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STATUTORY INSTRUMENTS

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**2009 No. 1804**

The Limited Liability Partnerships (Application  
of Companies Act 2006) Regulations 2009

PART 3

AN LLP'S NAME

CHAPTER 1

GENERAL REQUIREMENTS

**Prohibited names and sensitive words and expressions**

8. Sections 53 to 56 apply to LLPs, modified so that they read as follows—

**“Prohibited names**

**53.** An LLP must not be registered under the Limited Liability Partnerships Act 2000 (c. 12) by a name if, in the opinion of the Secretary of State—

- (a) its use by the LLP would constitute an offence, or
- (b) it is offensive.

**Names suggesting connection with government or public authority**

**54.—**(1) The approval of the Secretary of State is required for an LLP to be registered under the Limited Liability Partnerships Act 2000 (c. 12) by a name that would be likely to give the impression that the LLP is connected with—

- (a) Her Majesty's Government, any part of the Scottish Administration or Her Majesty's Government in Northern Ireland,
- (b) a local authority, or
- (c) any public authority specified for the purposes of this section by regulations made by the Secretary of State.

(2) For the purposes of this section—

“local authority” means—

- (a) a local authority within the meaning of the Local Government Act 1972 (c. 70), the Common Council of the City of London or the Council of the Isles of Scilly,
- (b) a council constituted under section 2 of the Local Government etc (Scotland) Act 1994 (c. 39), or
- (c) a district council in Northern Ireland;

“public authority” includes any person or body having functions of a public nature.

(3) Regulations under this section are subject to affirmative resolution procedure.

**Other sensitive words or expressions**

**55.**—(1) The approval of the Secretary of State is required for an LLP to be registered under the Limited Liability Partnerships Act 2000 (c. 12) by a name that includes a word or expression for the time being specified in regulations made by the Secretary of State under this section.

(2) Regulations under this section are subject to approval after being made.

**Duty to seek comments of government department or other specified body**

**56.**—(1) The Secretary of State may by regulations under—

- (a) section 54 (name suggesting connection with government or public authority), or
- (b) section 55 (other sensitive words or expressions),

require that, in connection with an application for the approval of the Secretary of State under that section, the applicant must seek the view of a specified Government department or other body.

(2) Where such a requirement applies, the applicant must request the specified department or other body (in writing) to indicate whether (and if so why) it has any objections to the proposed name.

(3) Where a request under this section is made in connection with an application for the registration of an LLP under the Limited Liability Partnerships Act 2000 (c. 12), the application must—

- (a) include a statement that a request under this section has been made, and
- (b) be accompanied by a copy of any response received.

(4) Where a request under this section is made in connection with a change in an LLP's name, the notice of the change sent to the registrar must—

- (a) include a statement by a designated member of the LLP that a request under this section has been made, and
- (b) be accompanied by a copy of any response received.

(5) In this section “specified” means specified in the regulations.”.

**Permitted characters etc**

9. Section 57 applies to LLPs, modified so that it reads as follows—

**“Permitted characters etc**

**57.**—(1) The provisions of the Company and Business Names (Miscellaneous Provisions) Regulations 2009 (S.I. 2009/1085) relating to the characters, signs or symbols and punctuation that may be used in a registered name apply to LLPs.

(2) Those provisions are—

- (a) regulation 2 and Schedule 1, and
- (b) any other provisions of those Regulations having effect for the purpose of those provisions.

(3) In those provisions as they apply to LLPs—

- (a) for “company” substitute “LLP”, and
- (b) for “the Act” substitute “the Limited Liability Partnerships Act 2000”.

(4) An LLP may not be registered under the Limited Liability Partnerships Act 2000 (c. 12) by a name that consists of or includes anything that is not permitted in accordance with the provisions applied by this section.”.

### **Inappropriate use of indications of company type or legal form**

10. Section 65 applies to LLPs, modified so that it reads as follows—

#### **“Inappropriate use of indications of company type or legal form**

65.—(1) The provisions of the Company and Business Names (Miscellaneous Provisions) Regulations 2009 (S.I. 2009/1085) relating to inappropriate use of indications of company type or legal form apply to LLPs.

(2) Those provisions are—

- (a) regulation 4 and Schedule 2, and
- (b) any other provisions of those Regulations having effect for the purpose of those provisions.

(3) As applied to LLPs regulation 4 is modified so as to read as follows—

“4.—(1) An LLP must not be registered under the Limited Liability Partnerships Act 2000 (c. 12) by a name that includes in any part of the name—

- (a) an expression or abbreviation specified in inverted commas in paragraph 3(a) to (o) or (r) to (v) in Schedule 2 (other than the abbreviation “LLP” or “PAC” (with or without full stops) at the end of its name), or
- (b) an expression or abbreviation specified as similar.

