

2005 No. 1989

PARTNERSHIP

**The Limited Liability Partnerships (Amendment) Regulations
2005**

<i>Made</i> - - - -	<i>13th July 2005</i>
<i>Laid before Parliament</i>	<i>20th July 2005</i>
<i>Coming into force</i> - -	<i>1st October 2005</i>

The Secretary of State, in exercise of the powers conferred upon him by sections 14, 15 and 17 of the Limited Liability Partnerships Act 2000(a) and of all other powers enabling him in that behalf, hereby makes the following Regulations:

Citation, commencement and interpretation

1.—(1) These Regulations may be cited as the Limited Liability Partnerships (Amendment) Regulations 2005 and come into force on 1st October 2005 (“the commencement date”).

(2) Regulation 2 below has effect as respects financial years which begin on or after 1st January 2005 and which end on or after the commencement date.

(3) In these Regulations—

“the 1985 Act” means the Companies Act 1985(b),

“the 1986 Act” means the Insolvency Act 1986(c), and

“the principal regulations” means the Limited Liability Partnerships Regulations 2001(d).

Amendment of Schedule 1 to the principal regulations (accounts and audit)

2. Schedule 1 to the principal regulations (modifications to provisions of Part 7 of the 1985 Act as applied to limited liability partnerships) is amended in accordance with Schedule 1 to these Regulations.

Amendment of Schedule 3 to the principal regulations (insolvency)

3. Schedule 3 to the principal regulations (modifications to provisions of the 1986 Act as applied to limited liability partnerships) is amended in accordance with Schedule 2 to these Regulations.

(a) 2000 c.12.

(b) 1985 c.6.

(c) 1986 c.45.

(d) S.I. 2001/1090, as amended by S.I. 2004/355.

Transitional provision

4. In a case where a petition for an administration order has been presented before the commencement date, the amendments to the principal regulations made by regulation 3 shall have no effect.

13th July 2005

Gerry Sutcliffe
Parliamentary Under-Secretary of State for
Employment Relations and Consumers
Department of Trade and Industry

FURTHER MODIFICATIONS TO PROVISIONS OF PART 7 OF THE 1985 ACT APPLIED TO LIMITED LIABILITY PARTNERSHIPS

1. Schedule 1 to the principal regulations is amended as follows.

2. After the entry relating to section 225 of the 1985 Act (alteration of accounting reference date) insert—

<i>Provision of Part 7</i>	<i>Modification</i>
“Section 226 (duty to prepare individual accounts)(a)	Omit subsection (3).
Section 227 (duty to prepare group accounts)(b)	Omit subsection (4).”.

3. After the entry relating to section 228 of the 1985 Act (exemption for parent companies included in accounts of larger group) insert—

<i>Provision of Part 7</i>	<i>Modification</i>
“Section 228A (exemption for parent companies included in non-EEA group accounts)(c)	Omit subsection (4).”.

4. For the entry relating to sections 234 (duty to prepare directors’ report) and 234A (approval and signing of directors’ report) of the 1985 Act substitute—

<i>Provision of Part 7</i>	<i>Modification</i>
“Sections 234 to 234ZZB (duty to prepare directors’ report)(d)	Omit sections 234 to 234ZZB.
Section 234ZA (statement as to disclosure of information to auditors)(e)	Omit section 234ZA.
Section 234A (approval and signing of directors’ report)(f)	Omit section 234A.
Sections 234AA (duty to prepare operating and financial review) and 234AB (approval and signing of operating and financial review)(g)	Omit sections 234AA and 234AB.
Sections 234B (duty to prepare directors’ remuneration report) and 234C (approval and signing of directors’ remuneration report)(h)	Omit sections 234B and 234C.”.

5. In the entry relating to section 235 of the 1985 Act (auditors’ report)(i), for “subsection (3)”, in both places where it occurs, substitute “subsections (3) to (5)”.

(a) Section 226 was substituted by section 4(1) of the Companies Act 1989 (c.40), and amended by regulation 2 of S.I. 2004/2947.

(b) Section 227 was substituted by section 5(1) of the Companies Act 1989, and amended by regulation 2 of S.I. 2004/2947.

(c) Section 228A was inserted by regulation 4 of S.I. 2004/2947.

(d) Section 234 was substituted, and sections 234ZZA and 234ZZB inserted, by regulation 2 of S.I. 2005/1011.

(e) Section 234ZA was inserted by section 9(3) of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (c.27).

(f) Section 234A was inserted by section 8(1) of the Companies Act 1989.

(g) Sections 234AA and 234AB were inserted by regulation 8 of S.I. 2005/1011.

(h) Sections 234B and 234C were inserted by regulation 3 of S.I. 2002/1986.

