



Economic Crime and Corporate Transparency Act 2023

2023 CHAPTER 56

PART 2

PARTNERSHIPS

CHAPTER 1

LIMITED PARTNERSHIPS ETC.

Meaning of “limited partnership”

109 Meaning of “limited partnership”

- (1) The Limited Partnerships Act 1907 is amended in accordance with subsections (2) and (3).
- (2) In section 3 (interpretation of terms), in subsection (1) (created by section 110 of this Act), at the appropriate place insert—

““limited partnership” means a firm that is registered as a limited partnership under this Act (for the only circumstances in which a firm can cease to be registered as a limited partnership under this Act while remaining a firm see section 26 (voluntary deregistration));”.
- (3) Omit section 5 (registration of limited partnership required).
- (4) In section 1099 of the Companies Act 2006 (the registrar’s index of company names), in subsection (3)(a), for “registered in the United Kingdom” substitute “(within the meaning of section 3 of the Limited Partnerships Act 1907)”.

Status: This is the original version (as it was originally enacted).

Required information about limited partnerships

110 Required information about partners

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) In section 3 (interpretation of terms)—
 - (a) the existing text becomes subsection (1);
 - (b) in that subsection, at the appropriate places insert—
 - ““body corporate” has the same meaning as in the Companies Acts (see section 1173 of the Companies Act 2006);”;
 - ““managing officer”—
 - (a) in relation to a company, means a director or shadow director;
 - (b) in relation to a legal entity the affairs of which are managed by some or all of its members, means one of those members;
 - (c) in relation to any other legal entity, means an officer of the entity whose functions correspond to that of a director of a company;”;
 - ““legal entity” means a body corporate or other entity that (in each case) is a legal person under the law by which it is governed;”;
 - ““service address” has the same meaning as in the Companies Acts (see section 1141(1) and (2) of the Companies Act 2006).”;
 - (c) after that subsection insert—
 - “(2) For the purposes of the definition of “managing officer” in subsection (1), “director” and “shadow director” have the same meanings as in the Companies Acts (see sections 250 and 251 of the Companies Act 2006).
 - (3) In this section “the Companies Acts” has the meaning given by section 2(1) of the Companies Act 2006.”
- (3) In section 4 (definition and constitution of limited partnership), in subsection (4), for “body corporate” substitute “legal entity”.
- (4) In section 8A (application for registration)—
 - (a) in subsection (1)(c), after “each” insert “proposed”;
 - (b) in subsections (2)(b) and (c), for “name of each” substitute “required information about each proposed”;
 - (c) in subsection (2)(d), after “each” insert “proposed”;
 - (d) in subsections (3)(a) and (b), for “name of each” substitute “required information about each proposed”;
 - (e) after subsection (3) insert—
 - “(3A) For the required information about a proposed general partner or a proposed limited partner see Part 2 of the Schedule.”
- (5) Schedule 4 inserts a Schedule into the Limited Partnerships Act 1907 setting out the required information about partners.

111 Required information about partners: transitional provision

- (1) This section applies in relation to a limited partnership that was registered under the Limited Partnerships Act 1907 in pursuance of an application for registration delivered to the registrar before section 110(4) came fully into force.
- (2) The general partners in the limited partnership must, within the transitional period, deliver a statement to the registrar specifying the required information (within the meaning of the Schedule to that Act (inserted by Schedule 4 to this Act)) about each person who—
 - (a) is a partner in the limited partnership, and
 - (b) became a partner on the registration of the limited partnership.
- (3) If a change in the required information about such a partner occurs before whichever is earlier of—
 - (a) the end of the transitional period, and
 - (b) the delivery of the statement mentioned in subsection (2),the general partners in the limited partnership are not required by the provisions mentioned in subsection (4) to give notice to the registrar of the change, unless it is a change to the partner's name.
- (4) The provisions are—
 - (a) section 8S(1) of the Limited Partnerships Act 1907 (inserted by section 122 of this Act), and
 - (b) so far as it relates to section 8S(1) of the Limited Partnerships Act 1907, section 10D(2)(a) of that Act (inserted by section 126 of this Act).
- (5) In this section—

“the registrar” has the same meaning as in the Limited Partnerships Act 1907 (see section 15 of that Act);

“transitional period” means the period of 6 months beginning when section 110(4) came fully into force.
- (6) Failure by the general partners in a limited partnership to comply with subsection (2) is, in the absence of any evidence to the contrary, to be treated by the registrar as reasonable cause to believe that the limited partnership has been dissolved for the purposes of section 19 of the Limited Partnerships Act 1907 (registrar's power to confirm dissolution of limited partnership) (inserted by section 141 of this Act).
- (7) Where the registrar proposes to rely on a failure by the general partners in the limited partnership to comply with subsection (2) as grounds for exercising the power in section 19 of the Limited Partnerships Act 1907, subsections (2) to (4) of that section (publication of warning notice) do not apply.

112 Details about general nature of partnership business

In section 8A of the Limited Partnerships Act 1907 (application for registration)—

- (a) after subsection (2) insert—

“(2A) The details referred to in subsection (2)(a) about the general nature of the partnership business may be given by reference to one or more categories of any system of classifying business activities prescribed by regulations made by the Secretary of State for the purposes of this section.”;

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

(b) after subsection (8) insert—

“(9) Regulations under subsection (2A) are subject to the negative resolution procedure.”

Registered offices

113 A limited partnership’s registered office

(1) The Limited Partnerships Act 1907 is amended as follows.

(2) In section 3 (interpretation of terms)—

(a) in subsection (1) (created by section 110 of this Act), at the appropriate place insert—

““authorised corporate service provider” has the same meaning as in the Companies Act 2006 (see section 1098A of that Act);”;

(b) after subsection (3) (inserted by section 110 of this Act) insert—

“(4) Section 1125 of the Companies Act 2006 (meaning of “daily default fine”) applies for the purpose of any provision made by this Act as it applies for the purposes of provisions of the Companies Acts.”

(3) In section 8A (application for registration)—

(a) in subsection (1), after paragraph (a) insert—

“(aa) specify the intended address of the limited partnership’s registered office, which must be an appropriate address within the meaning given by section 8E(2),

(ab) specify which of the addresses mentioned in section 8E(2)(c) the intended address is;”;

(b) after subsection (1) insert—

“(1A) An application for registration of a limited partnership which specifies that the intended address of its registered office is an address mentioned in section 8E(2)(c)(iv) must be accompanied by a statement by the authorised corporate service provider confirming that the address is the authorised corporate service provider’s address.”

(4) After section 8D insert—

“A limited partnership’s registered office

8E Duty to ensure registered office at appropriate address

(1) The general partners in a limited partnership must ensure that its registered office is at all times at an appropriate address.

(2) An address is an “appropriate address” if—

(a) in the ordinary course of events—

(i) a document addressed to the limited partnership, and delivered there by hand or by post, would be expected to

- come to the attention of a person acting on behalf of the limited partnership, and
- (ii) the delivery of documents there is capable of being recorded by the obtaining of an acknowledgement of delivery,
- (b) it is in the part of the United Kingdom in which the limited partnership is registered, and
- (c) it is at least one of the following—
- (i) the address of the principal place of business of the limited partnership;
 - (ii) the usual residential address of a general partner who is an individual;
 - (iii) the address of the registered or principal office of a general partner that is a legal entity;
 - (iv) an address of an authorised corporate service provider that is acting for the limited partnership.
- (3) If the general partners fail to comply with this section an offence is committed by each general partner who is in default.
- (4) But where the general partner is a legal entity, it does not commit an offence as a general partner in default unless one of its managing officers is in default.
- (5) Where any such offence is committed by a general partner that is a legal entity, or any such offence is by virtue of this subsection committed by a managing officer that is a legal entity, any managing officer of the legal entity also commits the offence if—
- (a) the managing officer is an individual who is in default, or
 - (b) the managing officer is a legal entity that is in default and one of its managing officers is in default.
- (6) 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.
- (7) A general partner or managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (8) Subsection (1) does not apply in relation to a limited partnership during any period for which the address of its registered office is an address nominated by the registrar by virtue of regulations made under section 8G.

8F Change of address of registered office by general partners

- (1) The address of a limited partnership’s registered office can be changed by the general partners giving notice to the registrar.
- (2) The notice must include a statement—
- (a) that the new address is an appropriate address within the meaning given by section 8E(2), and

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

- (b) specifying which of the addresses in section 8E(2)(c) the address is.
- (3) If the statement under subsection (2)(b) specifies that the address is an address mentioned in section 8E(2)(c)(iv), the notice must be accompanied by a statement by the authorised corporate service provider confirming that the address is the authorised corporate service provider's address.
- (4) 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 limited partnership at the address previously registered.

8G Regulations about change of address of registered office by registrar

- (1) The Secretary of State may by regulations make provision authorising or requiring the registrar to change the address of a limited partnership's registered office if satisfied that it is not an appropriate address within the meaning given by section 8E(2).
- (2) The regulations may authorise or require the address to be changed on the registrar's own motion or on an application by another person.
- (3) The regulations—
 - (a) may include provision corresponding or similar to any provision that may be included in regulations under section 1097A of the Companies Act 2006;
 - (b) must include—
 - (i) provision about appeals corresponding to the provision that must be included in regulations under section 1097A by virtue of subsections (6) and (6A) of that section;
 - (ii) provision corresponding to subsection (7) of that section.
- (4) The provision that may be made by virtue of subsection (3)(a) that is corresponding or similar to provision that may be made by virtue of section 1097A(4A)(b) and (4B) of the Companies Act 2006 (strike off and restoration) includes provision applying or writing out, with or without modifications, any provision made by section 19 (power to confirm dissolution) or section 20 (administrative revival).
- (5) Regulations under this section are subject to the affirmative resolution procedure.”

114 A limited partnership's registered office: transitional provision

- (1) This section applies in relation to a limited partnership registered under the Limited Partnerships Act 1907 in pursuance of an application for registration delivered to the registrar before section 113(3) came fully into force.
- (2) The general partners must, within the transitional period, deliver to the registrar a statement specifying—
 - (a) the address of its registered office (which must be an appropriate address within the meaning given by section 8E(2) of that Act (inserted by section 113(4) of this Act)), and
 - (b) which of the addresses in section 8E(2)(c) of that Act the address is.

- (3) If the statement under subsection (2)(b) specifies that the address is an address mentioned in section 8E(2)(c)(iv) of the Limited Partnerships Act 1907, the notice must be accompanied by a statement by the authorised corporate service provider confirming that the address is the authorised corporate service provider’s address.
- (4) The provisions mentioned in subsection (5) do not apply in respect of the limited partnership until—
- (a) the end of the transitional period, or
 - (b) if earlier, the delivery of the statement mentioned in subsection (2).
- (5) Those provisions are—
- (a) section 8E of the Limited Partnerships Act 1907 (inserted by section 113(4) of this Act);
 - (b) section 10D(2)(b) of that Act (inserted by section 126 of this Act).
- (6) In this section—
- “the registrar” has the same meaning as in the Limited Partnerships Act 1907 (see section 15 of that Act);
- “transitional period” means the period of 6 months beginning when section 113(3) came fully into force.
- (7) Failure by the general partners in the limited partnership to comply with subsection (2) is, in the absence of any evidence to the contrary, to be treated by the registrar as reasonable cause to believe that the limited partnership has been dissolved for the purposes of section 19 of the Limited Partnerships Act 1907 (registrar’s power to confirm dissolution of limited partnership) (inserted by section 141 of this Act).
- (8) Where the registrar proposes to rely on a failure by the general partners in the limited partnership to comply with subsection (2) as grounds for exercising the power in section 19 of the Limited Partnerships Act 1907, subsections (2) to (4) of that section (publication of warning notice) do not apply.