(2) An LLP must not be registered under the Limited Liability Partnerships Act 2000 by a name that includes immediately before the expression “LIMITED LIABILITY PARTNERSHIP” OR “PARTNERIAETH ATEBOLRWYDD CYFYNGEDIG” or the abbreviations “LLP” or “PAC” an abbreviation specified in inverted commas in paragraph 3(v) of that Schedule (or any abbreviation specified as similar)”.

## CHAPTER 2

### SIMILARITY TO OTHER NAMES

#### **Similarity to other name on registrar’s index**

11. Sections 66 to 68 apply to LLPs, modified so that they read as follows—

#### **“Name not to be the same as another in the index**

66.—(1) An LLP must not be registered under the Limited Liability Partnerships Act 2000 (c. 12) by a name that is the same as another name appearing in the registrar’s index of company names<sup>(1)</sup>.

(2) The provisions of the Company and Business Names (Miscellaneous Provisions) Regulations 2009 (S.I. 2009/1085) supplementing this section apply to LLPs.

(3) Those provisions are—

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(1) For the definition of “the registrar’s index of company names” see section 1099 of the Companies Act 2006.

- (a) regulation 7 and Schedule 3 (matters that are to be disregarded and words, expressions, signs and symbols that are to be regarded as the same),
  - (b) regulation 8 (consent to registration of a name which is the same as another in the registrar’s index of company names), and
  - (c) any other provisions of those Regulations having effect for the purpose of those provisions.
- (4) In regulation 8 as applied to LLPs—
- (a) for “a company” or “the company” substitute “an LLP” or “the LLP”,
  - (b) for “Company Y” substitute “LLP Y”, and
  - (c) in paragraph (1), for “the Act” substitute “the Limited Liability Partnerships Act 2000”.

**Power to direct change of name in case of similarity to existing name**

67. The Secretary of State may direct an LLP to change its name if it has been registered in a name that is the same as or, in the opinion of the Secretary of State, too like—

- (a) a name appearing at the time of the registration in the registrar’s index of company names, or
- (b) a name that should have appeared in that index at that time.

**Direction to change names: supplementary provisions**

68.—(1) The following provisions have effect in relation to a direction under section 67 (power to direct change of name in case of similarity to existing name).

- (2) Any such direction—
- (a) must be given within twelve months of the LLP’s registration by the name in question, and
  - (b) must specify the period within which the LLP is to change its name.
- (3) The Secretary of State may by a further direction extend that period.
- Any such direction must be given before the end of the period for the time being specified.
- (4) A direction under section 67 or this section must be in writing.
- (5) If an LLP fails to comply with the direction, an offence is committed by—
- (a) the LLP, and
  - (b) every designated member of the LLP who is in default.
- (6) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.”.

**Similarity to other name in which person has goodwill**

12. Sections 69 to 74 apply to LLPs, modified so that they read as follows—

**“Objection to LLP’s registered name**

69.—(1) A person (“the applicant”) may object to an LLP’s registered name on the ground—

- (a) that it is the same as a name associated with the applicant in which he has goodwill, or
  - (b) that it is sufficiently similar to such a name that its use in the United Kingdom would be likely to mislead by suggesting a connection between the LLP and the applicant.
- (2) The objection must be made by application to a company names adjudicator (see section 70).
- (3) The LLP concerned shall be the primary respondent to the application. Any of its members may be joined as respondents.
- (4) If the ground specified in subsection (1)(a) or (b) is established, it is for the respondents to show—
- (a) that the name was registered before the commencement of the activities on which the applicant relies to show goodwill; or
  - (b) that the LLP—
    - (i) is operating under the name, or
    - (ii) is proposing to do so and has incurred substantial start-up costs in preparation, or
    - (iii) was formerly operating under the name and is now dormant; or
  - (c) that the name was registered in the ordinary course of an LLP formation business and the LLP is available for sale to the applicant on the standard terms of that business; or
  - (d) that the name was adopted in good faith; or
  - (e) that the interests of the applicant are not adversely affected to any significant extent.

If none of those is shown, the objection shall be upheld.

(5) If the facts mentioned in subsection (4)(a), (b) or (c) are established, the objection shall nevertheless be upheld if the applicant shows that the main purpose of the respondents (or any of them) in registering the name was to obtain money (or other consideration) from the applicant or prevent him from registering the name.

(6) If the objection is not upheld under subsection (4) or (5), it shall be dismissed.

(7) In this section “goodwill” includes reputation of any description.

### **Company names adjudicators**

**70.**—(1) The Secretary of State shall appoint persons to be company names adjudicators.

(2) The persons appointed must have such legal or other experience as, in the Secretary of State’s opinion, makes them suitable for appointment.

(3) An adjudicator—

- (a) holds office in accordance with the terms of his appointment,
- (b) is eligible for re-appointment when his term of office ends,
- (c) may resign at any time by notice in writing given to the Secretary of State, and
- (d) may be dismissed by the Secretary of State on the ground of incapacity or misconduct.

(4) One of the adjudicators shall be appointed Chief Adjudicator.

He shall perform such functions as the Secretary of State may assign to him.

(5) The other adjudicators shall undertake such duties as the Chief Adjudicator may determine.

(6) The Secretary of State may—

- (a) appoint staff for the adjudicators;
- (b) pay remuneration and expenses to the adjudicators and their staff;
- (c) defray other costs arising in relation to the performance by the adjudicators of their functions;
- (d) compensate persons for ceasing to be adjudicators.

### **Procedural rules**

**71.**—(1) The Company Names Adjudicator Rules 2008 ([S.I. 2008/1738](#)) apply to LLPs.

(2) As they apply to LLPs, omit—

- (a) in rule 3(6) (persons joined as respondent), the reference to a director of the primary respondent;
- (b) rule 13(2) (registered office treated as address for service).

### **Decision of adjudicator to be made available to public**

**72.**—(1) A company names adjudicator must, within 90 days of determining an application under section 69, make his decision and his reasons for it available to the public.

(2) He may do so by means of a website or by such other means as appear to him to be appropriate.

### **Order requiring name to be changed**

**73.**—(1) If an application under section 69 is upheld, the adjudicator shall make an order—

- (a) requiring the respondent LLP to change its name to one that is not an offending name, and
- (b) requiring all the respondents—
  - (i) to take all such steps as are within their power to make, or facilitate the making, of that change, and
  - (ii) not to cause or permit any steps to be taken calculated to result in another LLP being registered with a name that is an offending name.

(2) An “offending name” means a name that, by reason of its similarity to the name associated with the applicant in which he claims goodwill, would be likely—

- (a) to be the subject of a direction under section 67 (power of Secretary of State to direct change of name), or
- (b) to give rise to a further application under section 69.

(3) The order must specify a date by which the respondent LLP’s name is to be changed and may be enforced—

- (a) in England and Wales or Northern Ireland, in the same way as an order of the High Court;
- (b) in Scotland, in the same way as a decree of the Court of Session.

(4) If the respondent LLP’s name is not changed in accordance with the order by the specified date, the adjudicator may determine a new name for the LLP.

(5) If the adjudicator determines a new name for the respondent LLP he must give notice of his determination—

- (a) to the applicant,
- (b) to the respondents, and
- (c) to the registrar.

(6) For the purposes of this section an LLP's name is changed when the change takes effect in accordance with paragraph 5(4) in Part 1 of the Schedule to the Limited Liability Partnerships Act 2000 (c. 12) (on the issue of the certificate of the change of name).

### **Appeal from adjudicator's decision**

74.—(1) An appeal lies to the court from any decision of a company names adjudicator to uphold or dismiss an application under section 69.

(2) Notice of appeal against a decision upholding an application must be given before the date specified in the adjudicator's order by which the respondent LLP's name is to be changed.

(3) If notice of appeal is given against a decision upholding an application, the effect of the adjudicator's order is suspended.

(4) If on appeal the court—

- (a) affirms the decision of the adjudicator to uphold the application, or
- (b) reverses the decision of the adjudicator to dismiss the application,

the court may (as the case may require) specify the date by which the adjudicator's order is to be complied with, remit the matter to the adjudicator or make any order or determination that the adjudicator might have made.

(5) If the court determines a new name for the LLP it must give notice of the determination—

- (a) to the parties to the appeal, and
- (b) to the registrar.”.

## CHAPTER 3

### OTHER POWERS OF THE SECRETARY OF STATE

#### **Provision of misleading information etc**

13. Sections 75 and 76 apply to LLPs, modified so that they read as follows—

#### **“Provision of misleading information etc**

75.—(1) If it appears to the Secretary of State—

- (a) that misleading information has been given for the purposes of an LLP's registration by a particular name, or
- (b) that an undertaking or assurance has been given for that purpose and has not been fulfilled,

the Secretary of State may direct the LLP to change its name.

(2) Any such direction—

- (a) must be given within five years of the LLP's registration by that name, and
- (b) must specify the period within which the LLP is to change its name.

(3) The Secretary of State may by a further direction extend the period within which the LLP is to change its name.

Any such direction must be given before the end of the period for the time being specified.

(4) A direction under this section must be in writing.

(5) If an LLP fails to comply with a direction under this section, an offence is committed by—

(a) the LLP, and

(b) every designated member of the LLP who is in default.

(6) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

### **Misleading indication of activities**

**76.**—(1) If in the opinion of the Secretary of State the name by which an LLP is registered gives so misleading an indication of the nature of its activities as to be likely to cause harm to the public, the Secretary of State may direct the LLP to change its name.

(2) The direction must be in writing.

(3) The direction must be complied with within a period of six weeks from the date of the direction or such longer period as the Secretary of State may think fit to allow.

This does not apply if an application is duly made to the court under the following provisions.

(4) The LLP may apply to the court to set the direction aside.

The application must be made within the period of three weeks from the date of the direction.

(5) The court may set the direction aside or confirm it.

If the direction is confirmed, the court shall specify the period within which the direction is to be complied with.

(6) If an LLP fails to comply with a direction under this section, an offence is committed by—

(a) the LLP, and

(b) every designated member of the LLP who is in default.

(7) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.”.

## CHAPTER 4

### TRADING DISCLOSURES

#### **Requirement to disclose LLP name etc**

**14.** Sections 82 and 83 apply to LLPs, modified so that they read as follows—

#### **“Requirement to disclose LLP name etc**

**82.**—(1) The Companies (Trading Disclosures) Regulations 2008 (S.I. 2008/495(2)) apply to LLPs.

(2) S.I. 2008/495 was amended by S.I. 2009/218.



- (2) As they apply to LLPs—
  - (a) read references to a company as references to an LLP;
  - (b) read references to a director as references to a member of an LLP;
  - (c) read references to an officer of a company as references to a designated member of an LLP;
  - (d) in regulation 7 (further particulars to appear in business letters, order forms and websites), for paragraphs (2)(d) to (f) and (3) substitute—
    - “(d) in the case of an LLP whose name ends with the abbreviation “llp”, “LLP”, “pac” or “PAC”, the fact that it is an LLP or a partneriaeth atebolrwydd cyfyngedig”;
  - (e) in regulation 8 (disclosure of names of members)—
    - (i) at the beginning of paragraph (1) insert “Subject to paragraph (3),” and
    - (ii) after paragraph (2) insert—
      - “(3) Paragraph (1) does not apply in relation to any document issued by an LLP with more than 20 members which maintains at its principal place of business a list of the names of all the members if the document states in legible characters the address of the principal place of business of the LLP and that the list of the members’ names is open to inspection at that place.
      - (4) Where an LLP maintains a list of the members’ names for the purposes of paragraph (3), any person may inspect the list during office hours.”;
  - (f) omit regulation 10(3) (offences: shadow directors).

#### **Civil consequences of failure to make required disclosure**

**83.**—(1) This section applies to any legal proceedings brought by an LLP to which section 82 applies (requirement to disclose LLP name etc) to enforce a right arising out of a contract made in the course of a business in respect of which the LLP was, at the time the contract was made, in breach of the Companies (Trading Disclosures) Regulations 2008 (S.I. 2008/495).

(2) The proceedings shall be dismissed if the defendant (in Scotland, the defender) to the proceedings shows—

- (a) that he has a claim against the claimant (pursuer) arising out of the contract that he has been unable to pursue by reason of the latter’s breach of the regulations, or
- (b) that he has suffered some financial loss in connection with the contract by reason of the claimant’s (pursuer’s) breach of the regulations,

unless the court before which the proceedings are brought is satisfied that it is just and equitable to permit the proceedings to continue.

(3) This section does not affect the right of any person to enforce such rights as he may have against another person in any proceedings brought by that person.”.

**15.** Section 85 applies to LLPs, modified so that it reads as follows—

#### **“Minor variations in form of name to be left out of account**

**85.**—(1) For the purposes of this Chapter, in considering an LLP’s name no account is to be taken of—

- (a) whether upper or lower case characters (or a combination of the two) are used,

(b) whether diacritical marks or punctuation are present or absent, provided there is no real likelihood of names differing only in those respects being taken to be different names.

(2) This does not affect the operation of provisions of the Company and Business Names (Miscellaneous Provisions) Regulations 2009 (S.I. 2009/1085) permitting only specified characters or punctuation.”.