(i) Section 235 was substituted by section 9 of the Companies Act 1989, and amended by regulation 4 of S.I. 2002/1986, by regulation 6 of S.I. 2004/2947 and by regulations 3 and 10 of S.I. 2005/1011.

6. In the entry relating to section 238 of the 1985 Act (persons entitled to receive copies of accounts and reports)(a) after the entry relating to subsection (1) insert—

“subsection (1A) Omit subsection (1A)(b) to (d).”.

7. For the entry relating to subsection (1) of section 239 of the 1985 Act (right to demand copies of accounts and reports)(b) substitute—

“subsection (1) (a) Omit paragraphs (b), (ba) and (c), and
(b) in paragraph (d), omit the words from “and that directors’ report” to the end.”.

8. In the entry relating to section 240 of the 1985 Act (requirements in connection with publication of accounts)(c), for the modification to subsection (3)(d) substitute “(b) omit paragraph (e), and”.

9. After the entry relating to section 241 of the 1985 Act (accounts and report to be laid before general meeting) insert—

<i>Provision of Part 7</i>	<i>Modification</i>
“Section 241A (members’ approval of directors’ remuneration report)(d)	Omit section 241A.”.

10. For the entry relating to subsection (1) of section 242 of the 1985 Act (accounts and reports to be delivered to registrar)(e) substitute—

“subsection (1) (a) For the words “The directors of a company” substitute “The designated members of a limited liability partnership”,
(b) omit paragraphs (b), (ba) and (c),
(c) in paragraph (d), omit from “and that directors’ report” to the end, and
(d) for “the directors must annex” substitute “the designated members must annex”.”.

11. Omit the entry relating to section 243 of the 1985 Act (accounts of subsidiary undertakings to be appended in certain cases)(f).

12. Omit the entry relating to section 244(3) of the 1985 Act (3 month extension of period allowed for delivering accounts where overseas interests)(g).

13. For the entry relating to section 245 of the 1985 Act (voluntary revision of accounts)(h) substitute—

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- (a) Section 238 was substituted by section 10 of the Companies Act 1989, and amended by article 12 of S.I. 2000/3373, by regulation 10(4) of S.I. 2002/1986 and by regulation 19 of, and paragraph 2 of the Schedule to, S.I. 2005/1011.
- (b) Section 239 was substituted by section 10 of the Companies Act 1989, and amended by article 13 of S.I. 2000/3373, by regulation 10(6) of S.I. 2002/1986 and by regulation 19 of, and paragraph 3 of the Schedule to, S.I. 2005/1011.
- (c) Section 240 was substituted by section 10 of the Companies Act 1989, and amended by regulation 4 of, and paragraph 1 of Schedule 1 to, S.I. 1994/1935 and by regulation 8 of S.I. 2004/2947.
- (d) Section 241A was inserted by regulation 7 of S.I. 2002/1986.
- (e) Section 242 was substituted by section 11 of the Companies Act 1989, and amended by sections 30(1) and (4) and 35(1) of, and Schedule 2 to, the Welsh Language Act 1993 (c.38), by regulation 10(8) of S.I. 2002/1986 and by regulation 19 of, and paragraph 5 of the Schedule to, S.I. 2005/1011.
- (f) Section 243 was repealed by regulation 15 of, and paragraph 6 in Part I of Schedule 7 to, S.I. 2004/2947.
- (g) Section 244 was substituted by section 11 of the Companies Act 1989. Section 244(3) was repealed by regulation 9 of S.I. 2004/2947.
- (h) Section 245 was substituted by section 12 of the Companies Act 1989, and amended by regulation 4 of, and paragraph 2 in Part I of Schedule 1 to, S.I. 1994/1935, by regulation 10(9) of S.I. 2002/1986, by regulations 3 and 10 of, and paragraph 11 of Schedule 1 to, S.I. 2004/2947 and by regulation 14 of S.I. 2005/1011.

Provision of Part 7

“Section 245 (voluntary revision of accounts)

subsection (1)

subsection (2)

subsection (3)

subsection (4)

Modification

For subsection (1) substitute—

“(1) If it appears to the members of a limited liability partnership that any annual accounts did not comply with the requirements of this Act, they may prepare revised accounts.”.

(a) Omit the words “, report or review” in both places where they occur, and

(b) omit the words “laid before the company in general meeting or”.

Omit the words from “or a revised summary financial statement” to the end.

(a) In paragraph (a), omit the words “, statement, report or review”,

(b) in paragraph (b), omit the words “or reporting accountant” and the words “, statement, report or review”, and

(c) in paragraph (c)—

(i) for “where the previous accounts, report or review” substitute “where the previous accounts”,

(ii) omit sub-paragraph (ii), and

(iii) omit the words from “, or where a summary financial statement” to the end.”.

14. For the entry relating to section 245A (Secretary of State’s notice in respect of annual accounts, reports and reviews)(a) substitute—

Provision of Part 7

“Section 245A (Secretary of State’s notice in respect of annual accounts)

subsection (1)

subsection (2)

subsection (3)

subsection (4)

Modification

(a) For paragraphs (a) and (b) substitute—

“a copy of a limited liability partnership’s annual accounts has been delivered to the registrar,”, and

(b) omit the words “, report or review”.

Omit the words “, report or review” and the words “or a revised report or review”.

Omit the words “, report or review” in both places where they occur.

Omit the words “, revised directors’ reports and revised operating and financial reviews” and the words “, reports or reviews” in both places where they occur.”.

(a) Section 245A was inserted by section 12 of the Companies Act 1989, and amended by regulation 3 of, and paragraph 11 of Schedule 1 to, S.I. 2004/2947 and by regulation 15 of S.I. 2005/1011.

15. For the entry relating to section 245B (application in respect of defective accounts, reports and reviews)(a) substitute—

Provision of Part 7

Modification

“Section 245B (application in respect of defective accounts, reports and reviews)

subsection (1)

Omit the words “or a directors’ report or operating and financial review does not comply,” and the words “or a revised report or review”.

subsection (3)

Omit paragraph (b).

subsection (3A)

Omit subsection (3A).

subsection (4)

Omit the words “, report or review” in each place where they occur and the words “or a revised report or review”.

subsection (5)

Omit the words “, report or review” in both places where they occur.

subsection (7)

Omit the words “revised directors’ reports and revised operating and financial reviews,” and the words “, reports or reviews” in both places where they occur.”.

16. After the entry relating to section 245B insert—

Provision of Part 7

Modification

“Section 245C (other persons authorised to apply to court)

subsection (1)(b)

Omit the words “, directors’ reports and operating and financial reviews in both places where they occur.”.

17. At the beginning of the entry relating to section 246A of the 1985 Act (special provisions for medium-sized companies)(c) insert—

“subsection (2A)

Omit subsection (2A).”.

18. For the entry relating to section 247A (cases in which special provisions do not apply)(d) substitute—

Provision of Part 7

Modification

“Section 247A (cases in which special provisions do not apply)

subsection (1B)

For subsection (1B) substitute—

“(1B) A limited liability partnership is ineligible if it is a person (other than a banking limited liability partnership) who has permission under Part 4 of the Financial Services and Markets Act 2000 to carry on one or more regulated activities.”.

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- (a) Section 245B was inserted by section 12 of the Companies Act 1989, and amended by regulation 10 of S.I. 2002/1986, by regulation 3 of, and paragraph 11 of Schedule 1 to, S.I. 2004/2947 and by regulation 16 of S.I. 2005/1011.
- (b) Section 245C was inserted by section 12 of the Companies Act 1989, and amended by sections 10 and 64 of, and Schedule 8 to, the Companies (Audit, Investigations and Community Enterprise) Act 2004, by regulation 3 of, and paragraph 11 of Schedule 1 to, S.I. 2004/2947 and by regulation 17 of S.I. 2005/1011.
- (c) Section 246A was inserted by regulation 3 of S.I. 1997/220, and amended by regulation 3 of, and paragraph 13 of Schedule 1 to, S.I. 2004/2947 and by regulation 5 of S.I. 2005/1011.
- (d) Section 247A was inserted by regulation 4 of S.I. 1997/220, and amended by article 11 of S.I. 2001/3649 and by regulation 6 of S.I. 2005/1011. The entry relating to section 247A in the Schedule to the principal regulations was amended by article 8 of S.I. 2004/355.

19. After the entry relating to section 255D insert—

Provision of Part 7

Modification

“Section 256A (reporting standards)(a) Omit section 256A.”.

20. In paragraph (a) of the entry relating to subsection (1) of section 262 of the 1985 Act (minor definitions)(b), for “and “credit institution”” substitute ““credit institution” and “quoted company””.

21. In paragraph (a) of the entry relating to subsection (1) of section 262A of the 1985 Act (index of defined expressions)(c), after ““credit institution”” insert ““quoted company””.

22. In the entry relating to paragraph 3 of Schedule 4 to the 1985 Act (movements in reserves; disclosure of dividends)(d), omit the entry relating to sub-paragraph (7)(b) and (c).

23. Before the entry relating to paragraph 37 of Schedule 4 to the 1985 Act insert—

Provision of Part 7

Modification

“Paragraph 35A(e)

Omit paragraphs (b), (c) and (d).”.

24. In the entry relating to paragraph 3 of Schedule 8 to the 1985 Act (small company accounts: movements in reserves; disclosure of aggregate dividends)(f), omit the reference to sub-paragraph (7)(b).

25. Before the entry relating to paragraph 37 of Schedule 8 to the 1985 Act insert—

Provision of Part 7

Modification

“Paragraph 35A(g)

Omit paragraphs (b), (c) and (d).”.

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- (a) Section 256A was inserted by regulation 11 of S.I. 2005/1011.
- (b) Section 262 was substituted by section 22 of the Companies Act 1989, and amended by regulation 7 of S.I. 1992/3178, by regulation 12(1) of S.I. 1996/189, by regulation 4 of S.I. 1997/2306, by regulation 2 of S.I. 2000/2952, by article 16(1) of S.I. 2000/3373, by regulation 2 of S.I. 2002/765, by regulation 10 of S.I. 2002/1986 and by regulation 20 of S.I. 2004/2947. The entry relating to section 262 in the Schedule to the principal regulations was amended by article 8 of S.I. 2004/355.
- (c) Section 262A was inserted by section 22 of the Companies Act 1989, and amended by regulation 6 of, and paragraph 3 of Schedule 2 to, S.I. 1991/2705, by regulation 5 of, and paragraph 5 of Schedule 2 to, S.I. 1993/3246, by regulation 4(2) of S.I. 1994/233, by regulation 4 of, and paragraph 3 of Schedule 1 to, S.I. 1994/1935, by regulation 12(2) of S.I. 1996/189, by regulation 7 of S.I. 1997/220, by regulation 4(4) of S.I. 1997/2306, by article 16(2) of S.I. 2000/3373, by regulation 10 of S.I. 2002/1986 and by regulation 21 of S.I. 2004/2947. The entry relating to section 262A in the Schedule to the principal regulations was amended by article 8 of S.I. 2004/355.
- (d) Paragraph 3 was amended by regulation 14(1) of, and paragraphs 1 and 2 of Schedule 1 to, S.I. 1996/189 and by regulation 14(1) of, and paragraph 2 of Schedule 2 to, S.I. 2004/2947.
- (e) Paragraph 35A of Schedule 4 was inserted by regulation 14(1) of, and paragraph 7(2) of Schedule 2 to, S.I. 2004/2947.
- (f) Schedule 8 was substituted by regulation 2(2) of, and Schedule 1 to, S.I. 1997/220. Paragraph 3(7) of Schedule 8 was repealed by regulation 14(2) of, and paragraph 2 of Schedule 3 to, S.I. 2004/2947.
- (g) Paragraph 35A of Schedule 8 was inserted by regulation 14(2) of, and paragraph 7(2) of Schedule 3 to, S.I. 2004/2947.

AMENDMENTS TO SCHEDULE 3 TO THE PRINCIPAL REGULATIONS

1. Schedule 3 to the principal regulations is amended as follows.

2. After the entry relating to section 1 of the 1986 Act (those who may propose an arrangement) insert—

<i>Provisions</i>	<i>Modifications</i>
“Section 1A (moratorium)(a) subsection (1)	For “the directors of an eligible company intend” substitute “an eligible limited liability partnership intends”. For “they” substitute “it”.”.

3. In the entries relating to modifications to sections 2 to 7 of the 1986 Act where a proposal under section 1 has been made by the limited liability partnership—

(a) in the entry relating to section 2 (procedure where the nominee is not the liquidator or administrator)(b)—

(i) before the entry in relation to subsection (2) insert—
“subsection (1) For “the directors do” substitute “the limited liability partnership does”.”,

(ii) in the entry relating to subsection (2), for “(a)” substitute “(aa)”, and

(iii) in the entry relating to subsection (4) insert at the beginning of the modification to subsection (4) “In paragraph (a)” and at the end insert “In paragraph (b) for “that person” substitute “those designated members”.”,

(b) after the entry relating to section 4 (decisions of meetings) insert—

<i>Provisions</i>	<i>Modifications</i>
“Section 4A (approval of arrangement)(c) subsection (2)	Omit “— (a)”. For “both meetings” substitute “the meeting”. Omit the words from “, or” to “that section”.
subsection (3)	Omit.
subsection (4)	Omit.
subsection (5)	Omit.
subsection (6)	Omit.”,

(c) in the entry relating to section 5 (effect of approval)(d), omit the entry relating to subsection (1),

(d) in the entry relating to section 6 (challenge of decisions)(e)—

(a) Section 1A was inserted by section 1 of, and paragraph 2 of Schedule 1 to, the Insolvency Act 2000 (c.39).
 (b) Section 2 was amended by section 1 of, and paragraph 3 of Schedule 1 to, and section 2 of, and paragraph 3 of Schedule 2 to, the Insolvency Act 2000.
 (c) Section 4A was inserted by section 2 of, and paragraph 5 of Schedule 2 to, the Insolvency Act 2000.
 (d) Section 5 was amended by section 2 of, and paragraph 6 of Schedule 2 to, the Insolvency Act 2000, by section 248 of, and paragraph 11 of Schedule 17 to, the Enterprise Act 2002 (c.40) and by section 159 of, and paragraph 43 of Schedule 20 to, the Energy Act 2004 (c.20).
 (e) Section 6 was amended by section 2 of, and paragraph 7 of Schedule 2 to, the Insolvency Act 2000, by section 248 of, and paragraph 12 of Schedule 17 to, the Enterprise Act 2002 and by section 159 of, and paragraph 44 of Schedule 20 to, the Energy Act 2004.

- (i) in the entry relating to subsection (1), omit the words ““meetings” substitute “meeting” and for”,
 - (ii) in the entry relating to subsection (2), for “(a)” substitute “(aa)” and for “(aa) as follows— “(aa)”” substitute “(ab) as follows— “(ab)””,
 - (iii) in the substituted subsection (4), for “the approval given by the meeting” substitute “any decision approving the voluntary arrangement which has effect under section 4A”, and
 - (iv) in the entry relating to subsection (5), omit the words “the first” and omit the words “, for the second “meetings” substitute “meeting””,
- (e) after the entry relating to section 6 insert—
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|--|----------------------|
| <i>Provisions</i> | <i>Modifications</i> |
| “Section 6A (false representations, etc)(a) subsection (1) | Omit “members or”. |
- (f) in the entry relating to section 7 (implementation of proposal)(b)—
- (i) omit the entry relating to subsection (1),
 - (ii) insert—
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|-----------------|---|
| “subsection (2) | In paragraph (a) omit “one or both of” and for “meetings” substitute “meeting”. |
|-----------------|---|
- (g) in the paragraph after the entry relating to section 7, for the words “an administration order is in force in relation to the limited liability partnership” substitute “the limited liability partnership is in administration”.

4. Omit the entries relating to sections 8, 9, 10, 11, 13 and 14 of the 1986 Act(c).

5. In the entry relating to section 84 of the 1986 Act (circumstances in which company may be wound up voluntarily)(d)—

- (a) insert after subsection (2)—
- | | |
|------------------|--|
| “subsection (2A) | For “company passes a resolution for voluntary winding up” substitute “limited liability partnership determines that it is to be wound up voluntarily” and for “resolution” where it appears for the second time substitute “determination”. |
| subsection (2B) | For “resolution for voluntary winding up may be passed only” substitute “determination to wind up voluntarily may only be made” and in sub-paragraph (b), for “passing of the resolution” substitute “making of the determination”. |
- (b) in the entry relating to subsection (4), for “(3)” substitute “(4)” and for “(4)” substitute “(5)” wherever it appears.

6. In the entry relating to section 122 of the 1986 Act (circumstances in which company may be wound up by the court)(e), in the entry relating to subsection (1) in the substituted subsection in modified sub-paragraph (1)(d) omit “, or” and at the end of that sub-paragraph insert the following—

“(da) at the time at which a moratorium for the limited liability partnership under

(a) Section 6A was inserted by section 2 of, and paragraph 8 of Schedule 2 to, the Insolvency Act 2000.
 (b) Section 7 was amended by section 2 of, and paragraph 9 of Schedule 2 to, the Insolvency Act 2000.
 (c) Sections 8, 9, 10, 11, 13 and 14 were substituted by section 248 of, and Schedule B1 to, the Enterprise Act 2002.
 (d) Section 84 was amended by section 68 of, and paragraph 6 of Schedule 5 to, the Commonhold and Leasehold Reform Act 2002 (c.15) and by article 4 of, and paragraph 10 of the Schedule to, S.I. 2003/2096.
 (e) Section 122 was amended by section 1 of, and paragraph 6 of Schedule 1 to, the Insolvency Act 2000.

section 1A comes to an end, no voluntary arrangement approved under Part I has effect in relation to the limited liability partnership.”.

7. In the entry relating to section 124 of the 1986 Act (application for winding up)(a) insert at the end—

“subsection (3A)

For “122(1)(fa)” substitute “122(1)(da)”.”.

8. In the entry relating to section 127 of the 1986 Act (avoidance of property dispositions, etc.)(b), insert in the left hand column “subsection (1)”.

9. Omit the entry relating to section 233 of the 1986 Act (suppliers of gas, water, electricity, etc.)(c).

10. In the entry relating to section 247 of the 1986 Act (“insolvency” and “go into liquidation”)(d) insert at the end—

“subsection (3)

For “resolution for voluntary winding up” substitute “determination to wind up voluntarily”.”.

11. In the entry relating to subsection (3) of section 387 of the 1986 Act (“the relevant date”)(e) insert before the modification to paragraph (c)—

“In paragraph (ab) for “passed a resolution for voluntary winding up” substitute “made a determination that it be wound up voluntarily”.”.

12. After the entry relating to section 389 of the 1986 Act (acting without qualification an offence)(f) insert—

Provisions

“Section 389A (authorisation of nominees and supervisors)
subsection (1)

Modifications

Omit “or Part VIII”.”.

13. After the entry relating to section 422 of the 1986 Act (recognised banks, etc.)(g) insert—

Provisions

“Section 426A (disqualification from Parliament (England and Wales))
Section 426B (devolution)
Section 426C (irrelevance of privilege)

Modifications

Omit.

Omit.

Omit.”.

14. Before the entry relating to Schedule 1 to the 1986 Act (powers of the administrator or administrative receiver) insert—

(a) Section 124 was amended by section 1 of, and paragraph 7 of Schedule 1 to, the Insolvency Act 2000, by regulations 3 and 8 of S.I. 2002/1240, by section 109 of, and paragraph 294 of Schedule 8 to, the Courts Act 2003 (c.39), by regulation 73 of S.I. 2004/2326 and by section 50 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 (c.27).

(b) Section 127 was amended by section 248 of, and paragraph 15 of Schedule 17 to, the Enterprise Act 2002.

(c) Section 233 was amended by section 16 of, and paragraph 14 of Schedule 4 to, the Gas Act 1995 (c.45), by section 108 of, and paragraph 47 of Schedule 6 to, the Utilities Act 2000 (c.27), by section 1 of, and paragraph 8 of Schedule 1 to, the Insolvency Act 2000, by section 248 of, and paragraph 22 of Schedule 17 to, the Enterprise Act 2002, by section 406 of, and paragraph 82 of Schedule 17 to, the Communications Act 2003 (c.21) and by article 2 of, and paragraph 14 of the Schedule to, S.I. 2004/1822.

(d) Section 247 was amended by section 248 of, and paragraph 33 of Schedule 17 to, the Enterprise Act 2002.

(e) Section 387 was amended by section 1 of, and paragraph 9 of Schedule 1 to, and section 3 of, and paragraph 15 of Schedule 3 to, the Insolvency Act 2000, by regulation 16 of S.I. 2002/1240 and by section 248 of, and paragraph 34 of Schedule 17 to, the Enterprise Act 2002.

(f) Section 389A was inserted by section 4 of the Insolvency Act 2000.

(g) Section 422 was amended by section 248 of, and paragraph 35 of Schedule 17 to, the Enterprise Act 2002.

Provisions

“Schedule A1(a)

Paragraph 6

sub-paragraph (1)

sub-paragraph (2)

Paragraph 7

sub-paragraph (1)

Paragraph 8

sub-paragraph (2)

sub-paragraph (3)

sub-paragraph (4)

sub-paragraph (6)(c)

Paragraph 9

sub-paragraph (1)

sub-paragraph (2)

Paragraph 12

sub-paragraph (1)(b)

sub-paragraph (1)(c)

sub-paragraph (2)

Modifications

For “directors of a company wish” substitute “limited liability partnership wishes”.

For “they” substitute “the designated members of the limited liability partnership”.

For “directors” substitute “the designated members of the limited liability partnership”.

In sub-paragraph (c), for “meetings of the company and” substitute “a meeting of”.

For “directors of a company” substitute “designated members of the limited liability partnership”.

In sub-paragraph (e)(iii), for “meetings of the company and” substitute “a meeting of”.

For “meetings” substitute “meeting”.

For “are” substitute “is”.

Omit the words in parenthesis.

For “either of those meetings” substitute “the meeting”.

For “those meetings were” substitute “that meeting was”.

Omit the words in parenthesis.

For “either” substitute “the”.

For “one or both of the meetings” substitute “the meeting”.

For “directors” substitute “designated members of the limited liability partnership”.

For “directors” substitute “designated members of the limited liability partnership”.

Omit.

For “resolution may be passed” substitute “determination that it may be wound up may be made”.

For “transfer of shares” substitute “any transfer by a member of the limited liability partnership of his interest in the property of the limited liability partnership”.

(a) Schedule A1 was inserted by section 1 of, and paragraph 4 of Schedule 1 to, the Insolvency Act 2000.

Paragraph 20 sub-paragraph (8)	For “directors” substitute “designated members of the limited liability partnership”.
sub-paragraph (9)	For “directors” substitute “designated members of the limited liability partnership”.
Paragraph 24 sub-paragraph (2)	For “directors” substitute “designated members of the limited liability partnership”.
Paragraph 25 sub-paragraph (2)(c)	For “directors” substitute “designated members of the limited liability partnership”.
Paragraph 26 sub-paragraph (1)	Omit “, director”.
Paragraph 29 sub-paragraph (1)	For “meetings of the company and its creditors” substitute “a meeting of the creditors of the limited liability partnership”.
Paragraph 30 sub-paragraph (1) new sub-paragraph (2A)	For “meetings” substitute “meeting”. Insert new sub-paragraph (2A) as follows— “(2A) If modifications to the proposal are proposed at the meeting the chairman of the meeting shall, before the conclusion of the meeting, ascertain from the limited liability partnership whether or not it accepts the proposed modifications; and if at that conclusion the limited liability partnership has failed to respond to a proposed modification it shall be presumed not to have agreed to it.”.
sub-paragraph (3)	For “either” substitute “the”. After “the result of the meeting” in the first place where it occurs insert “(including, where modifications to the proposal were proposed at the meeting, the response to those proposed modifications made by the limited liability partnership)”. At the end add “and to the limited liability partnership”.
Paragraph 31 sub-paragraph (1) sub-paragraph (7)	For “meetings” substitute “meeting”. For “directors of the company” substitute “designated members of the limited liability partnership”. For “meetings (or either of them)” substitute “meeting”. For “ directors” substitute “limited liability partnership”.

Paragraph 32 sub-paragraph (2)	For “those meetings” substitute “that meeting”.
Paragraph 36 sub-paragraph (2)	For sub-paragraphs (a) and (b) substitute “with the day on which the meeting summoned under paragraph 29 is first held.”.
sub-paragraph (3)	For sub-paragraph (2) substitute—
sub-paragraph (4)	“(2) The decision has effect if, in accordance with the rules, it has been taken by the creditors’ meeting summoned under paragraph 29.”.
sub-paragraph (5)	Omit.
Paragraph 37	Omit.
sub-paragraph (5)	Omit.
Paragraph 38	For “each of the reports of the meetings” substitute “the report of the meeting”.
sub-paragraph (1)(a)	For “one or both of the meetings” substitute “the meeting”.
sub-paragraph (1)(b)	For “either of those meetings” substitute “the meeting”.
sub-paragraph (2)(a)	For “either of the meetings” substitute “the meeting”.
sub-paragraph (2)(b)	After sub-paragraph (2)(a) insert new (aa) as follows—
sub-paragraph (3)(a)	“aa) any member of the limited liability partnership;”.
sub-paragraph (3)(b)	Omit “creditors”.
sub-paragraph (4)(a)(ii)	For “each of the reports” substitute “the report”.
sub-paragraph (4)(b)(i)	Omit “creditors”.
sub-paragraph (4)(b)(ii)	Omit “in question”.
sub-paragraph (5)	For “further meetings” substitute “a further meeting” and for “directors” substitute “limited liability partnership”.
Paragraph 39	Omit “company or (as the case may be) creditors”.
sub-paragraph (1)	For “directors do” substitute “limited liability partnerships does”.
Schedule B1(a)	For “one or both of the meetings” substitute “the meeting”.
Paragraph 2	For “company or its directors” substitute “limited liability partnership”.
sub-paragraph (c)	

(a) Schedule B1 was inserted by section 248 of, and Schedule 16 to, the Enterprise Act 2002.

Paragraph 8 sub-paragraph (1)(a)	For “resolution for voluntary winding up” substitute “determination to wind up voluntarily”.
Paragraph 9	Omit.
Paragraph 12 sub-paragraph (1)(b)	Omit.
Paragraph 22	For sub-paragraph (1) substitute— “(1) A limited liability partnership may appoint an administrator.”.
	Omit sub-paragraph (2).
Paragraph 23 sub-paragraph (1)(b)	Omit “or its directors”.
Paragraph 42 sub-paragraph (2)	For “resolution may be passed for the winding up of” substitute “determination to wind up voluntarily may be made by”.
Paragraph 61	For paragraph 61 substitute— “ 61. The administrator has power to prevent any person from taking part in the management of the business of the limited liability partnership and to appoint any person to be a manager of that business.”.
Paragraph 62	At the end add the following— “Subsections (3) and (4) of section 92 shall apply for the purposes of this paragraph as they apply for the purposes of that section.”.
Paragraph 83 sub-paragraph (6)(b)	For “resolution for voluntary winding up” substitute “determination to wind up voluntarily”.
sub-paragraph (8)(b)	For “passing of the resolution for voluntary winding up” substitute “determination to wind up voluntarily”.
sub-paragraph (8)(e)	For “passing of the resolution for voluntary winding up” substitute “determination to wind up voluntarily”.
Paragraph 87 sub-paragraph (2)(b)	Insert at the end “or”.
sub-paragraph (2)(c)	Omit “, or”.
sub-paragraph (2)(d)	Omit the words from “(d)” to “company”.
Paragraph 89 sub-paragraph (2)(b)	Insert at the end “or”.
sub-paragraph (2)(c)	Omit “, or”.
sub-paragraph (2)(d)	Omit the words from “(d)” to “company”.
Paragraph 91 sub-paragraph (1)(c)	Omit.
Paragraph 94	Omit.
Paragraph 95	For “to 94” substitute “and 93”.
Paragraph 97 sub-paragraph (1)(a)	Omit “or directors”.

Paragraph 103	
sub-paragraph (5)	Omit.
Paragraph 105	Omit.”.

15. In the entry relating to Schedule 10 to the 1986 Act (punishment of offences under this Act)(a)—

(a) before the entry relating to section 85(2) insert—

<i>Provisions</i>	<i>Modifications</i>
“Section 6A(1)	In the entry relating to section 6A omit “members’ or”.”,

(b) after the entry relating to section 429(5) insert—

<i>Provisions</i>	<i>Modifications</i>
“Schedule A1, paragraph 9(2)	For “Directors” substitute “Designated Members”.
Schedule A1, paragraph 20(9)	For “Directors” substitute “Designated Members”.
Schedule B1, paragraph 27(4)	Omit “or directors”.
Schedule B1, paragraph 29(7)	Omit “or directors”.
Schedule B1, paragraph 32	Omit “or directors”.”.

(a) Schedule 10 was amended by section 1 of, and paragraph 2 of Schedule 1 to, and section 2 of, and paragraph 12 of Schedule 2 to, the Insolvency Act 2000 and by section 248 of, and paragraph 39 of Schedule 17 to, the Enterprise Act 2002.

EXPLANATORY NOTE

(This note is not part of the Regulations)

These Regulations amend Schedules 1 and 3 to the Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090) (“the principal regulations”). The principal regulations apply certain provisions of the Companies Act 1985 (c.6) (“the 1985 Act”) and the Insolvency Act 1986 (c.45) (“the 1986 Act”) to limited liability partnerships (“LLPs”).

Regulation 3 of the principal regulations applies Part 7 of the 1985 Act (accounts and audit) to LLPs, with the modifications set out in Schedule 1 to the principal regulations. Part 7 has been amended in particular by the Directors’ Remuneration Report Regulations 2002 (S.I. 2002/1986), by the Companies Act 1985 (International Accounting Standards and Other Accounting Amendments) Regulations 2004 (S.I. 2004/2947) and by the Companies Act 1985 (Operating and Financial Review and Directors’ Report etc.) Regulations 2005 (S.I. 2005/1011). Regulation 2 of, and Schedule 1 to, the Regulations contain further modifications to the provisions of Part 7 of the 1985 Act consequential upon those amendments.

Regulation 5 of the principal regulations applies provisions of the 1986 Act to LLPs, with the modifications set out in Schedule 3 to the principal regulations. The 1986 Act has been amended by the Insolvency Act 2000 (c.39), by the Insolvency Act 1986 (Amendment) Regulations 2002 (S.I. 2002/1037), by the Insolvency Act 1986 (Amendment) (No. 2) Regulations 2002 (S.I. 2002/1240) and by the Enterprise Act 2002 (c.40). As a consequence of these amendments to the 1986 Act regulation 3 of, and Schedule 2 to, the Regulations amend the modifications to the 1986 Act as set out in Schedule 3 to the principal regulations.

Regulation 4 makes transitional provision for cases where a petition for an administration order has been presented before the commencement of these Regulations. In such a case the amendments made by these Regulations shall not apply.

A full regulatory impact assessment of the effect that S.I. 2004/2947, and associated instruments such as these Regulations, will have on the costs of business is available from the Department of Trade and Industry, Corporate Law and Governance Directorate, 5th floor, 1 Victoria Street, London, SW1H 0ET (they are also available electronically at www.dti.gov.uk/cld). Copies have also been placed in the libraries of both Houses of Parliament.

A full regulatory impact assessment has not been produced for the amendments made by regulation 3 of, and Schedule 2 to, this instrument as they have no impact on the costs of business.

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