115 A limited partnership’s registered office: consequential amendments

- (1) Regulation 2 of the Alternative Investment Fund Managers Regulations 2013 (S.I. 2013/1773) (interpretation) is amended as follows.
- (2) In paragraph (1)—
- (a) at the end of paragraph (a) of the definition of “EEA AIF” insert “(but see paragraph (1A) if the AIF is a limited partnership)”;
 - (b) at the end of the definition of “Gibraltar AIF” insert “(but see paragraph (1A) if the AIF is a limited partnership)”;
 - (c) at the end of paragraph (b) of the definition of “UK AIF” insert “(but see paragraph (1A) if the AIF is a limited partnership)”;
 - (d) at the appropriate places insert—

““established”: a reference to the place where an AIF is established (however expressed) is, in relation to an AIF that is a limited partnership, a reference to—

 - (a) the country in which the AIF is authorised or registered, or
 - (b) if the AIF is not authorised or registered, the country in which it has its principal place of business;”;

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

““limited partnership” means a limited partnership registered under the Limited Partnerships Act 1907;”.

(3) After paragraph (1) insert—

“(1A) In the application of the definition of “EEA AIF”, “Gibraltar AIF” and “UK AIF” to an AIF that is a limited partnership, a reference to the AIF’s registered office is to be read as a reference to its principal place of business.”

Registered email addresses

116 A limited partnership’s registered email address

(1) The Limited Partnerships Act 1907 is amended as follows.

(2) In section 8A (application for registration), in subsection (1), after paragraph (ab) (inserted by section 113 of this Act) insert—

“(ac) specify the intended registered email address of the limited partnership, which must be an appropriate email address within the meaning given by section 8H(2),”.

(3) After section 8G (inserted by section 113 of this Act) insert—

“A limited partnership’s registered email address

8H Duty to maintain a registered email address

(1) The general partners in a limited partnership must ensure that its registered email address is at all times an appropriate email address.

(2) An email address is an “appropriate email address” if, in the ordinary course of events, emails sent to it by the registrar would be expected to come to the attention of a person acting on behalf of the limited partnership.

(3) If the general partners fail to comply with this section an offence is committed by each general partner who is in default.

(4) But where the general partner is a legal entity, it does not commit an offence as a general partner in default unless one of its managing officers is in default.

(5) Where any such offence is committed by a general partner that is a legal entity, or any such offence is by virtue of this subsection committed by a managing officer that is a legal entity, any managing officer of the legal entity also commits the offence if—

(a) the managing officer is an individual who is in default, or

(b) the managing officer is a legal entity that is in default and one of its managing officers is in default.

(6) 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.
- (7) A general partner or managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.

8I Change of registered email address

- (1) A limited partnership’s registered email address can be changed by the general partners giving notice to the registrar.
- (2) The notice must include a statement that the new address is an appropriate email address within the meaning given by section 8H(2).
- (3) The change takes effect upon the notice being registered by the registrar.”

117 A limited partnership’s registered email address: transitional provision

- (1) This section applies in relation to a limited partnership registered under the Limited Partnerships Act 1907 in pursuance of an application for registration delivered to the registrar before section 116(2) came fully into force.
- (2) The general partners must, within the transitional period, deliver to the registrar a statement specifying its registered email address (which must be an appropriate email address within the meaning given by section 8H(2) of that Act (inserted by section 116(3) of this Act)).
- (3) The provisions mentioned in subsection (4) do not apply in respect of the limited partnership until—
 - (a) the end of the transitional period, or
 - (b) if earlier, the delivery of the statement mentioned in subsection (2).
- (4) Those provisions are—
 - (a) section 8H of the Limited Partnerships Act 1907 (inserted by section 116(3) of this Act);
 - (b) section 10D(2)(c) of that Act (inserted by section 126 of this Act).
- (5) In this section—
 - “the registrar” has the same meaning as in the Limited Partnerships Act 1907 (see section 15 of that Act);
 - “transitional period” means the period of 6 months beginning when section 116(2) came fully into force.
- (6) Failure by the general partners in a limited partnership to comply with subsection (2) is, in the absence of any evidence to the contrary, to be treated by the registrar as reasonable cause to believe that the limited partnership has been dissolved for the purposes of section 19 of the Limited Partnerships Act 1907 (registrar’s power to confirm dissolution of limited partnership) (inserted by section 141 of this Act).
- (7) Where the registrar proposes to rely on a failure by the general partners in the limited partnership to comply with subsection (2) as grounds for exercising the power in

section 19 of the Limited Partnerships Act 1907, subsections (2) to (4) of that section (publication of warning notice) do not apply.

The general partners

118 Restrictions on general partners

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) In section 8A (application for registration)—
 - (a) after subsection (1A) (inserted by section 113 of this Act) insert—

“(1B) The application must also contain a statement that none of the proposed general partners is disqualified under the directors disqualification legislation (see subsection (8)).”;
 - (b) in subsection (8), at the appropriate place insert—

““disqualified under the directors disqualification legislation”—

 - (a) in relation to a statement about a person delivered to the registrar for England and Wales or Scotland, means that the person falls within any of the entries in the first column of Part 1 of the table in section 159A of the Companies Act 2006;
 - (b) in relation to a statement about a person delivered to the registrar for Northern Ireland, means that the person falls within any of the entries in the first column of Part 2 of that table;”
- (3) After section 8I (inserted by section 116 of this Act) insert—

“Duty to remove disqualified general partners

8J Duty to remove disqualified general partners

- (1) The general partners in a limited partnership must take any steps that are necessary to ensure that any general partner in the limited partnership who is disqualified under the directors disqualification legislation (see subsection (3)) ceases to be a general partner.
- (2) Examples of the types of steps that the general partners might need to take include—
 - (a) enforcing any express or implied agreement between the partners;
 - (b) giving any notice, making any application or otherwise acting to dissolve the limited partnership.
- (3) A general partner in a limited partnership is “disqualified under the directors disqualification legislation” if—
 - (a) where the limited partnership is registered in England and Wales or Scotland, the general partner falls within any of the entries in the first column of Part 1 of the table in section 159A of the Companies Act 2006;
 - (b) where the limited partnership is registered in Northern Ireland, the general partner falls within any of the entries in the first column of Part 2 of that table.

- (4) Subsection (1) applies irrespective of whether the general partner concerned became disqualified under the directors disqualification legislation before or after this section comes into force.
- (5) If the general partners fail to comply with this section an offence is committed by each general partner who is in default.
- (6) But where the general partner is a legal entity, it does not commit an offence as a general partner in default unless one of its managing officers is in default.
- (7) Where any such offence is committed by a general partner that is a legal entity, or any such offence is by virtue of this subsection committed by a managing officer that is a legal entity, any managing officer of the legal entity also commits the offence if—
 - (a) the managing officer is an individual who is in default, or
 - (b) the managing officer is a legal entity that is in default and one of its managing officers is in default.
- (8) 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.
- (9) A general partner or managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.”

119 Officers of general partners

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) In section 3 (interpretation of terms), in subsection (1) (created by section 110 of this Act), at the appropriate place insert—

““corporate managing officer” means a managing officer that is a legal entity;”.
- (3) In section 8A (application for registration), after subsection (1B) (inserted by section 118 of this Act) insert—

“(1C) The application must be accompanied by a statement by each proposed general partner that is a legal entity (if any) specifying the name of its proposed registered officer, who must be an individual—

 - (a) who is one of the general partner’s managing officers,
 - (b) who is not disqualified under the directors disqualification legislation (see subsection (8)), and
 - (c) whose identity is verified (within the meaning of section 1110A of the Companies Act 2006).

(1D) The application must also be accompanied by one of the following statements by each proposed general partner that is a legal entity (if any)—

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

- (a) a statement that the general partner does not have any corporate managing officers, or
 - (b) if the general partner has one or more corporate managing officers, a statement specifying, for each corporate managing officer, the name of the proposed named contact for the corporate managing officer.
- (1E) The proposed named contact for a corporate managing officer must be an individual who is a managing officer of the corporate managing officer.
- (1F) A statement under subsection (1C) must—
- (a) contain the required information about the proposed registered officer (see Part 3 of the Schedule), and
 - (b) be accompanied by a statement by the individual who is the proposed registered officer confirming that the individual—
 - (i) is one of the general partner’s managing officers,
 - (ii) is not disqualified under the directors disqualification legislation (see subsection (8)), and
 - (iii) is an individual whose identity is verified (within the meaning of section 1110A of the Companies Act 2006).
- (1G) A statement under subsection (1D)(b) must—
- (a) contain the required information about each proposed named contact specified in the statement (see Part 4 of the Schedule), and
 - (b) be accompanied by a statement by each proposed named contact confirming that the proposed named contact is a managing officer of the corporate managing officer concerned.”
- (4) After section 8J (inserted by section 118 of this Act) insert—

“Officers of general partners

8K Duty to maintain registered officer and named contacts

- (1) A general partner that is a legal entity must at all times ensure that its registered officer is an individual—
- (a) who is one of its managing officers,
 - (b) who is not disqualified under the directors disqualification legislation (see subsection (2)), and
 - (c) whose identity is verified (within the meaning of section 1110A of the Companies Act 2006).
- (2) The registered officer of a general partner in a limited partnership is “disqualified under the directors disqualification legislation” if—
- (a) where the limited partnership is registered in England and Wales or Scotland, the registered officer falls within any of the entries in the first column of Part 1 of the table in section 159A of the Companies Act 2006;
 - (b) where the limited partnership is registered in Northern Ireland, the registered officer falls within any of the entries in the first column of Part 2 of that table.

- (3) A general partner that is a legal entity and that has one or more corporate managing officers must at all times ensure that the named contact for each corporate managing officer is an individual who is a managing officer of the corporate managing officer.
- (4) In this section “registered officer”, in relation to a general partner that is a legal entity, means—
- (a) the individual whose name is specified by the general partner in—
 - (i) a statement delivered to the registrar under section 8A(1C) or 8R(4), or
 - (ii) a statement delivered to the registrar under section 120(2)(a) or 124(2)(a) of the Economic Crime and Corporate Transparency Act 2023 (transitional cases),unless the general partner has changed its registered officer under section 8L(1), or
 - (b) if the general partner has changed its registered officer under section 8L(1), the individual specified in the latest notice under that provision.
- (5) In this section “named contact”, in relation to the corporate managing officer of a general partner, means—
- (a) the individual whose name is specified by the general partner for that corporate managing officer in—
 - (i) a statement delivered to the registrar under section 8A(1D)(b), 8R(5)(b) or 8N(3), or
 - (ii) a statement delivered to the registrar under section 120(2)(b)(ii) or 124(2)(b)(ii) of the Economic Crime and Corporate Transparency Act 2023 (transitional cases),unless the general partner has changed the named contact for that corporate managing officer under section 8L(2), or
 - (b) if the general partner has changed the named contact for that corporate managing officer under section 8L(2), the individual specified in the latest notice under that provision.
- (6) If a general partner’s registered officer ceases to fall within the description mentioned in subsection (1)(a) or (b), the general partner does not fail to comply with subsection (1) by reason of that fact during the period of 14 days beginning with the day on which the registered officer so ceases.
- (7) If the named contact for a general partner’s corporate managing officer ceases to be a managing officer of the corporate managing officer, the general partner does not fail to comply with subsection (3) by reason of that fact during the period of 14 days beginning with the day on which the named contact so ceases.

