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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 13**

**DISSOLUTION AND RESTORATION TO THE REGISTER**

**CHAPTER 3**

**RESTORATION TO THE REGISTER**

**Restoration to the register by the court**

**57.** Sections 1029 to 1032 apply to LLPs, modified so that they read as follows—

**“Application to court for restoration to the register**

- 1029.**—(1) An application may be made to the court to restore to the register an LLP—
- (a) that has been dissolved under Chapter 9 of Part 4 of the Insolvency Act 1986 (c. 45) or Chapter 9 of Part 5 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19)) (dissolution of LLP after winding up),
  - (b) that is deemed to have been dissolved under paragraph 84(6) of Schedule B1 to that Act or paragraph 85(6) of Schedule B1 to that Order (dissolution of LLP following administration), or
  - (c) that has been struck off the register—
    - (i) under section 1000 or 1001 (power of registrar to strike off defunct LLP), or
    - (ii) under section 1003 (voluntary striking off),whether or not the LLP has in consequence been dissolved.
- (2) An application under this section may be made by—
- (a) the Secretary of State,
  - (b) any person having an interest in land in which the LLP had a superior or derivative interest,
  - (c) any person having an interest in land or other property—
    - (i) that was subject to rights vested in the LLP, or
    - (ii) that was benefited by obligations owed by the LLP,
  - (d) any person who but for the LLP's dissolution would have been in a contractual relationship with it,
  - (e) any person with a potential legal claim against the LLP,
  - (f) any manager or trustee of a pension fund established for the benefit of employees of the LLP,

- (g) any former member of the LLP (or the personal representatives of such a person),
- (h) any person who was a creditor of the LLP at the time of its striking off or dissolution,
- (i) any former liquidator of the LLP,

or by any other person appearing to the court to have an interest in the matter.

### **When application to the court may be made**

**1030.**—(1) An application to the court for restoration of an LLP to the register may be made at any time for the purpose of bringing proceedings against the LLP for damages for personal injury.

(2) No order shall be made on such an application if it appears to the court that the proceedings would fail by virtue of any enactment as to the time within which proceedings must be brought.

(3) In making that decision the court must have regard to its power under section 1032(3) (power to give consequential directions etc) to direct that the period between the dissolution (or striking off) of the LLP and the making of the order is not to count for the purposes of any such enactment.

(4) In any other case an application to the court for restoration of an LLP to the register may not be made after the end of the period of six years from the date of the dissolution of the LLP, subject as follows.

(5) In a case where—

- (a) the LLP has been struck off the register under section 1000 or 1001 (power of registrar to strike off defunct LLP),
- (b) an application to the registrar has been made under section 1024 (application for administrative restoration to the register) within the time allowed for making such an application, and
- (c) the registrar has refused the application,

an application to the court under this section may be made within 28 days of notice of the registrar's decision being issued by the registrar, even if the period of six years mentioned in subsection (4) above has expired.

(6) For the purposes of this section—

- (a) “personal injury” includes any disease and any impairment of a person's physical or mental condition; and
- (b) references to damages for personal injury include—
  - (i) any sum claimed by virtue of section 1(2)(c) of the Law Reform (Miscellaneous Provisions) Act 1934 (c. 41) or section 14(2)(c) of the Law Reform (Miscellaneous Provisions) Act (Northern Ireland) 1937 (1937 c. 9 (N.I.)) (funeral expenses), and
  - (ii) damages under the Fatal Accidents Act 1976 (c. 30), the Damages (Scotland) Act 1976 (c. 13) or the Fatal Accidents (Northern Ireland) Order 1977 (S.I. 1977/1251 (N.I.18)).

### **Decision on application for restoration by the court**

**1031.**—(1) On an application under section 1029 the court may order the restoration of the LLP to the register—

- (a) if the LLP was struck off the register under section 1000 or 1001 (power of registrar to strike off defunct LLPs) and the LLP was, at the time of the striking off, carrying on business or in operation;
  - (b) if the LLP was struck off the register under section 1003 (voluntary striking off) and any of the requirements of sections 1004 to 1009 was not complied with;
  - (c) if in any other case the court considers it just to do so.
- (2) If the court orders restoration of the LLP to the register, the restoration takes effect on a copy of the court's order being delivered to the registrar.
- (3) The registrar must cause to be published in the Gazette notice of the restoration of the LLP to the register.
- (4) The notice 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 on which the restoration took effect.

#### **Effect of court order for restoration to the register**

**1032.**—(1) The general effect of an order by the court for 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 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) The court may also give directions as to—

- (a) the delivery to the registrar of such documents relating to the LLP as are necessary to bring up to date the records kept by the registrar,
- (b) the payment of the costs (in Scotland, expenses) of the registrar in connection with the proceedings for the restoration of the LLP to the register,
- (c) where any property or right previously vested in or held on trust for the LLP has vested as *bona vacantia*, the payment of the costs (in Scotland, expenses) of the Crown representative—
  - (i) in dealing with the property during the period of dissolution, or
  - (ii) in connection with the proceedings on the application.

(5) 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;

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**Changes to legislation:** There are outstanding changes not yet made by the [legislation.gov.uk](https://www.legislation.gov.uk) editorial team to *The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009*. Any changes that have already been made by the team appear in the content and are referenced with annotations. (See end of Document for details) [View outstanding changes](#)

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(d) in relation to other property, the Treasury Solicitor.”.

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**Changes and effects yet to be applied to the whole Instrument associated Parts and Chapters:**

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](#)
- reg. 13C inserted by [S.I. 2024/234 reg. 14](#)
- reg. 13C inserted by [S.I. 2024/234 reg. 15](#)
- reg. 17A inserted by [S.I. 2016/599 Sch. 1 para. 2](#)
- reg. 17B inserted by [S.I. 2024/234 reg. 19](#)
- reg. 17ZC inserted by [S.I. 2024/234 reg. 18](#)
- reg. 19(5)(f) inserted by [S.I. 2016/340 Sch. 3 para. 4](#)
- reg. 30A inserted by [S.I. 2024/234 reg. 22](#)
- reg. 31B words inserted by [S.I. 2017/693 reg. 24\(3\)\(c\)](#)
- reg. 31B words omitted by [S.I. 2017/693 reg. 24\(2\)\(b\)](#)
- 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\(a\)](#)
- reg. 31B(6) words substituted by [S.I. 2019/348 Sch. 3 para. 24\(b\)](#)
- reg. 31E word substituted by [S.I. 2017/693 reg. 25\(2\)](#)
- reg. 31E words inserted by [S.I. 2017/693 reg. 25\(3\)\(c\)\(iii\)](#)
- reg. 31E words inserted by [S.I. 2017/693 reg. 25\(4\)](#)
- reg. 31E words omitted by [S.I. 2017/693 reg. 25\(3\)\(c\)\(i\)](#)
- 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\(5\)](#)
- reg. 31L(2)(c) omitted by [S.I. 2024/234 reg. 24](#)
- reg. 31JA inserted by [S.I. 2017/693 reg. 26](#)
- reg. 31ZA words inserted by [S.I. 2024/234 reg. 23](#)
- reg. 31ZA words omitted by [S.I. 2024/234 reg. 23\(2\)\(b\)](#)
- reg. 45A inserted by [S.I. 2020/643 Sch. 3 para. 3](#)
- reg. 45A inserted by [S.I. 2021/60 Sch. 3 para. 3](#)
- reg. 63A inserted by [S.I. 2024/234 reg. 27](#)
- 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](#)