

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⁽¹⁾, and

“the 1986 Order” means the Companies (Northern Ireland) Order 1986⁽²⁾.

(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).

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).

(1) 1985 c. 6.

(2) S.I. 1986/1032 (N.I.6).

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).

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(3) 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) [S.I. 2009/214](#).

(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(4) in relation to the application for the confidentiality order.

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.

(4) [S.I. 2002/915](#).

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

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) 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.

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 sub-paragraphs (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(5) and in the Schedule to the Companies Act 2006 (Part 35) (Consequential Amendments, Transitional Provisions and Savings) Order 2009(6).

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.

(5) S.I. 2008/2860 (C. 126).

(6) S.I. 2009/[].

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.

(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(7),

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.

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).

(7) [S.I. 2008/1911](#).

(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.

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.

(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.”⁽⁸⁾.

(6) Omit subsections (2A) and (2B)⁽⁹⁾.

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.”.

⁽⁸⁾ See sections 162 to 165 of the Companies Act 2006 as applied to LLPs by regulation 18 of these Regulations.

⁽⁹⁾ Subsections (2A) and (2B) were inserted by regulation 16 of, and paragraph 1 of Schedule 2 to, [S.I. 2002/915](#).

Members

3. After section 4 of the Limited Liability Partnerships Act 2000 (members) insert—

“Minimum membership for carrying on business

4A.—(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)(10).

(6) In subsections (4) and (5) for “subsection (1)” substitute “this section”.

(10) Subsections (3A) and (3B) were inserted by regulation 16 of, and paragraph 1 of Schedule 2 to, [S.I. 2002/915](#).

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)(**11**) 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.

(11) Paragraph 1 of the Schedule was repealed by article 4 of, and Part 1 of Schedule 1 to, [S.I. 2008/2860 \(C. 126\)](#).

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⁽¹²⁾,
 - (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.

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⁽¹³⁾, or
 - (b) provisions of the Insolvency Act 1986⁽¹⁴⁾,
- 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),

⁽¹²⁾ 1978 c. 30.

⁽¹³⁾ 1986 c. 46.

⁽¹⁴⁾ 1986 c. 45.

- (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);
- (b) omit the entry relating to section 438 (power to bring civil proceedings)(**15**) (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)(**16**) 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)(**17**) 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.

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—

(15) Section 438 was repealed by section 1176(1) of the Companies Act 2006 (c. 46).

(16) Section 451A(1) was amended by section 1037(2) of the Companies Act 2006.

(17) Section 452(1) was amended by section 1037(3) of the Companies Act 2006.

“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(**18**);
- (b) the Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002(**19**).

(18) S.I. 2002/913.

(19) S.I. 2002/915.