8L Change of registered officers and named contacts by general partner

- (1) A general partner may change its registered officer for the purposes of section 8K(1) by giving notice to the registrar containing the required information about the new registered officer (see Part 3 of the Schedule).

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

- (2) A general partner may change the named contact for a corporate managing officer of the general partner for the purposes of section 8K(3) by giving notice to the registrar containing the required information about the new named contact (see Part 4 of the Schedule).
- (3) A notice under subsection (1) must—
 - (a) include a statement by the general partner confirming that the new registered officer is an individual who meets the requirements in section 8K(1)(a) to (c), and
 - (b) be accompanied by a statement by the individual who is the new registered officer confirming that the individual meets the requirements in section 8K(1)(a) to (c).
- (4) A notice under subsection (2) must—
 - (a) include a statement by the general partner that the new named contact for the corporate managing officer is a managing officer of the corporate managing officer, and
 - (b) be accompanied by a statement by the individual who is the new named contact confirming that the individual is an managing officer of the corporate managing officer.

8M Duty to notify changes in general partner’s registered officer

- (1) A general partner that is a legal entity must give notice to the registrar of any change in the required information about its registered officer (see Part 3 of the Schedule).
- (2) A general partner that is a legal entity must give notice to the registrar of any change in the required information about its proposed registered officer that occurred—
 - (a) after the application for registration of the limited partnership in which the entity is a general partner was delivered to the registrar under section 8A, but
 - (b) before the limited partnership was registered.
- (3) A notice under this section must specify the date on which the change to which it relates occurred.
- (4) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the change occurs.
- (5) A notice under subsection (2) must be given within the period of 14 days beginning with the day on which the limited partnership was registered.
- (6) In this section “registered officer” has the meaning given by section 8K(4).

8N Duty to notify named contact

- (1) A general partner that is a legal entity must give notice to the registrar if a legal entity becomes a corporate managing officer of the general partner.
- (2) A general partner that is a legal entity must give notice to the registrar if a legal entity became a corporate managing officer of the general partner—

- (a) after the application for registration of the limited partnership in which the entity is a general partner was delivered to the registrar under section 8A, but
 - (b) before the limited partnership was registered.
- (3) A notice under this section must include a statement specifying the name of the proposed named contact for the corporate managing officer.
- (4) The proposed named contact for a corporate managing officer must be an individual who is a managing officer of the corporate managing officer.
- (5) The statement must—
 - (a) contain the required information about the proposed named contact specified in the statement (see Part 4 of the Schedule), and
 - (b) be accompanied by a statement by the proposed named contact confirming that the proposed named contact is a managing officer of the corporate managing officer.
- (6) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the legal entity becomes a corporate managing officer of the general partner.
- (7) A notice under subsection (2) must be given within the period of 14 days beginning with the day on which the limited partnership was registered.

80 Duty to notify changes in named contacts

- (1) This section applies where a general partner that is a legal entity has one or more corporate managing officers.
- (2) The general partner must give notice to the registrar of any change in the required information about the named contact for any corporate managing officer (see Part 4 of the Schedule).
- (3) The general partner must give notice to the registrar of any change in the required information about the proposed named contact for any corporate managing officer that occurred—
 - (a) after the application for registration of the limited partnership in which the entity is a general partner was delivered to the registrar under section 8A, but
 - (b) before the limited partnership was registered.
- (4) A notice under this section must specify the date on which the change to which it relates occurred.
- (5) A notice under subsection (2) must be given within the period of 14 days beginning with the day on which the change occurs.
- (6) A notice under subsection (3) must be given within the period of 14 days beginning with the day on which the limited partnership was registered.
- (7) In this section “named contact” has the meaning given by section 8K(5).

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

8P Failure to comply with obligations relating to officers

- (1) If a general partner fails to comply with section 8K, 8M, 8N or 8O an offence is committed by—
 - (a) the general partner, and
 - (b) if the general partner is a legal entity, any of its managing officers who is in default.
- (2) 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.
- (3) A managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (4) But a corporate managing officer does not commit an offence as a managing officer in default unless one of its managing officers is in default.
- (5) Where any such offence is committed by a corporate managing officer the managing officer in question also commits the offence (subject to subsection (4)).

8Q Regulations about change of registered officer’s address by registrar

- (1) The Secretary of State may by regulations make provision authorising or requiring the registrar to change a registered service address of a registered officer of a general partner if satisfied that the address does not meet the requirements of section 1141(1) and (2) of the Companies Act 2006.
- (2) In this section—

“registered officer” has the meaning given by section 8K(4);

“registered service address”, in relation to a registered officer, means the address for the time being shown in the register as the registered officer’s current service address.
- (3) The regulations may authorise or require the address to be changed on the registrar’s own motion or on an application by another person.
- (4) The regulations—
 - (a) may include provision corresponding or similar to any provision that may be included in regulations under section 1097B of the Companies Act 2006;
 - (b) must include—
 - (i) provision about appeals corresponding to the provision that must be included in regulations under section 1097B by virtue of subsections (7) and (8) of that section;
 - (ii) provision corresponding to subsection (9) of that section.

- (5) Regulations under this section are subject to the affirmative resolution procedure.”

120 Officers of general partners: transitional provision

- (1) This section applies in relation to a limited partnership that was registered under the Limited Partnerships Act 1907 in pursuance of an application for registration delivered to the registrar before section 119(3) came fully into force.
- (2) Each general partner that is a legal entity and became a general partner in the limited partnership on its registration must, within the transitional period, deliver to the registrar—
- (a) a statement of the kind mentioned in section 8A(1C) of the Limited Partnerships Act 1907 containing the information, and accompanied by the statement, mentioned in section 8A(1F) of that Act (both inserted by section 119(3) of this Act), and
 - (b) either—
 - (i) a statement that the general partner does not have any corporate managing officers, or
 - (ii) if the general partner has one or more corporate managing officers, a statement of the kind mentioned in section 8A(1D)(b) of the Limited Partnerships Act 1907 containing the information, and accompanied by the statement, mentioned in section 8A(1G) of that Act (both inserted by section 119(3) of this Act).
- (3) A general partner mentioned in subsection (2) is not required by the provisions mentioned in subsection (4) to give notice to the registrar if a legal entity becomes a corporate managing officer of the general partner before whichever is earlier of—
- (a) the end of the transitional period, and
 - (b) the delivery of the statement mentioned in subsection (2)(b).
- (4) The provisions are—
- (a) section 8N(1) of the Limited Partnerships Act 1907 (inserted by section 119 of this Act), and
 - (b) so far as it relates to section 8N(1) of the Limited Partnerships Act 1907, section 10D(2)(a) of that Act (inserted by section 126 of this Act).
- (5) In this section—
- “the registrar” has the same meaning as in the Limited Partnerships Act 1907 (see section 15 of that Act);
- “transitional period” means the period of 6 months beginning when section 119(3) came fully into force.

Removal of option to authenticate application by signature

121 Removal of option to authenticate application by signature

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) In section 8A (application for registration), in subsection (1), in paragraph (c), omit “signed or otherwise”.

- (3) In section 8D (application for designation as a private fund limited partnership), in subsection (2), in paragraph (e), omit “signed or otherwise”.

Changes in partnerships

122 Notification of information about partners

After section 8Q of the Limited Partnerships Act 1907 (inserted by section 119 of this Act) insert—

“Notification of information about partners

8R Duty to notify registrar of change in partners

- (1) The general partners in a limited partnership must give notice to the registrar if a person—
 - (a) becomes a general partner or limited partner in the limited partnership, or
 - (b) ceases to be a general partner or limited partner in the limited partnership.
- (2) A notice under subsection (1)(a) must contain the required information about the general partner or limited partner (see Part 2 of the Schedule).
- (3) A notice under subsection (1)(a) of a person becoming a general partner must contain a statement that the new general partner is not disqualified under the directors disqualification legislation (see section 8J(3)).
- (4) A notice under subsection (1)(a) of a legal entity becoming a general partner must be accompanied by a statement by the general partner specifying the name of its proposed registered officer, who must be an individual who meets the requirements in section 8K(1)(a) to (c).
- (5) A notice under subsection (1)(a) of a legal entity becoming a general partner must be accompanied by one of the following statements by the general partner—
 - (a) a statement that the general partner does not have any corporate managing officers, or
 - (b) if the general partner has one or more corporate managing officers, a statement specifying, for each corporate managing officer, the name of the proposed named contact for the corporate managing officer.
- (6) The proposed named contact for a corporate managing officer must be an individual who is a managing officer of the corporate managing officer.
- (7) A statement under subsection (4) must—
 - (a) contain the required information about the proposed registered officer (see Part 3 of the Schedule), and
 - (b) be accompanied by a statement by the individual who is the proposed registered officer confirming that the individual meets the requirements in section 8K(1)(a) to (1)(c).

- (8) A statement under subsection (5)(b) must—
- (a) contain the required information about each proposed named contact specified in the statement (see Part 4 of the Schedule), and
 - (b) be accompanied by a statement by each proposed named contact confirming that the proposed named contact is a managing officer of the corporate managing officer concerned.
- (9) Subsection (1)(a) does not require the general partners, on registration of the limited partnership, to give notice in relation to a person named as a proposed general partner or a proposed limited partner in the application for registration under section 8A.
- (10) A notice under subsection (1) must specify the date on which the person became or ceased to be a general partner or limited partner in the limited partnership.
- (11) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the person becomes or ceases to be a general partner or a limited partner.

8S Duty to notify registrar of changes of information about partners

- (1) The general partners in a limited partnership must give notice to the registrar of any change in the required information about a partner (see Part 2 of the Schedule).
- (2) The general partners in a limited partnership that is not a private fund limited partnership must give notice to the registrar of any change to the sum contributed by any limited partner.
- (3) The general partners in a private fund limited partnership that was registered as a limited partnership before 6th April 2017 must give notice to the registrar of any withdrawal by a limited partner of the partner's contribution which has the effect that the amount of the partner's contribution is less than it was on the date on which the limited partnership was designated as a private fund limited partnership.
- (4) A notice under this section must specify the date on which the change to which it relates occurred.
- (5) A notice under this section must be given within the period of 14 days beginning with the day on which the change occurs.

8T Notification of changes occurring before registration

- (1) The general partners in a limited partnership must give notice to the registrar if a person named as a proposed general partner or a proposed limited partner in the application for registration under section 8A did not become a general partner or limited partner on registration of the limited partnership.
- (2) The general partners in a limited partnership must give notice to the registrar of any change in the required information about a proposed general partner or a proposed limited partner (see Part 2 of the Schedule) that occurred—
 - (a) after the application for the limited partnership's registration under section 8A was delivered to the registrar, but

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

- (b) before the limited partnership was registered.
- (3) A notice under subsection (2) must specify the date on which the change occurred.
- (4) But the general partners are not required to give notice under subsection (2) in respect of a person if they give notice under subsection (1) in respect of the person.
- (5) A notice under this section must be given within the period of 14 days beginning with the day on which the limited partnership was registered.

8U Failure to notify information about partners

- (1) If the general partners fail to comply with section 8R, 8S or 8T an offence is committed by each general partner who is in default.
- (2) But where the general partner is a legal entity, it does not commit an offence as a general partner in default unless one of its managing officers is in default.
- (3) Where any such offence is committed by a general partner that is a legal entity, or any such offence is by virtue of this subsection committed by a managing officer that is a legal entity, any managing officer of the legal entity also commits the offence if—
 - (a) the managing officer is an individual who is in default, or
 - (b) the managing officer is a legal entity that is in default and one of its managing officers is in default.
- (4) 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.
- (5) A general partner or managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.

8V Prohibition on acting unless general partner notified

- (1) This section applies where—
 - (a) a person has become a general partner in a limited partnership otherwise than on its registration, and
 - (b) notice under section 8R of the person having done so has not been given within the period mentioned in subsection (11) of that section.
- (2) The general partner may not take part in the management of the partnership business until notice is given under section 8R.
- (3) If a general partner contravenes subsection (2) an offence is committed by—
 - (a) the general partner, and
 - (b) if the general partner is a legal entity, any of its managing officers who is in default.

- (4) But it is a defence for a person charged with an offence under this section to prove that they reasonably believed that notice had been given under section 8R.
- (5) 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.
- (6) A managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (7) But a corporate managing officer does not commit an offence as a managing officer in default unless one of its managing officers is in default.
- (8) Where any such offence is committed by a corporate managing officer the managing officer in question also commits the offence (subject to subsection (7)).
- (9) The only consequence of contravening subsection (2) is the offence provided for by this section (so that, for example, a contravention does not in any way affect the validity of the general partner’s actions).
- (10) Nothing in this section shall affect the liability of the general partner for all debts and obligations of the firm.

8W Regulations about change of general partner’s address by registrar

- (1) The Secretary of State may by regulations make provision authorising or requiring the registrar to—
 - (a) change a registered service address of a general partner in a limited partnership if satisfied that the address does not meet the requirements of section 1141(1) and (2) of the Companies Act 2006;
 - (b) change the address registered as the principal office of a general partner in a limited partnership if satisfied that the address is not in fact their principal office.
- (2) In this section—

“address registered as the principal office”, in relation to a general partner, means the address for the time being shown in the register as the address of the general partner’s current principal office;

“registered service address”, in relation to a general partner, means the address for the time being shown in the register as the general partner’s current service address.
- (3) The regulations may authorise or require the address to be changed on the registrar’s own motion or on an application by another person.
- (4) The regulations—

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

- (a) may include provision corresponding or similar to any provision that may be included in regulations under section 1097B of the Companies Act 2006;
 - (b) must include—
 - (i) provision about appeals corresponding to the provision that must be included in regulations under section 1097B by virtue of subsections (7) and (8) of that section;
 - (ii) provision corresponding to subsection (9) of that section.
- (5) Regulations under this section are subject to the affirmative resolution procedure.”

123 New partners: transitional provision about required information

- (1) This section applies in relation to a person who—
 - (a) is a partner in a limited partnership, and
 - (b) became a partner in the limited partnership before section 122 came fully into force,
 other than a person who became a partner in the limited partnership on its registration.
- (2) The general partners in the limited partnership must, within the transitional period, deliver a statement to the registrar specifying the required information about the partner (within the meaning of the Schedule to the Limited Partnerships Act 1907 (inserted by Schedule 4 to this Act)).
- (3) If a change in the required information about the partner occurs before whichever is earlier of—
 - (a) the end of the transitional period, and
 - (b) the delivery of the statement mentioned in subsection (2),
 the general partners in the limited partnership are not required by the provisions mentioned in subsection (4) to give notice to the registrar of the change, unless it is a change to the partner’s name.
- (4) The provisions are—
 - (a) section 8S(1) of the Limited Partnerships Act 1907 (inserted by section 122 of this Act), and
 - (b) so far as it relates to section 8S(1) of the Limited Partnerships Act 1907, section 10D(2)(a) of that Act (inserted by section 126 of this Act).
- (5) In this section—
 - “the registrar” has the same meaning as in the Limited Partnerships Act 1907 (see section 15 of that Act);
 - “transitional period” means the period of 6 months beginning when section 122 came fully into force.
- (6) Failure by the general partners in a limited partnership to comply with subsection (2) is, in the absence of any evidence to the contrary, to be treated by the registrar as reasonable cause to believe that the limited partnership has been dissolved for the purposes of section 19 of the Limited Partnerships Act 1907 (registrar’s power to confirm dissolution of limited partnership) (inserted by section 141 of this Act).

- (7) Where the registrar proposes to rely on a failure by the general partners in the limited partnership to comply with subsection (2) as grounds for exercising the power in section 19 of the Limited Partnerships Act 1907, subsections (2) to (4) of that section (publication of warning notice) do not apply.

124 New general partners: transitional provision about officers

- (1) This section applies in relation to a general partner that—
- (a) is a legal entity, and
 - (b) became a general partner before section 122 came fully into force, other than a legal entity that became a general partner in a limited partnership on its registration.
- (2) The general partner must, within the transitional period, deliver to the registrar—
- (a) a statement of the kind mentioned in section 8R(4) of the Limited Partnerships Act 1907 containing the information, and accompanied by the statement, mentioned in section 8R(7) of that Act (both inserted by section 122 of this Act), and
 - (b) either a statement—
 - (i) that the general partner does not have any corporate managing officers, or
 - (ii) if the general partner has one or more corporate managing officers, a statement of the kind mentioned in section 8R(5)(b) of the Limited Partnerships Act 1907 containing the information, and accompanied by the statement, mentioned in section 8R(8) of that Act (both inserted by section 122 of this Act).
- (3) The general partner is not required by the provisions mentioned in subsection (4) to give notice to the registrar if a legal entity becomes a corporate managing officer of the general partner before whichever is earlier of—
- (a) the end of the transitional period, and
 - (b) the delivery of the statement mentioned in subsection (2)(b).
- (4) The provisions are—
- (a) section 8N(1) of the Limited Partnerships Act 1907 (inserted by section 119 of this Act), and
 - (b) so far as it relates to section 8N(1) of the Limited Partnerships Act 1907, section 10D(2)(a) of that Act (inserted by section 126 of this Act).
- (5) In this section—
- “the registrar” has the same meaning as in the Limited Partnerships Act 1907 (see section 15 of that Act);
 - “transitional period” means the period of 6 months beginning when section 122 came fully into force.

125 Notification of other changes

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) In section 8A (application for registration), in subsection (2), for paragraph (a) substitute—

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

“(a) the intended general nature of the limited partnership’s business,”.

(3) Omit section 9 (registration of changes in partnerships).

(4) After section 10 insert—

“Notification of other changes in partnerships

10A Duty to notify registrar of other changes in partnerships

(1) The general partners in a limited partnership must give notice to the registrar of any change mentioned in subsection (2).

(2) The changes are—

(a) in the case of any limited partnership, changes to—

(i) the firm name, or

(ii) the address of the principal place of business of the limited partnership;

(b) in the case of a limited partnership that is not a private fund limited partnership, changes to—

(i) the general nature of the limited partnership’s business, or

(ii) the term or character of the limited partnership.

(3) The notice must specify the date on which the change occurred.

(4) A notice under subsection (2)(b)(i) may specify the change to the general nature of the partnership business by reference to one or more categories of any system of classifying business activities prescribed by regulations made by the Secretary of State under section 8A(2A).

(5) A notice under this section must be given within the period of 14 days beginning with the day on which the change occurs.

10B Notification of other changes occurring before registration

(1) The general partners in a limited partnership must give notice to the registrar if, on registration of the limited partnership, the address of the principal place of business of the limited partnership is different to that contained in the application for registration under section 8A.

(2) The general partners in a limited partnership that is not a private fund limited partnership must give notice to the registrar if, on registration of the limited partnership, any of the following details are different to those contained in the application for registration under section 8A—

(a) the general nature of the limited partnership’s business,

(b) the term of the limited partnership,

(c) the amount of the capital contribution of a limited partner, or

(d) the form of the capital contribution of a limited partner.

(3) A notice under subsection (1) must specify the address of the principal place of business of the limited partnership.

(4) A notice under subsection (2)(a)—

- (a) must specify the general nature of the limited partnership’s business, and
 - (b) may do so by reference to one or more categories of any system of classifying business activities prescribed by regulations made by the Secretary of State under section 8A(2A).
- (5) A notice under subsection (2)(b), (c) or (d) must specify the details mentioned in the paragraph under which the notice is given.
- (6) A notice under this section must be given within the period of 14 days beginning with the day on which the limited partnership was registered.

10C Failure to notify other changes in partnerships

- (1) If the general partners fail to comply with section 10A or 10B an offence is committed by each general partner who is in default.
- (2) But where the general partner is a legal entity, it does not commit an offence as a general partner in default unless one of its managing officers is in default.
- (3) Where any such offence is committed by a general partner that is a legal entity, or any such offence is by virtue of this subsection committed by a managing officer that is a legal entity, any managing officer of the legal entity who is in default also commits the offence if—
- (a) the managing officer is an individual, or
 - (b) the managing officer is a legal entity and one of its managing officers is in default.
- (4) 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.
- (5) A general partner or managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.”

126 Confirmation statements

After section 10C of the Limited Partnerships Act 1907 (inserted by section 125 of this Act) insert—

“Confirmation statements

10D Duty to deliver confirmation statements

- (1) The general partners in a limited partnership must, within the period of 14 days after each review period, deliver to the registrar a statement (a “confirmation statement”) confirming that any information required by subsection (2) is being delivered at the same time as the confirmation statement.

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

- (2) The information that must be delivered at the same time as the confirmation statement is—
- (a) a notice of any notifiable change in respect of which a notice under section 8N, 8R, 8S or 10A has not been delivered,
 - (b) a notice under section 8F if—
 - (i) the limited partnership’s registered office is not at an appropriate address within the meaning given by section 8E(2) when the confirmation statement is made, and
 - (ii) the limited partnership has not given a notice under section 8F that is awaiting registration by the registrar,
 - (c) a notice under section 8I if—
 - (i) the limited partnership’s registered email address is not at an appropriate email address within the meaning given by section 8H(2) when the confirmation statement is made, and
 - (ii) the limited partnership has not given a notice under section 8I that is awaiting registration by the registrar,
 - (d) a notice under section 8L(1) by each general partner that—
 - (i) is a legal entity,
 - (ii) has a registered officer who does not meet the requirements in section 8K(1)(a) to (c), and
 - (iii) has not given a notice under section 8L(1) that is awaiting registration by the registrar, and
 - (e) if any general partner that is a legal entity has one or more corporate managing officers—
 - (i) for which the named contact is not an individual who is a managing officer of the corporate managing officer, and
 - (ii) in respect of which the general partner has not given a notice under section 8L(2) that is awaiting registration by the registrar,

a notice under section 8L(2) by each such general partner in respect of each such corporate managing officer.
- (3) For the purposes of this section, each of the following is a review period—
- (a) where the limited partnership was registered before this section comes fully into force, the period—
 - (i) beginning with the date of the limited partnership’s registration, and
 - (ii) ending with the period of 6 months beginning when this section comes fully into force;
 - (b) where the limited partnership was registered after this section comes fully into force, the period of 12 months beginning with the date of the limited partnership’s registration;
 - (c) each period of 12 months beginning with the day after the end of the previous review period.
- (4) But a review period may be shortened by the general partners—
- (a) notifying the registrar of the shortened review period, and
 - (b) delivering the confirmation statement within the period of 14 days after that shortened review period.

- (5) For the purpose of making a confirmation statement, the general partners in a limited partnership are entitled to assume that information that has been delivered to the registrar has been properly delivered unless the registrar has notified the limited partnership otherwise.
- (6) In this section a “notifiable change” means a change mentioned in section 8N(1), 8R(1), 8S(1) to (3) or 10A(2) that occurred during the review period.

10E Power to amend matters to be confirmed in confirmation statement

- (1) The Secretary of State may by regulations make further provision about the matters that must be confirmed in a confirmation statement delivered under section 10D(1).
- (2) The regulations may—
 - (a) amend or repeal the provisions of section 10D, and
 - (b) provide for exceptions from the requirements of that section as it has effect from time to time.
- (3) Regulations under this section are subject to the affirmative resolution procedure.

10F Failure to deliver confirmation statement

- (1) If the general partners fail to comply with section 10D(1) an offence is committed by each general partner who is in default.
- (2) But where the general partner is a legal entity, it does not commit an offence as a general partner in default unless one of its managing officers is in default.
- (3) Where any such offence is committed by a general partner that is a legal entity, or any such offence is by virtue of this subsection committed by a managing officer that is a legal entity, any managing officer of the legal entity also commits the offence if—
 - (a) the managing officer is an individual who is in default, or
 - (b) the managing officer is a legal entity that is in default and one of its managing officers is in default.
- (4) 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.
- (5) The contravention continues until such time as the general partners have delivered the statement required by section 10D(1).
- (6) A general partner or managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.”

127 Confirmation statements: Scottish partnerships

In regulation 37 of the Scottish Partnerships (Register of People with Significant Control) Regulations 2017 (S.I. 2017/694) (review period), for paragraphs (4) and (5) substitute—

“(4) For the purpose of making a confirmation statement, an eligible Scottish partnership is entitled to assume that information that has been delivered to the registrar has been properly delivered unless the registrar has notified the eligible Scottish partnership otherwise.”

*Accounts***128 Power for HMRC to obtain accounts**

After section 10F of the Limited Partnerships Act 1907 (inserted by section 126 of this Act) insert—

*“Power for HMRC to obtain accounts***10G Power for HMRC to obtain accounts**

- (1) HMRC may by notice in writing require the general partners in a limited partnership to—
 - (a) prepare accounts in accordance with regulations made by the Secretary of State for the purposes of this paragraph;
 - (b) deliver those accounts to HMRC, together with—
 - (i) an auditor’s report prepared in accordance with regulations made by the Secretary of State for the purposes of this subparagraph;
 - (ii) such supporting evidence as may be required by regulations made by the Secretary of the State for the purposes of this subparagraph.
- (2) A requirement under this section may specify—
 - (a) the period to which the accounts must relate;
 - (b) the form and manner in which the documents are to be delivered;
 - (c) the period within which they are to be delivered.
- (3) HMRC may by notice in writing extend a period specified in a requirement under this section.
- (4) If the general partners in a limited partnership fail to comply with a requirement under this section an offence is committed by each general partner who is in default.
- (5) But where the general partner is a legal entity, it does not commit an offence as a general partner in default unless one of its managing officers is in default.
- (6) Where any such offence is committed by a general partner that is a legal entity, or any such offence is by virtue of this subsection committed by a managing officer that is a legal entity, any managing officer of the legal entity also commits the offence if—

- (a) the managing officer is an individual who is in default, or
 - (b) the managing officer is a legal entity that is in default and one of its managing officers is in default.
- (7) A person guilty of an offence under this section is liable—
- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
 - (b) on summary conviction—
 - (i) in England and Wales, to imprisonment for a term not exceeding the general limit in a magistrates’ court or a fine (or both);
 - (ii) in Scotland, to imprisonment for a term not exceeding 12 months or a fine not exceeding the statutory maximum (or both) and, for continued contravention, a daily default fine not exceeding one-fifth of the statutory maximum;
 - (iii) in Northern Ireland, to imprisonment for a term not exceeding 6 months or a fine not exceeding the statutory maximum (or both) and, for continued contravention, a daily default fine not exceeding one-fifth of the statutory maximum.
- (8) A general partner or managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (9) In this section “HMRC” means the Commissioners for His Majesty’s Revenue and Customs.
- (10) Regulations under this section are subject to the affirmative resolution procedure.”

Dissolution, winding up and sequestration

129 Dissolution and winding up: modifications of general law

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) In section 4 (definition and constitution of limited partnership)—
- (a) in subsection (2), after “firm” insert “(including debts and obligations incurred in accordance with section 38 of the Partnership Act 1890)”;
 - (b) in subsections (2A) and (2B)(b), after “firm” insert “(including debts or obligations incurred in accordance with section 38 of the Partnership Act 1890)”;
 - (c) in subsection (3), after “firm” insert “(including debts and obligations incurred in accordance with section 38 of the Partnership Act 1890)”.
- (3) In section 6 (modifications of general law in case of limited partnerships)—
- (a) in subsection (1), after “firm”, in the third place it occurs, insert “(including debts and obligations incurred in accordance with section 38 of the Partnership Act 1890)”;
 - (b) for subsection (1A) substitute—

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

- “(1A) Section 6A (actions by limited partners) makes provision supplementing subsection (1).”;
- (c) in subsection (2) omit “or bankruptcy”;
- (d) after subsection (2) insert—
- “(2A) A limited partnership shall not be dissolved under section 33(1) of the Partnership Act 1890 by the bankruptcy of a partner.
- (2B) A limited partnership is dissolved if—
- (a) it ceases to have any general partners,
- (b) it ceases to have any limited partners, or
- (c) each general partner is either insolvent or disqualified under the directors disqualification legislation (see section 8J(3)), irrespective of whether they became insolvent or disqualified before or after this subsection comes into force.”;
- (e) omit subsection (3);
- (f) for subsections (3A) and (3B) substitute—
- “(3A) If a limited partnership is dissolved at a time when the partnership has at least one general partner who is—
- (a) solvent, and
- (b) not disqualified under the directors disqualification legislation,
- the general partners at that time who are solvent and are not so disqualified must either wind up the partnership’s affairs or take all reasonable steps to ensure that its affairs are wound up by a person who is not a partner at that time.
- (3B) If a limited partnership is dissolved at a time when the partnership does not have a general partner who is—
- (a) solvent, and
- (b) not disqualified under the directors disqualification legislation,
- the limited partners at that time who are solvent must take all reasonable steps to ensure that the partnership’s affairs are wound up by a person who is not a limited partner at that time.
- (3BA) For enforcement of the duties under subsections (3A) and (3B) see section 29.”;
- (g) omit subsection (3C).
- (4) In section 6A (private fund limited partnerships: actions by limited partners)—
- (a) in the heading, omit “private fund limited partnerships”;
- (b) before subsection (1) insert—
- “(A1) A limited partner in a limited partnership is not to be regarded as taking part in the management of the partnership business for the purposes of section 6(1) merely because the limited partner appoints a person to wind up the limited partnership pursuant to section 6(3B).”;
- (c) omit subsection (2)(b);
- (d) in subsection (4)—

- (i) in paragraph (a), omit “private fund”;
- (ii) omit paragraph (b) and the “or” before it;
- (e) after subsection (4) insert—
 - “(5) Nothing in subsections (1) to (3) affects the circumstances in which a limited partner in a limited partnership that is not a private fund limited partnership may be regarded as taking part in the management of the partnership business.”

130 Dissolution by the court when a partner has a mental disorder

- (1) In section 35 of the Partnership Act 1890 (dissolution by the Court), for paragraph (a) substitute—
 - “(a) When a partner has a mental disorder within the meaning of section 328 of the Mental Health (Care and Treatment) (Scotland) Act 2003 or section 305 of the Mental Capacity Act (Northern Ireland) 2016 (as the case may be):”.
- (2) In section 6 of the Limited Partnerships Act 1907 (modifications of general law in case of limited partnerships), in subsection (2), omit the words from “, and” to the end.

131 Winding up limited partnerships on grounds of public interest

After section 27 of the Limited Partnerships Act 1907 (inserted by section 144 of this Act) insert—

“Winding up: applications and petitions to the court

28 Winding up limited partnerships on grounds of public interest

- (1) Where it appears to the Secretary of State that it is expedient in the public interest for a limited partnership to be wound up, the Secretary of State may present a petition to the court for it to be wound up.
- (2) Where it appears to the Scottish Ministers that it is expedient in the public interest for a limited partnership registered in Scotland to be wound up, the Scottish Ministers may present a petition to the court for it to be wound up.
- (3) Where it appears to the Department for the Economy in Northern Ireland that it is expedient in the public interest for a limited partnership registered in Northern Ireland to be wound up, the Department may present a petition to the court for it to be wound up.
- (4) The Secretary of State must consult the Scottish Ministers before presenting a petition under subsection (1) in respect of a limited partnership registered in Scotland.
- (5) The Secretary of State must consult the Department for the Economy in Northern Ireland before presenting a petition under subsection (1) in respect of a limited partnership registered in Northern Ireland.

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

- (6) If a petition is presented under this section, the court may wind up the limited partnership if the court is of the opinion that it is just and equitable for it to be wound up.
- (7) The power in subsection (6) does not limit any other power the court has in the same circumstances.”

132 Winding up dissolved limited partnerships

After section 28 of the Limited Partnerships Act 1907 (inserted by section 131 of this Act) insert—

“29 Winding up dissolved limited partnerships

- (1) Where a limited partnership is dissolved and it appears to the court that there has been a failure to wind up the limited partnership under section 6(3A) or (3B) properly or at all, the court may make any order it considers appropriate, including an order—
 - (a) for the purposes of enforcing the duty in section 6(3A) or (3B),
 - (b) in connection with the performance of that duty, or
 - (c) to wind up the limited partnership.
- (2) The court may make an order under subsection (1) on an application by any of the following—
 - (a) the Secretary of State;
 - (b) the Scottish Ministers, but only if the limited partnership is registered in Scotland or they appear to the court to have sufficient interest for any other reason;
 - (c) the Department for the Economy in Northern Ireland, but only if the limited partnership is registered in Northern Ireland or the Department appears to the court to have sufficient interest for any other reason;
 - (d) any other person appearing to the court to have sufficient interest.
- (3) The Secretary of State must consult the Scottish Ministers before making an application for an order under subsection (1) in respect of a limited partnership registered in Scotland.
- (4) The Secretary of State must consult the Department for the Economy in Northern Ireland before making an application for an order under subsection (1) in respect of a limited partnership registered in Northern Ireland.
- (5) The power in subsection (1) does not limit any other power the court has in the same circumstances.”

133 Power to make provision about winding up

After section 29 of the Limited Partnerships Act 1907 (inserted by section 132 of this Act) insert—

“30 Power to make provision about winding up

- (1) The Secretary of State may by regulations make provision in relation to the winding up of a limited partnership under section 28 or 29 that corresponds or is similar to any provision of the Insolvency Act 1986 or the Insolvency (Northern Ireland) Order 1989 (including any provision of that Act or Order that relates to the allocation of jurisdiction or distribution of business between courts in any part of the United Kingdom).
- (2) Before making regulations under subsection (1) the Secretary of State must—
 - (a) obtain the consent of the Department for the Economy in Northern Ireland, so far as the regulations relate to limited partnerships registered in Northern Ireland;
 - (b) obtain the consent of the Scottish Ministers, so far as the regulations relate to limited partnerships registered in Scotland.
- (3) The provision that may be made by regulations under subsection (1) by virtue of section 38(1) includes provision amending, repealing or revoking provision made by or under either of the following, whenever passed or made—
 - (a) an Act;
 - (b) Northern Ireland legislation.
- (4) Regulations under this section are subject to the affirmative resolution procedure.”

