

## SCHEDULES

### SCHEDULE 15

Section 104

#### STAMP DUTY LAND TAX: PARTNERSHIPS

#### PART 1

#### GENERAL PROVISIONS

##### *Partnerships*

- 1 In this Part of this Act a “partnership” means—
- (a) a partnership within the Partnership Act 1890 (c. 39),
  - (b) a limited partnership registered under the Limited Partnerships Act 1907 (c. 24), or
  - (c) a limited liability partnership formed under the Limited Liability Partnerships Act 2000 (c. 12) or the Limited Liability Partnerships Act (Northern Ireland) 2002 (c. 12 (N. I.)),
- or a firm or entity of a similar character to any of those mentioned above formed under the law of a country or territory outside the United Kingdom.

##### *Legal personality of partnership disregarded*

- 2 (1) For the purposes of this Part of this Act—
- (a) a chargeable interest held by or on behalf of a partnership is treated as held by or on behalf of the partners, and
  - (b) a land transaction entered into for the purposes of a partnership is treated as entered into by or on behalf of the partners,
- and not by or on behalf of the partnership as such.
- (2) Sub-paragraph (1) applies notwithstanding that the partnership is regarded as a legal person, or as a body corporate, under the law of the country or territory under which it is formed.

##### *Continuity of partnership*

- 3 For the purposes of this Part of this Act a partnership is treated as the same partnership notwithstanding a change in membership if any person who was a member before the change remains a member after the change.

##### *Partnership not to be regarded as unit trust scheme etc*

- 4 A partnership is not to be regarded for the purposes of this Part of this Act as a unit trust scheme or an open ended investment company.

---

*Status: This is the original version (as it was originally enacted).*

---

## PART 2

### ORDINARY PARTNERSHIP TRANSACTIONS

#### *Introduction*

- 5 (1) This Part of this Schedule applies to transactions entered into as purchaser by or on behalf of the members of a partnership, other than transactions within Part 3 of this Schedule (transactions excluded from stamp duty land tax).

#### *Responsibility of partners*

- 6 (1) Anything required or authorised to be done under this Part of this Act by or in relation to the purchaser under the transaction is required or authorised to be done by or in relation to all the responsible partners.
- (2) The responsible partners in relation to a transaction are—
- (a) the persons who are partners at the effective date of the transaction, and
  - (b) any person who becomes a member of the partnership after the effective date of the transaction.
- (3) This paragraph has effect subject to paragraph 8 (representative partners).

#### *Joint and several liability of responsible partners*

- 7 (1) Where the responsible partners are liable—
- (a) to make a payment of tax or to interest on unpaid tax,
  - (b) to make a payment in accordance with an assessment under paragraph 29 of Schedule 10 (recovery of excessive repayment), or
  - (c) to a penalty under this Part of this Act or to interest on such a penalty,
- the liability is a joint and several liability of those partners.
- (2) No amount may be recovered by virtue of sub-paragraph (1)(c) from a person who did not become a responsible partner until after the relevant time.
- (3) The relevant time for this purpose is—
- (a) in relation to so much of a penalty as is payable in respect of any day, or to interest on so much of a penalty as is so payable, the beginning of that day;
  - (b) in relation to any other penalty, or interest on such a penalty, the time when the act or omission occurred that caused the penalty to become payable.

#### *Representative partners*

- 8 (1) Anything required or authorised to be done by or in relation to the responsible partners may instead be done by or in relation to any representative partner or partners.
- (2) This includes making the declaration required by paragraph 1(1)(c) of Schedule 10 or paragraph 2(1)(c) of Schedule 11 (declaration that return or self-certificate is complete and correct).
- (3) A representative partner means a partner nominated by a majority of the partners to act as the representative of the partnership for the purposes of this Part of this Act.

- (4) Any such nomination, or the revocation of such a nomination, has effect only after notice of the nomination, or revocation, has been given to the Inland Revenue.

### PART 3

#### TRANSACTIONS EXCLUDED FROM STAMP DUTY LAND TAX

##### *Introduction*

- 9 (1) This Part of this Schedule excludes from stamp duty land tax—
- (a) the transfer of an interest in land into a partnership (paragraph 10),
  - (b) the acquisition of an interest in a partnership (paragraph 11), or
  - (c) the transfer of an interest in land out of a partnership (paragraph 12).
- (2) In this Part of this Schedule—
- (a) references to an interest in land include any interest or right that would be a chargeable interest but for being excluded from stamp duty land tax, and
  - (b) references to the transfer of an interest in land include—
    - (i) the grant or creation of an interest in land,
    - (ii) the variation of an interest in land, and
    - (iii) the surrender or release of an interest in land.

##### *Transfer of interest in land into a partnership*

- 10 (1) This paragraph applies to a transaction by which—
- (a) a partner transfers an interest in land to a partnership, or
  - (b) a person transfers an interest in land to a partnership in return for an interest in the partnership,
- whether in connection with the formation of the partnership or in a case where the partnership already exists.
- (2) There is a transfer of an interest in land to a partnership in any case where an interest in land that was not partnership property becomes partnership property.
- (3) A transaction to which this paragraph applies is excluded from stamp duty land tax.

##### *Acquisition of partnership interest*

- 11 An acquisition of an interest in a partnership is excluded from stamp duty land tax.

##### *Transfer of interest in land out of a partnership*

- 12 (1) This paragraph applies to a transaction by which an interest in land is transferred from a partnership to a person in consideration of his ceasing to be a member of the partnership or reducing his interest in the partnership.
- (2) There is a transfer of an interest in land from a partnership in any case where an interest in land that was partnership property ceases to be partnership property.

---

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

---

- (3) For the purposes of this paragraph property that was partnership property before the partnership was dissolved or otherwise ceased to exist shall be treated as remaining partnership property until it is distributed.
- (4) A transaction to which this paragraph applies is excluded from stamp duty land tax.

*Effect of exclusion of transaction from stamp duty land tax*

- 13 (1) A transaction that is excluded from stamp duty land tax by this Part of this Schedule shall be treated for the purposes of this Part of this Act as if it were not a land transaction.
- (2) Nothing in section 125 (abolition of stamp duty except in relation to stock or marketable securities), or in Part 2 of Schedule 20 (amendments and repeals consequential on that section), affects the application of the enactments relating to stamp duty in relation to an instrument effecting a transaction that is excluded from stamp duty land tax by this Part of this Schedule.
- (3) In Part 1 of Schedule 20 (provisions supplementing that section) references to stock or marketable securities shall be read as including any property that is the subject-matter of a transaction excluded from stamp duty land tax by this Part of this Schedule.

*Construction of references to partnership property*

- 14 Any reference in this Part of this Schedule to partnership property is to an interest or right held by or on behalf of a partnership, or the members of a partnership, for the purposes of the partnership business.