under other legislation), omit the entry relating to the Company and Business Names Regulations 1981.

Textual Amendments

F99 Words in Sch. 3 para. 13(5)(a) inserted (1.10.2009) by [The Limited Liability Partnerships \(Amendment\) Regulations 2009 \(S.I. 2009/1833\)](#), regs. 1, 2(2)

Marginal Citations

M28 1986 c. 46.

M29 1986 c. 45.

M30 Section 438 was repealed by section 1176(1) of the [Companies Act 2006](#) (c. 46).

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the *The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009*. (See end of Document for details)

M31 Section 451A(1) was amended by section 1037(2) of the Companies Act 2006.

M32 Section 452(1) was amended by section 1037(3) of the Companies Act 2006.

Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307)

14.—(1) The Limited Liability Partnerships Regulations (Northern Ireland) 2004 are amended as follows.

(2) In regulation 2 (interpretation), omit the definitions of “the 1986 Order”, “the 2000 Act” and “the principal Act”.

(3) After that regulation insert—

“Application of provisions

2A.—(1) The provisions of these Regulations applying—

- (a) the Company Directors Disqualification (Northern Ireland) Order 2002, or
- (b) provisions of the Insolvency (Northern Ireland) Order 1989,

have effect only in relation to limited liability partnerships registered in Northern Ireland.

(2) The other provisions of these Regulations have effect in relation to limited liability partnerships registered in any part of the United Kingdom.”.

(4) In regulation 4 omit—

- (a) paragraph (1) (application of provisions of Companies (Northern Ireland) Order 1986), and
- (b) in the heading, the words “of the remainder of the provisions of the 1986 Order and”.

(5) Omit regulations 6 to 8 (which are superseded by corresponding provisions of the Limited Liability Partnerships Regulations 2001 having effect throughout the United Kingdom).

(6) In regulation 10(1) (application of subordinate legislation)—

- (a) omit sub-paragraph (a), and
- (b) in sub-paragraph (c) omit “the Business Names (Northern Ireland) Order 1986 and”.

(7) In Schedule 2, omit Part 1 (application of provisions of Companies (Northern Ireland) Order 1986).

(8) In Schedule 4 (general and consequential amendments) omit paragraphs 9 to 11.

(9) In Schedule 5 (application of subordinate legislation)—

- (a) omit Part 1 of Schedule 5 (application of subordinate legislation relating to companies); and
- (b) in the list in Part 3 (application of other subordinate legislation), omit the entry relating to the Company and Business Names Regulations (Northern Ireland) 1984.

Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (S.I. 2008/1911)

15.—(1) The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 are amended as follows.

(2) In regulation 3(1) (interpretation), in the definition of “LLP” for “formed under the Limited Liability Partnerships Act 2000 or the Limited Liability Partnerships Act (Northern Ireland) 2002” substitute “registered under the Limited Liability Partnerships Act 2000”.

(3) In regulation 32, in the text of section 474(1) of the Companies Act 2006 as applied to LLPs, in the definition of “LLP” for “formed and registered under the Limited Liability Partnerships Act 2000 or the Limited Liability Partnerships Act (N.I.) 2002” substitute “registered under the Limited Liability Partnerships Act 2000”.

(4) In regulations 49, 50, 51, 54, 55, 56 and 57, after “apply to LLPs” insert “for the purposes of these Regulations”.

(5) In regulation 55, in the text of section 1173(1) of the Companies Act 2006 as applied to LLPs, at the appropriate place insert—

““firm” means any entity, whether or not a legal person, that is not an individual and includes a body corporate, a corporation sole and a partnership or other unincorporated association;”.

16.—(1) In the provisions of the Companies Act 2006 listed in sub-paragraph (2), as applied to LLPs by regulations 6, 24 and 40 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008—

(a) in sub-paragraph (i), after “in England and Wales” insert “or Scotland”, and

(b) in sub-paragraph (ii), omit “Scotland or”.

(2) The provisions are sections 387(3)(b), 389(4)(b), 458(5)(b), 460(5)(b) and 501(2)(b) (which relate to penalties on summary conviction of an offence).