134 Winding up of limited partnerships: concurrent proceedings

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) In section 6 (modifications of general law in case of limited partnerships), for subsection (3D) substitute—

“(3D) Subsections (3A) and (3B) have effect subject to any order of a court as to the winding up of the affairs of the partnership and any award of sequestration of the partnership’s estate under the Bankruptcy (Scotland) Act 2016.”
- (3) After section 30 (inserted by section 133 of this Act) insert—

“31 Winding up of limited partnerships: concurrent proceedings

- (1) Where a petition under section 28 in respect of a limited partnership is pending, a general partner of the limited partnership who is or becomes aware of any of the circumstances mentioned in subsection (3) must notify the court to which the petition was presented.
- (2) Where an application under section 29 in respect of a limited partnership is pending—
 - (a) a general partner of the limited partnership who is or becomes aware any of the circumstances mentioned in subsection (3) must notify the court to which the application was made, and
 - (b) if the application was made by a person other than the Secretary of State, the applicant must notify the court to which the application was

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

made if the applicant is or becomes aware of any of the circumstances mentioned in subsection (3).

- (3) The circumstances are that—
- (a) a petition for sequestration of the limited partnership’s estate under the Bankruptcy (Scotland) Act 2016 is before a sheriff,
 - (b) an application to the Accountant in Bankruptcy for sequestration of the limited partnership’s estate under that Act is pending,
 - (c) sequestration has been awarded by virtue of any such petition or application and the limited partnership’s estate is being sequestered,
 - (d) a trust deed in respect of the limited partnership’s estate has been sent to the Accountant in Bankruptcy for registration under that Act and the registration has not been refused,
 - (e) a protected trust deed (within the meaning of that Act) is in force in respect of the limited partnership’s estate,
 - (f) an application by the limited partnership for approval of a debt payment programme under the Debt Arrangement and Attachment (Scotland) Act 2002 is pending, or
 - (g) such a programme has been approved under that Act and has not been completed.
- (4) A person is not required to notify the court of circumstances under subsection (1) or (2) if another person has notified the court of those circumstances.
- (5) If a person fails to comply with subsection (1) or (2) an offence is committed by—
- (a) the person, and
 - (b) if the person is a legal entity, any of its managing officers who is in default.
- (6) 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.
- (7) A managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (8) But a corporate managing officer does not commit an offence as a managing officer in default unless one of its managing officers is in default.
- (9) Where any such offence is committed by a corporate managing officer the managing officer in question also commits the offence (subject to subsection (8)).
- (10) For the purposes of this section a petition or application is “pending” if it has been presented or made and it has not fallen, been withdrawn or been determined.

32 Power to amend circumstances for notification under section 31

- (1) The Secretary of State or the Scottish Ministers may by regulations amend the list in section 31(3).
- (2) Before making regulations under subsection (1) the Secretary of State must obtain the consent of the Scottish Ministers.
- (3) Regulations made by the Secretary of State under subsection (1) are subject to the affirmative resolution procedure.
- (4) Regulations made by the Scottish Ministers under subsection (1) are subject to the affirmative procedure (see Part 2 of the Interpretation and Legislative Reform (Scotland) Act 2010 (asp 10)).”

135 Sequestration of limited partnerships: concurrent winding up proceedings

- (1) The Bankruptcy (Scotland) Act 2016 is amended as follows.
- (2) In section 17 (concurrent proceedings for sequestration or analogous remedy)—
 - (a) in subsection (2)(b), after “awarded” insert “and the debtor’s estate is being sequestrated”;
 - (b) in subsection (2)(c)—
 - (i) omit “has been made”;
 - (ii) after “estate” insert “is pending”;
 - (c) in subsection (2)(d), after “application” insert “and the debtor’s estate is being sequestrated”;
 - (d) in subsection (2)(g), after “under” insert “section 28 of the Limited Partnerships Act 1907,”;
 - (e) after subsection (2)(g) insert—
 - “(ga) such a petition has been granted,
 - (gb) an application in respect of the debtor is before a court under section 29 of the Limited Partnerships Act 1907,
 - (gc) such an application has been granted,”;
 - (f) after subsection (7) insert—

“(7A) For the purposes of subsection (2)(c), a debtor application is “pending” if it has been made and has not fallen, been withdrawn or been determined.”
- (3) In section 18 (powers in relation to concurrent proceedings)—
 - (a) in subsection (1), for “(g)” substitute “(gc)”;
 - (b) in subsection (2), for “or (g)” substitute “, (g), (ga), (gb) or (gc)”;
 - (c) in subsection (8), for “(g)” substitute “(gc)”.

*The register of limited partnerships***136 The register of limited partnerships**

- (1) The Limited Partnerships Act 1907 is amended as follows.

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

- (2) In section 3 (interpretation of terms), in subsection (1) (created by section 110 of this Act), at the appropriate place insert—
- ““the register of limited partnerships” means the records kept by the registrar under section 1080 of the Companies Act 2006 relating to limited partnerships;”.
- (3) Omit sections 13 and 14.
- (4) For section 16 substitute—

“The register of limited partnerships

16 Inspection and copies of the register of limited partnerships

- (1) Any person may—
- (a) inspect the register of limited partnerships;
 - (b) require a copy of any material on the register of limited partnerships that is available for inspection.
- (2) The right of inspection extends to the originals of documents delivered to the registrar in hard copy form if, and only if, the record kept by the registrar of the contents of the document is illegible or unavailable (see section 1083(1) of the Companies Act 2006 for provision about the retention of hard copies by the registrar).
- (3) The registrar may specify the form and manner in which an application is to be made for inspection or a copy.
- (4) The registrar may determine the form and manner in which the copies are to be provided.
- (5) Section 1091 of the Companies Act 2006 (certification of copies), and any regulations made under it, apply in relation to copies provided under this section as they apply in relation to the copies provided as mentioned in that section.
- (6) This section has effect subject to section 16A and 16B.”

137 Material not available for public inspection

- (1) After section 16 of the Limited Partnerships Act 1907 (inserted by section 136 of this Act) insert—

“16A Material not available for public inspection

- (1) The registrar must not make the following material available for public inspection, so far as it forms part of the register of limited partnerships—
- (a) any application or other document delivered to the registrar under section 8G, 8Q or 8W (changes of addresses by registrar) other than an order or direction of the court;
 - (b) so much of any document delivered to the registrar as is required to contain—

- (i) a limited partnership’s registered email address,
 - (ii) the email address of the named contact for a general partner’s managing officer,
 - (iii) protected date of birth information, or
 - (iv) protected residential address information;
 - (c) so much of any statement delivered to the registrar under any of the following provisions as is required to confirm that an individual is an individual whose identity is verified (within the meaning of section 1110A of the Companies Act 2006)—
 - section 8A(1F)(b);
 - section 8L(3)(a) or (b);
 - section 8R(7)(b);
 - (d) any statement delivered to the registrar by virtue of section 33(3) (documents to be delivered by authorised corporate service providers);
 - (e) any statement or other document delivered to the registrar by virtue of section 1067A of the Companies Act 2006 (delivery of documents: identity verification and authorised corporate service providers);
 - (f) any statement made in accordance with regulations made by virtue of section 1082(2)(c) of the Companies Act 2006 (statement of unique identifier);
 - (g) any document provided to the registrar under section 1092A of the Companies Act 2006 (power to require further information);
 - (h) any record of the information contained in a document or part of a document that is unavailable because of any of the previous paragraphs of this subsection;
 - (i) any e-mail address, identification code or password deriving from a document delivered for the purpose of authorising or facilitating electronic filing procedures or providing information by telephone;
 - (j) any other material excluded from public inspection by or under any other enactment.
- (2) The registrar need not retain material to which subsection (1) applies for longer than appears to the registrar reasonably necessary for the purposes for which the material was delivered to the registrar.
- (3) In this section—
- “protected date of birth information” means information as to the day of the month (but not the month or year) on which—
 - (a) a partner was born, or
 - (b) a general partner’s registered officer was born;
 - “protected residential address information” means information as to the usual residential address of—
 - (a) a partner,
 - (b) a general partner’s registered officer, or
 - (c) the named contact for a general partner’s managing officer.
- (4) Information about a partner, registered officer or named contact does not cease to be protected date of birth information or protected residential address

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

information when they cease to be a partner, registered officer or named contact.

- (5) The restrictions on making information available for public inspection imposed by subsection (1)(h) and (i) do not affect the availability for public inspection of the same information contained in material derived from another description of document (or part of a document) in relation to which the relevant restriction does not apply.
- (6) In this section “registered officer” and “named contact” have the meanings given by section 8K(4) and (5).”
- (2) In section 1083 of the Companies Act 2006 (preservation of original documents), in subsection (1), for the second sentence substitute—
- “This is subject to—
- (a) section 1087(3) (extent of obligation to retain material not available for public inspection);
 - (b) section 16A(2) of the Limited Partnerships Act 1907 (extent of obligation to retain material not available for public inspection);
 - (c) section 22(5) of the Economic Crime (Transparency and Enforcement) Act 2022 (extent of obligation to retain material not available for public inspection).”

138 Records relating to dissolved or deregistered limited partnerships

After section 16A of the Limited Partnerships Act 1907 (inserted by section 137 of this Act) insert—

“16B Records relating to dissolved or deregistered limited partnerships

- (1) This section applies where a limited partnership is dissolved or deregistered under section 26.
- (2) The registrar need not make any information contained in records relating to the limited partnership available for public inspection at any time after the end of the period of 20 years beginning with the date on which the limited partnership is dissolved or deregistered.
- (3) The registrar of companies for England and Wales may, at any time after the period of two years beginning with the date on which the limited partnership is dissolved or deregistered, direct that any records relating to the limited partnership that are held by the registrar are to be removed to the Public Record Office.
- (4) The registrar of companies for Northern Ireland may, at any time after the period of two years beginning with the date on which the limited partnership is dissolved or deregistered, direct that any records relating to the limited partnership that are held by the registrar are to be removed to the Public Record Office of Northern Ireland.
- (5) Records in respect of which a direction is given under subsection (3) or (4) are to be disposed of under the enactments relating to the Public Record Office or, as the case may be, the Public Record Office of Northern Ireland.”

*Disclosure of information***139 Disclosure of information about partners**

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) After section 16B of the Limited Partnerships Act 1907 (inserted by section 138 of this Act) insert—

*“Restriction on disclosure of information by registrar***16C Restriction on disclosure of information by registrar**

- (1) The registrar must not disclose protected date of birth information or protected residential address information except—
 - (a) in accordance with subsection (2) or (3),
 - (b) in accordance with section 16E (disclosure of protected residential address information under court order), or
 - (c) as permitted by section 1110F of the Companies Act 2006 (general powers of disclosure by the registrar).
- (2) The registrar may disclose protected date of birth information or protected residential address information if the same information is required to be made available for public inspection as a result of being contained in a document, part of a document or record to which section 16A(1) does not apply.
- (3) The registrar may disclose protected date of birth information or protected residential address information to a credit reference agency.
- (4) The Secretary of State may make provision by regulations specifying conditions for the disclosure of protected date of birth information or protected residential address information in accordance with subsection (3).
- (5) The Secretary of State may make provision by regulations requiring the registrar, on application, to refrain from disclosing protected date of birth information or protected residential address information to a credit reference agency.
- (6) Regulations under subsection (5) may make provision of the kind referred to in section 243(5) to (6A) of the Companies Act 2006.
- (7) In this section—

“credit reference agency” means a person carrying on a business comprising the provision of information relevant to the financial standing of individuals, being information collected by the agency for that purpose;

“protected date of birth information” has the meaning given by section 16A(3);

“protected residential address information” has the meaning given by section 16A(3).
- (8) Regulations under this section are subject to the negative resolution procedure.

