
STATUTORY INSTRUMENTS

2009 No. 1804

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

PART 5

AN LLP'S MEMBERS

CHAPTER 1

REGISTER OF MEMBERS

[^{F1}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

F1 [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 [^{F2}one-tenth of level 5 on the standard scale][^{F2}one-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;
- [^{F3}(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.”.

Textual Amendments

- F2** 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\(1\)](#))
- F3** 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\(1\)](#)

[F4] CHAPTER 1A

OPTION TO KEEP INFORMATION ON THE CENTRAL REGISTER

Textual Amendments

F4 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;
 - (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;”;

[^{F5}(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.

[^{F6}(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.

[^{F7}(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) [^{F8}, (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 [^{F9}one-tenth of level 5 on the standard scale][^{F9}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

- F5** 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**
- F6** 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)**
- F7** 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)**
- F8** 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)**
- F9** 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))

Changes to legislation:

There are outstanding changes not yet made by the legislation.gov.uk editorial team to The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. Any changes that have already been made by the team appear in the content and are referenced with annotations.

[View outstanding changes](#)

Changes and effects yet to be applied to the whole Instrument associated Parts and Chapters:

Whole provisions yet to be inserted into this Instrument (including any effects on those provisions):

- Pt. 4A inserted by [S.I. 2024/234 reg. 17](#)
- reg. 9A inserted by [S.I. 2024/234 reg. 7](#)
- reg. 9B inserted by [S.I. 2024/234 reg. 8](#)
- reg. 13A inserted by [S.I. 2024/234 reg. 12](#)
- reg. 13B inserted by [S.I. 2024/234 reg. 13](#)
- reg. 13C inserted by [S.I. 2024/234 reg. 14](#)
- reg. 13C inserted by [S.I. 2024/234 reg. 15](#)
- reg. 17B inserted by [S.I. 2024/234 reg. 19](#)
- reg. 17ZC inserted by [S.I. 2024/234 reg. 18](#)
- reg. 30A inserted by [S.I. 2024/234 reg. 22](#)
- reg. 63A inserted by [S.I. 2024/234 reg. 27](#)
- reg. 75A inserted by [S.I. 2024/234 reg. 45](#)
- reg. 79A inserted by [S.I. 2024/234 reg. 46](#)