
STATUTORY INSTRUMENTS

2009 No. 1804

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

PART 4 U.K.

AN LLP'S REGISTERED OFFICE

General U.K.

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

[^{F1}Duty to ensure registered office at appropriate address

86.—(1) An LLP must ensure that its registered office is at all times at an appropriate address within the meaning given by section 2(5) of the Limited Partnerships Act 2000.

(2) If an LLP fails, without reasonable excuse, to comply with this section 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—

- (a) in England and Wales, to a fine;
- (b) in Scotland or Northern Ireland, to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.

(4) Subsection (1) does not apply in relation to an LLP during any period for which the address of its registered office is a default address nominated by virtue of regulation 3 of the Registered Office Address (Rectification of Register) Regulations 2024 (S.I. 2024/233).]

Change of address of registered office

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

[^{F2}(1A) The notice must include a statement that the new address is an appropriate address within the meaning given by section 2(5) of the Limited Liability Partnerships Act 2000.]

(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.”.

Textual Amendments

- F1** Words in [reg. 16](#) substituted (4.3.2024) by [The Limited Liability Partnerships \(Application of Company Law\) Regulations 2024 \(S.I. 2024/234\)](#), regs. 1(2), **16(2)**; [S.I. 2024/269](#), **reg. 2(a)**
- F2** Words in [reg. 16](#) inserted (4.3.2024) by [The Limited Liability Partnerships \(Application of Company Law\) Regulations 2024 \(S.I. 2024/234\)](#), regs. 1(2), **16(3)**; [S.I. 2024/269](#), **reg. 2(a)**

Welsh LLPs **U.K.**

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.”.

Changes to legislation:

There are currently no known outstanding effects for the The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009, PART 4.