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

Restriction on use or disclosure of information by partners

16D Restriction on use or disclosure of information by partners

- (1) A limited partner must not—
 - (a) use or disclose protected residential address information, except for communicating with the individual concerned, or
 - (b) use or disclose protected date of birth information.
- (2) A general partner must not use or disclose protected residential address information, except—
 - (a) for communicating with the individual concerned,
 - (b) in order to comply with any requirement of this Act as to information to be sent to the registrar, or
 - (c) in accordance with section 16E (disclosure of residential address information under court order).
- (3) A general partner must not use or disclose protected date of birth information except in order to comply with any requirement of this Act as to information to be sent to the registrar.
- (4) Subsections (1), (2) and (3) do not prohibit any use or disclosure of protected date of birth information or protected residential address information with the consent of the individual concerned.
- (5) If a partner uses or discloses information in contravention of subsection (1), (2) or (3) an offence is committed by—
 - (a) the partner, and
 - (b) if the partner is a legal entity, any of its managing officers who is in default.
- (6) 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.
- (7) A managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (8) But a corporate managing officer does not commit an offence as a managing officer in default unless one of its managing officers is in default.
- (9) Where any such offence is committed by a corporate managing officer the managing officer in question also commits the offence (subject to subsection (8)).
- (10) In this section—

“protected date of birth information” has the meaning given by section 16A(3);

“protected residential address information” has the meaning given by section 16A(3).

Disclosure of protected residential address information under court order

16E Disclosure of protected residential address information under court order

- (1) The court may make an order for the disclosure of protected residential address information by the appropriate limited partnership or by the registrar if—
 - (a) there is evidence that service of documents at a service address other than the individual’s usual residential address is not effective to bring them to the notice of the individual, 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 may be made only if—
 - (a) the appropriate limited partnership does not have the protected residential address information, or
 - (b) the appropriate limited partnership was dissolved.
- (3) The order may be made on the application of a liquidator, creditor or partner of the appropriate limited partnership, 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.
- (5) In this section—

“appropriate limited partnership” —

 - (a) in relation to protected residential address information about a partner in a limited partnership means that limited partnership;
 - (b) in relation to protected residential address information about a registered officer of a general partner in a limited partnership means that limited partnership;
 - (c) in relation to protected residential address information about a named contact for the managing officer of a general partner in a limited partnership means that limited partnership;

“named contact” has the meaning given by section 8K(5);

“protected residential address information” has the meaning given by section 16A(3);

“registered officer” has the meaning given by section 8K(4).”
- (3) In section 3 (interpretation of terms), in subsection (1) (created by section 110 of this Act), at the appropriate place insert—

““the court” has the same meaning as in the Companies Acts (see section 1156 of the Companies Act 2006);”.

*The registrar's role relating to dissolution, revival and deregistration***140 Duty to notify registrar of dissolution**

After section 17 of the Limited Partnerships Act 1907 (power of board of trade to make rules) insert—

*“Dissolution, revival and deregistration***18 Duty to notify registrar of dissolution**

- (1) A person who is a general partner in a limited partnership at a time when it is dissolved must notify the registrar of the dissolution within the period of 14 days beginning with the day on which the person becomes aware of its dissolution.
- (2) A person who is a limited partner in a limited partnership at a time when it is dissolved must, if there are no general partners at that time, notify the registrar of the dissolution within the period of 14 days beginning with the day on which the person becomes aware of its dissolution.
- (3) But no notice is required under subsection (1) or (2) if—
 - (a) the limited partnership is dissolved under section 19(6) (dissolution on publication of notice in Gazette),
 - (b) another person has notified the registrar of the dissolution under subsection (1) or (2), or
 - (c) a dissolution notice under section 19 is published before the end of the period of 14 days mentioned in subsection (1) or (2).
- (4) If a person fails to comply with subsection (1) or (2) an offence is committed by—
 - (a) the person, and
 - (b) if the person is a legal entity, any of its managing officers 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;
 - (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.
- (6) A managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (7) But a corporate managing officer does not commit an offence as a managing officer in default unless one of its managing officers is in default.
- (8) Where any such offence is committed by a corporate managing officer the managing officer in question also commits the offence (subject to subsection (7)).”

141 Registrar’s power to confirm dissolution of limited partnership

- (1) The Limited Partnerships Act 1907 is amended as follows.
- (2) After section 18 of the Limited Partnerships Act 1907 (inserted by section 140 of this Act) insert—

“19 Registrar’s power to confirm dissolution of limited partnership

- (1) If the registrar has reasonable cause to believe that a limited partnership has been dissolved, the registrar may publish a notice in the Gazette (a “dissolution notice”) stating that fact.
- (2) Where the registrar proposes to publish a dissolution notice, the registrar must first publish in the Gazette a notice (a “warning notice”)—
 - (a) explaining the registrar’s proposal and its effect (see subsection (6)), and
 - (b) inviting any person to make representations about the registrar’s proposal.
- (3) The registrar must send a copy of the warning notice to—
 - (a) the registered office of the limited partnership, and
 - (b) at least one person who appears in the register of limited partnerships as a general partner in the limited partnership (if there are any).
- (4) The registrar may not publish a dissolution notice until after the end of the period of two months beginning with the first day on which the registrar has complied with subsection (2) and subsection (3).
- (5) The dissolution notice must—
 - (a) state the firm name of the limited partnership,
 - (b) state the limited partnership’s registration number, and
 - (c) explain the effect of the publication of the notice (see subsection (6)).
- (6) On the publication of a dissolution notice, the limited partnership to which it relates is dissolved if it was not already dissolved.
- (7) For the purposes of subsection (3), a person “appears in the register of limited partnerships as a general partner in the limited partnership” if—
 - (a) either—
 - (i) the person was named as a proposed general partner in the application for registration of the limited partnership under section 8A, or
 - (ii) the general partners have given the registrar notice under section 8R that the person has become a general partner in the limited partnership, and
 - (b) the general partners have not since—
 - (i) given the registrar notice under section 8R that the person has ceased to be a general partner in the limited partnership, or
 - (ii) given the registrar notice under section 8T that the person did not become a general partner on registration of the limited partnership.

20 Administrative revival

- (1) On an application under this section the registrar must revive a limited partnership if the registrar is satisfied that the following conditions are met.
- (2) Condition 1 is that the limited partnership was dissolved under section 19(6) (dissolution on publication of notice in Gazette).
- (3) Condition 2 is that the applicant has delivered to the registrar such documents as are necessary to ensure that, if the limited partnership is revived, the records kept by the registrar relating to the limited partnership will be up to date.
- (4) Condition 3 is that each relevant person has paid any outstanding fines or financial penalties imposed on them in respect of an offence—
 - (a) under this Act, or
 - (b) by virtue of regulations made under section 7A of this Act, relating to the limited partnership.
- (5) An application under this section may only be made by a person who was a general partner in the limited partnership immediately before it was dissolved.
- (6) The application must include a statement that—
 - (a) the conditions in subsections (2), (3) and (4) are met, and
 - (b) the applicant is a person mentioned in subsection (5).
- (7) An application under this section may not be made after the end of the period of six years beginning with the date on which the limited partnership was dissolved.
- (8) For the purpose of subsection (7) an application is made when it is received by the registrar.
- (9) In subsection (4) “relevant person” means—
 - (a) the applicant,
 - (b) any person who—
 - (i) was a general partner in the limited partnership immediately before it was dissolved, and
 - (ii) if the limited partnership is revived, will be a general partner in the limited partnership immediately after its revival, or
 - (c) any person who is a managing officer of a legal entity where the legal entity is—
 - (i) a person mentioned in paragraph (a) or (b), or
 - (ii) a person falling within this paragraph.

21 Registrar’s decision on application for administrative revival

- (1) The registrar must give notice to the applicant of the decision on an application under section 20.
- (2) If the limited partnership is revived, the revival takes effect on the date that the notice is sent.
- (3) If the limited partnership is revived the registrar must—

- (a) enter on the register of limited partnerships a note of the date on which the revival of the limited partnership takes effect, and
 - (b) cause notice of the revival to be published in the Gazette.
- (4) Notes entered on the register of limited partnerships in accordance with subsection (3)(a) are part of the register of limited partnerships.
- (5) The notice under subsection (3)(b) must state—
 - (a) the limited partnership’s name (which must be the name that it had before it was dissolved under section 19(6)),
 - (b) the limited partnership’s registration number, and
 - (c) the date on which the revival of the limited partnership takes effect.

22 Effect of administrative revival

- (1) The general effect of administrative revival is that the limited partnership is to be treated as having continued in existence as if it had not been dissolved under section 19(6).
- (2) The court may give such directions and make such provision as seems just for placing the limited partnership and all other persons in the same position (as nearly as may be) as if the limited partnership had not been dissolved under section 19(6).
- (3) An application to the court for such directions or provision may be made at any time within the period of three years beginning with the date on which the revival of the limited partnership took effect.

23 Application to court for revival

- (1) An application may be made to the court to revive a limited partnership that has been dissolved under section 19(6) (dissolution on publication of notice in Gazette).
- (2) An application under this section may be made by—
 - (a) the Secretary of State,
 - (b) a person who was a partner in the limited partnership immediately before it was dissolved, or
 - (c) any other person appearing to the court to have an interest in the matter.
- (3) An application to the court for the revival of a limited partnership may only be made—
 - (a) within the period of six years beginning with the date on which the limited partnership was dissolved, or
 - (b) where the applicant made an application under section 20 that was refused, within the period of 28 days beginning with the date on which notice of the registrar’s decision was sent by the registrar to the applicant.

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

24 Decision on application for revival by the court

- (1) If, on an application under section 23, the court orders revival of the limited partnership, the revival takes effect on a copy of the court’s order being delivered to the registrar.
- (2) The registrar must publish a notice in the Gazette of the revival of the limited partnership.
- (3) The notice must state—
 - (a) the limited partnership’s name (which must be the name that it had before it was dissolved under section 19(6)),
 - (b) the limited partnership’s registration number, and
 - (c) the date on which the revival of the limited partnership takes effect.

25 Effect of court order for revival

- (1) The general effect of an order by the court for revival is that the limited partnership is to be treated as having continued in existence as a limited partnership as if it had not been dissolved under section 19(6).
- (2) The court may give such directions and make such provision as seems just for placing the limited partnership and all other persons in the same position (as nearly as may be) as if the limited partnership had not been dissolved under section 19(6).
- (3) The court may also give directions as to—
 - (a) the delivery to the registrar of such documents relating to the limited partnership as are necessary to bring up to date the records kept by the registrar, or
 - (b) the payment of the costs (in Scotland, expenses) of the registrar in connection with the proceedings for the revival of the limited partnership.”
- (3) In section 3 (interpretation of terms), in subsection (1) (created by section 110 of this Act), at the appropriate place insert—

““the Gazette” means—

 - (a) as respects limited partnerships registered in England and Wales, the London Gazette,
 - (b) as respects limited partnerships registered in Scotland, the Edinburgh Gazette, and
 - (c) as respects limited partnerships registered in Northern Ireland, the Belfast Gazette;”.
- (4) In section 10 (advertisement in Gazette), omit subsection (2).

142 Registrar’s power to confirm dissolution: transitional provision

If the registrar exercises the power in section 19(1) of the Limited Partnerships Act 1907 (power to confirm dissolution of limited partnership) during the period of 6 months beginning when section 141(2) of this Act comes fully into force,

subsections (2) to (4) of section 19 of the Limited Partnerships Act 1907 (publication of warning notice) do not apply.

143 Voluntary deregistration of limited partnership

After section 25 of the Limited Partnerships Act 1907 (inserted by section 141 of this Act) insert—

“26 Voluntary deregistration of limited partnership

- (1) The registrar must deregister a limited partnership if a statement is delivered to the registrar which is authenticated by or on behalf of each partner confirming that they want the limited partnership to be deregistered.
- (2) The registrar deregisters the limited partnership by publishing a notice in the Gazette of the limited partnership’s deregistration (a “deregistration notice”).
- (3) The deregistration notice must state—
 - (a) the firm name of the limited partnership, and
 - (b) the limited partnership’s registration number.
- (4) On the publication of the deregistration notice, the limited partnership ceases to be registered as a limited partnership under this Act (but this does not prevent any ongoing relationship from being a partnership).”

144 Removal of limited partnership from index of names

After section 26 of the Limited Partnerships Act 1907 (inserted by section 143 of this Act) insert—

“27 Removal of limited partnership from index of names

- (1) The registrar must remove a limited partnership from the index of names as soon as reasonably practicable if the registrar—
 - (a) becomes aware that the limited partnership is dissolved (whether on the receipt of a notice under section 18, the publication of a dissolution notice under section 19(6) or otherwise), or
 - (b) publishes a deregistration notice under section 26 in respect of the limited partnership.
- (2) If the registrar removes a limited partnership from the index of names, the registrar must include a note in the register of limited partnerships stating either—
 - (a) that the limited partnership has been removed from the index of names because of its dissolution, or
 - (b) that the limited partnership has been removed from the index of names because of its deregistration under section 26.
- (3) The registrar must also publish a notice of the removal in the Gazette if the limited partnership is removed from the index of names other than following the publication of a dissolution notice under section 19 or a deregistration notice under section 26.

- (4) Notes included in the register of limited partnerships in accordance with subsection (2) are part of the register of limited partnerships.
- (5) A note may be removed if it no longer serves any useful purpose.
- (6) In this section “the index of names” means the index kept by the registrar under section 1099 of the Companies Act 2006.”

Delivery of documents

145 Delivery of documents relating to limited partnerships

After section 32 of the Limited Partnerships Act 1907 (inserted by section 134 of this Act) insert—

“Delivery of documents to the registrar

33 Documents to be delivered by authorised corporate service providers

- (1) An individual may not deliver a document under a provision listed in subsection (3) to the registrar on their own behalf (and, accordingly, any delivery of a document under such a provision must be made on the individual’s behalf in accordance with subsection (2)).
- (2) An individual may not deliver a document under a provision listed in subsection (3) to the registrar on behalf of another person unless—
 - (a) the individual is an authorised corporate service provider, or
 - (b) the individual is an officer or employee of an authorised corporate service provider.
- (3) The provisions are—
 - (a) section 8A (application for registration);
 - (b) section 8F (change of address of registered office) or 8I (change of registered email address);
 - (c) section 8L, 8M, 8N or 8O (changes relating to officers of general partners);
 - (d) section 8R, 8S or 8T (changes relating to partners);
 - (e) section 10A or 10B (other changes in partnerships), other than a notice under section 10A(2)(b)(i) or 10B(2)(a);
 - (f) section 10D (confirmation statements);
 - (g) section 20 (administrative revival).
- (4) The Secretary of State may by regulations—
 - (a) amend this section for the purposes of changing who may deliver a document under a provision listed in subsection (3) to the registrar on behalf of another person;
 - (b) amend the list in subsection (3).
- (5) Regulations under subsection (4) are subject to the affirmative resolution procedure.”

146 General false statement offences

After section 33 of the Limited Partnerships Act 1907 (inserted by section 145 of this Act) insert—

“34 False statements: basic offence

- (1) It is an offence for a person, without reasonable excuse, to—
 - (a) deliver or cause to be delivered to the registrar, for the purposes of this Act, a document that is misleading, false or deceptive in a material particular, or
 - (b) make to the registrar, for the purposes of this Act, a statement that is misleading, false or deceptive in a material particular.
- (2) Where the offence is committed by a legal entity, every managing officer of the entity who is in default also commits the offence.
- (3) A person guilty of an offence under this section is liable—
 - (a) on summary conviction in England and Wales, to a fine;
 - (b) on summary conviction in Scotland, to a fine not exceeding level 5 on the standard scale;
 - (c) on summary conviction in Northern Ireland, to a fine not exceeding level 5 on the standard scale.
- (4) A managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (5) But a corporate managing officer does not commit an offence as a managing officer in default unless one of its managing officers is in default.
- (6) Where any such offence is committed by a corporate managing officer the managing officer in question also commits the offence (subject to subsection (5)).

35 False statements: aggravated offence

- (1) It is an offence for a person knowingly to—
 - (a) deliver or cause to be delivered to the registrar, for the purposes of this Act, a document that is misleading, false or deceptive in a material particular, or
 - (b) make to the registrar, for the purposes of this Act, a statement that is misleading, false or deceptive in a material particular.
- (2) Where the offence is committed by a legal entity, every managing officer of the entity who is in default also commits the offence.
- (3) A person guilty of an offence under this section is liable—
 - (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
 - (b) on summary conviction—

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

- (i) in England and Wales, to imprisonment for a term not exceeding the general limit in a magistrates’ court or a fine (or both);
 - (ii) in Scotland, to imprisonment for a term not exceeding 12 months or a fine not exceeding the statutory maximum (or both);
 - (iii) in Northern Ireland, to imprisonment for a term not exceeding 6 months or a fine not exceeding the statutory maximum (or both).
- (4) A managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (5) But a corporate managing officer does not commit an offence as a managing officer in default unless one of its managing officers is in default.
- (6) Where any such offence is committed by a corporate managing officer the managing officer in question also commits the offence (subject to subsection (5)).”

National security exemption from identity verification

147 National security exemption from identity verification

After section 35 of the Limited Partnerships Act 1907 (inserted by section 146 of this Act) insert—

“National security exemption from identity verification

36 National security exemption from identity verification

- (1) The Secretary of State may, by written notice given to a person, provide for one or more of the effects listed in subsection (2) to apply in relation to the person, if satisfied that to do so is necessary—
- (a) in the interests of national security, or
 - (b) for the purposes of preventing or detecting serious crime.
- (2) The effects for which the notice may provide are that—
- (a) a statement under section 8A(1C) may name the person as a proposed general partner’s proposed registered officer even if the person does not meet the requirement in paragraph (c) of that subsection;
 - (b) a statement by the person under section 8A(1F)(b) is not required to confirm that the person meets the requirement in sub-paragraph (iii) of that paragraph;
 - (c) where the person is a general partner’s registered officer, section 8K(1)(c) does not impose any obligation on the general partner;
 - (d) a statement under section 8L(3)(a) or (b) made in relation to a notice naming the person as a general partner’s new registered officer is not required to confirm that the person meets the requirement in section 8K(1)(c);

- (e) a statement under section 8R(4) may name the person as a general partner’s proposed registered officer even if the person does not meet the requirement in section 8K(1)(c);
 - (f) a statement by the person under section 8R(7)(b) is not required to confirm that the person meets the requirement in section 8K(1)(c);
 - (g) section 33 (documents to be delivered by authorised corporate service providers) does not apply in relation to the delivery of documents to the registrar by the person on their own behalf or on behalf of another.
- (3) For the purposes of subsection (1)(b)—
- (a) “crime” means conduct which—
 - (i) constitutes a criminal offence, or
 - (ii) is, or corresponds to, any conduct which, if it all took place in any one part of the United Kingdom, would constitute a criminal offence, and
 - (b) crime is “serious” if—
 - (i) the offence which is or would be constituted by the conduct is an offence for which the maximum sentence (in any part of the United Kingdom) is imprisonment for 3 years or more, or
 - (ii) the conduct involves the use of violence, results in substantial financial gain or is conduct by a large number of persons in pursuit of a common purpose.”

*Service on a limited partnership***148 Service on a limited partnership**

After section 36 of the Limited Partnerships Act 1907 (inserted by section 147 of this Act) insert—

*“Service of documents***37 Service of documents on limited partnership**

A document may be served on a limited partnership by leaving it at, or sending it by post to, the limited partnership’s registered office.”

*Application of other laws***149 Application of company law**

After section 7 of the Limited Partnerships Act 1907 insert—

“7A Application of company law

- (1) The Secretary of State may by regulations—
 - (a) make provision in relation to limited partnerships that corresponds or is similar to any provision relating to companies or other corporations made by or under, or capable of being made under, any Act;

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

- (b) provide for any such provision which would otherwise have effect in relation to limited partnerships not to apply to them or to apply to them with such modifications as appear appropriate.
- (2) Regulations under subsection (1) may amend or repeal provision made by this Act, the Partnership Act 1890 or the Companies Act 2006.
- (3) The provision which may be made by regulations under subsection (1) by virtue of section 38(1) includes provision amending, repealing or revoking provision made by or under any Act, whenever passed or made.
- (4) Regulations under subsection (1) are subject to the negative resolution procedure if they only make provision that corresponds or is similar to provision made or capable of being made by regulations subject to the negative resolution procedure.
- (5) Any other regulations under subsection (1) are subject to the affirmative resolution procedure.”

150 Application of Partnership Act 1890 (meaning of firm)

In section 4 of the Partnership Act 1890 (meaning of firm), after subsection (2) insert—

“(3) In relation to a limited partnership registered under the Limited Partnerships Act 1907, subsection (2) applies only if the limited partnership was registered by the registrar for Scotland.”

Regulations

151 Limited partnerships: regulations

After section 37 of the Limited Partnerships Act 1907 (inserted by section 148 of this Act) insert—

“Regulations

38 Regulations

- (1) A power to make regulations under any provision of this Act includes power to make—
 - (a) consequential, supplementary, incidental, transitional or saving provision;
 - (b) different provision for different purposes.
- (2) Regulations made by the Secretary of State under this Act are to be made by statutory instrument.
- (3) Where regulations under this Act are subject to “the affirmative resolution procedure”, the regulations may not be made unless a draft of the statutory instrument containing them has been laid before and approved by a resolution of each House of Parliament.

- (4) Where regulations under this Act are subject to “the negative resolution procedure”, the statutory instrument containing the regulations is subject to annulment in pursuance of a resolution of either House of Parliament.
- (5) Any provision that may be made by regulations under this Act subject to the negative resolution procedure may be made by regulations subject to the affirmative resolution procedure.”

Further amendments

152 Limited partnerships: further amendments

- (1) Section 17 of the Limited Partnerships Act 1907 is omitted.
- (2) Schedule 5 contains consequential amendments relating to this Part.