

## SCHEDULE 5

Regulation 11

### Amendment to the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009

1. The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 are amended as follows.

2. In regulation 9, for section 57 of the Act, as applied with modifications by that regulation, substitute—

#### **“57 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.”

3. In regulation 10, for section 65 of the Act, as applied with modifications by that regulation, substitute—

#### **“65 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.

*Status: This is the original version (as it was originally made).*

(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).”

4. In regulation 11, for section 66 of the Act, as applied with modifications by that regulation, substitute—

**“66 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”.

5. In regulation 14, for sections 82 and 83 of the Act, as applied with modifications by that regulation, substitute—

**“82 Requirements 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).

### **83 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.”.

6. In regulation 15, for section 85 of the Act, as applied with modifications by that regulation, substitute—

### **“85 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.”.