

## SCHEDULE 1

### TRANSITIONAL PROVISIONS: APPLICATION OF PROVISIONS OF COMPANIES ACT 2006

## PART 7

### DISSOLUTION AND RESTORATION TO THE REGISTER

#### [<sup>F1</sup>Property of dissolved LLP

**22.**—(1) Sections 1012 to 1023 of the Companies Act 2006 (property of dissolved LLP), as applied to LLPs by regulations 52 to 55, apply in relation to the property of an LLP dissolved on or after 1st October 2009.

(2) Subject to paragraph 22A, the corresponding provisions of the 1985 Act or 1986 Order, as applied to LLPs, continue to apply in relation to the property of an LLP dissolved before that date.]

#### Textual Amendments

- F1** Sch. 1 paras. 22, 22A substituted for Sch. 1 para. 22 (1.10.2009) by [The Companies Act 2006 and Limited Liability Partnerships \(Transitional Provisions and Savings\) \(Amendment\) Regulations 2009 \(S.I. 2009/2476\)](#), regs. 1(3), **3(2)**

[<sup>F1</sup>**22A.**—(1) Section 1013 of the Companies Act 2006 (Crown disclaimer of property vesting as bona vacantia), as applied to LLPs by regulation 52, applies in relation to property of an LLP dissolved before 1st October 2009 if at that date—

- (a) no period has begun to run in relation to the property under section 656(3)(a) or (b) of the 1985 Act or Article 607(3)(a) or (b) of the 1986 Order (period within which notice of disclaimer must be executed), as applied to LLPs, and
- (b) the right to disclaim has not ceased to be exercisable in relation to the property by virtue of section 656(2) of the 1985 Act or Article 607(2) of the 1986 Order (waiver of right to disclaim), as applied to LLPs.

(2) In section 1013, as applied to LLPs and as it applies by virtue of this paragraph, the references to property vesting under section 1012 (as applied to LLPs by regulation 52) shall be read as references to its vesting under section 654 of the 1985 Act or Article 605 of the 1986 Order as applied to LLPs.

(3) