
STATUTORY INSTRUMENTS

2009 No. 1804

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

PART 13

DISSOLUTION AND RESTORATION TO THE REGISTER

CHAPTER 3

RESTORATION TO THE REGISTER

Administrative restoration to the register

56. Sections 1024 to 1028 apply to LLPs, modified so that they read as follows—

“Application for administrative restoration to the register

1024.—(1) An application may be made to the registrar to restore to the register an LLP that has been struck off the register under section 1000 or 1001 (power of registrar to strike off defunct LLP).

(2) An application under this section may be made whether or not the LLP has in consequence been dissolved.

(3) An application under this section may only be made by a former member of the LLP.

(4) An application under this section may not be made after the end of the period of six years from the date of the dissolution of the LLP. For this purpose an application is made when it is received by the registrar.

Requirements for administrative restoration

1025.—(1) On an application under section 1024 the registrar shall restore the LLP to the register if, and only if, the following conditions are met.

(2) The first condition is that the LLP was carrying on business or in operation at the time of its striking off.

(3) The second condition is that, if any property or right previously vested in or held on trust for the LLP has vested as *bona vacantia*, the Crown representative has signified to the registrar in writing consent to the LLP's restoration to the register.

(4) It is the applicant's responsibility to obtain that consent and to pay any costs (in Scotland, expenses) of the Crown representative—

(a) in dealing with the property during the period of dissolution, or

(b) in connection with the proceedings on the application,

that may be demanded as a condition of giving consent.

(5) The third condition is that the applicant has—

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- (a) delivered to the registrar such documents relating to the LLP as are necessary to bring up to date the records kept by the registrar, and
 - (b) paid any penalties under section 453 or corresponding earlier provisions (civil penalty for failure to deliver accounts) that were outstanding at the date of dissolution or striking off.
- (6) The fourth condition is that the applicant has sent notice of the application under section 1024 to all those who were members of the LLP at the time of its striking off.
- (7) In this section the “Crown representative” means—
- (a) in relation to property vested in the Duchy of Lancaster, the Solicitor to that Duchy;
 - (b) in relation to property vested in the Duke of Cornwall, the Solicitor to the Duchy of Cornwall;
 - (c) in relation to property in Scotland, the Queen's and Lord Treasurer's Remembrancer;
 - (d) in relation to other property, the Treasury Solicitor.

Application to be accompanied by statement of compliance

1026.—(1) An application under section 1024 (application for administrative restoration to the register) must be accompanied by a statement of compliance.

- (2) The statement of compliance required is a statement—
- (a) that the person making the application has standing to apply (see subsection (3) of that section), and
 - (b) that the requirements for administrative restoration (see section 1025) are met.
- (3) The registrar may accept the statement of compliance as sufficient evidence of those matters.

Registrar's decision on application for administrative restoration

1027.—(1) The registrar must give notice to the applicant of the decision on an application under section 1024 (application for administrative restoration to the register).

- (2) If the decision is that the LLP should be restored to the register, the restoration takes effect as from the date that notice is sent.
- (3) In the case of such a decision, the registrar must—
- (a) enter on the register a note of the date as from which the LLP's restoration to the register takes effect, and
 - (b) cause notice of the restoration to be published in the Gazette.
- (4) The notice under subsection (3)(b) must state—
- (a) the name of the LLP or, if the LLP is restored to the register under a different name (see section 1033), that name and its former name,
 - (b) the LLP's registered number, and
 - (c) the date as from which the restoration of the LLP to the register takes effect.

Effect of administrative restoration

1028.—(1) The general effect of administrative restoration to the register is that the LLP is deemed to have continued in existence as if it had not been dissolved or struck off the register.

(2) The LLP is not liable to a penalty under section 453 ^{M1} or any corresponding earlier provision (civil penalty for failure to deliver accounts) for a financial year in relation to which the period for filing accounts and reports ended—

(a) after the date of dissolution or striking off, and

(b) before the restoration of the LLP to the register.

(3) The court may give such directions and make such provision as seems just for placing the LLP and all other persons in the same position (as nearly as may be) as if the LLP had not been dissolved or struck off the register.

(4) An application to the court for such directions or provision may be made any time within three years after the date of restoration of the LLP to the register.”

Marginal Citations

M1 Section 453 of the Companies Act 2006 was applied to LLPs by regulation 22 of [S.I. 2008/1911](#).

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Changes and effects yet to be applied to :

- reg. 56 word substituted by [S.I. 2024/234 reg. 25\(3\)](#)
- reg. 56 words inserted by [S.I. 2024/234 reg. 25\(4\)](#)
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Whole provisions yet to be inserted into this Instrument (including any effects on those provisions):

- Pt. 1A inserted by [S.I. 2016/340 Sch. 3 para. 3](#)
- Pt. 4A inserted by [S.I. 2024/234 reg. 17](#)
- Pt. 5 Ch. 1A inserted by [S.I. 2016/599 Sch. 1 para. 3](#)
- Pt. 8A inserted by [S.I. 2016/340 reg. 3Sch. 1](#)
- reg. 3(2)(d) inserted by [S.I. 2016/340 Sch. 3 para. 2](#)
- reg. 9A inserted by [S.I. 2024/234 reg. 7](#)
- reg. 9B inserted by [S.I. 2024/234 reg. 8](#)
- reg. 13A inserted by [S.I. 2024/234 reg. 12](#)
- reg. 13B inserted by [S.I. 2024/234 reg. 13](#)
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- reg. 13C inserted by [S.I. 2024/234 reg. 15](#)
- reg. 17A inserted by [S.I. 2016/599 Sch. 1 para. 2](#)
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- reg. 19(5)(f) inserted by [S.I. 2016/340 Sch. 3 para. 4](#)
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- reg. 31B words omitted by [S.I. 2017/693 reg. 24\(3\)\(b\)](#)
- reg. 31B words substituted by [S.I. 2017/693 reg. 24\(2\)\(a\)](#)
- reg. 31B words substituted by [S.I. 2017/693 reg. 24\(3\)\(a\)](#)
- reg. 31B(3) words inserted by [S.I. 2017/694 reg. 79](#)
- reg. 31B(3) words substituted by [S.I. 2019/348 Sch. 3 para. 24\(a\)](#)
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- reg. 31E words substituted by [S.I. 2017/693 reg. 25\(3\)\(a\)](#)
- reg. 31E words substituted by [S.I. 2017/693 reg. 25\(3\)\(b\)](#)
- reg. 31E words substituted by [S.I. 2017/693 reg. 25\(3\)\(c\)\(ii\)](#)
- reg. 31E words substituted by [S.I. 2017/693 reg. 25\(5\)](#)
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- reg. 45A inserted by [S.I. 2020/643 Sch. 3 para. 3](#)
- reg. 45A inserted by [S.I. 2021/60 Sch. 3 para. 3](#)
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- reg. 66(ca)(cb) inserted by [S.I. 2016/340 Sch. 3 para. 5](#)
- reg. 72(1) words inserted by [S.I. 2016/340 Sch. 3 para. 6](#)
- reg. 75A inserted by [S.I. 2024/234 reg. 45](#)
- reg. 79A inserted by [S.I. 2024/234 reg. 46](#)