Other revocations

17. The following are revoked—

(a) the Limited Liability Partnerships (No. 2) Regulations 2002 ^{M33};

(b) the Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 ^{M34}.

Marginal Citations

M33 S.I. 2002/913.

M34 S.I. 2002/915.

EXPLANATORY NOTE

(This note is not part of the Regulations)

The Limited Liability Partnerships Act 2000 (c. 12), which as from 1st October 2009 extends to the United Kingdom, provides for the creation of limited liability partnerships (“LLPs”) and for the making of regulations concerning them.

These Regulations replace provisions of the Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090) and the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307) which apply to LLPs provisions of the Companies Act 1985 and the Companies (Northern Ireland) Order 1986 (with modifications). They apply instead provisions of the Companies Act 2006 (c. 46) (“the 2006 Act”) to LLPs (with modifications).

Status: Point in time view as at 16/02/2021.

Changes to legislation: There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. (See end of Document for details)

Separate regulations (the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (S.I. 2008/1911), the Small Limited Liability Partnerships (Accounts) Regulations 2008 (S.I. 2008/1912) and the Large and Medium-sized Limited Liability Partnerships (Accounts) Regulations 2008 (S.I. 2008/1913)) have applied to LLPs provisions on accounts and audit contained in the 2006 Act and regulations made under that Act.

Part 1 of the Regulations contains general introductory provisions on citation, commencement and interpretation. The Regulations come into force on 1st October 2009, save for certain regulation-making powers which will come into force on the day after the Regulations are made (regulation 2).

Part 2 of the Regulations applies to LLPs provisions of Part 4 of the 2006 Act on the formalities of doing business.

Part 3 of the Regulations applies to LLPs provisions of Part 5 of the 2006 Act on names and trading disclosures.

Part 4 of the Regulations applies to LLPs provisions of Part 6 of the 2006 Act on registered offices.

Part 5 of the Regulations applies to LLPs and their members provisions of Part 10 of the 2006 Act on the register of directors and protection from disclosure of residential addresses.

Part 6 of the Regulations applies to LLPs provisions of Part 19 of the 2006 Act on debentures.

Part 7 of the Regulations applies to the debentures of LLPs provisions of Part 21 of the 2006 Act on the certification and transfer of securities.

Part 8 of the Regulations applies to LLPs provisions of Part 24 of the 2006 Act on annual returns.

Part 9 of the Regulations applies to LLPs provisions of Part 25 of the 2006 Act on the registration of charges.

Part 10 of the Regulations applies to LLPs provisions of Part 26 of the 2006 Act on arrangements and reconstructions. It also applies to LLPs provisions of the Companies (Cross-Border Mergers) Regulations 2007 (S.I. 2007/2974).

Part 11 of the Regulations applies to LLPs Part 29 of the 2006 Act on the offence of fraudulent trading.

Part 12 of the Regulations applies to LLPs provisions of Part 30 of the 2006 Act on the protection of members against unfair prejudice.

Part 13 of the Regulations applies to LLPs provisions of Part 31 of the 2006 Act on dissolution and restoration to the register.

Part 14 of the Regulations applies to overseas LLPs provisions of the Overseas Companies Regulations 2009 (S.I. 2009/1801) on trading disclosures.

Part 15 of the Regulations applies to LLPs provisions of Part 35 of the 2006 Act on the registrar of companies.

Part 16 of the Regulations applies to LLPs provisions of Part 36 of the 2006 Act on offences.

Part 17 of the Regulations contains supplementary and interpretation provisions.

Part 18 of the Regulations contains transitional and consequential provisions and revocations.

An Impact Assessment of the effect that these Regulations will have on the costs of business, charities or voluntary bodies has been prepared and is available from the Department for Business, Enterprise and Regulatory Reform, Corporate Law and Governance Directorate, 1 Victoria Street, London SW1H 0ET. It is also available electronically at <http://www.berr.gov.uk/bbf/llp/page39897.html>. Copies have also been placed in the libraries of both Houses of Parliament.

Status:

Point in time view as at 16/02/2021.

Changes to legislation:

There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009.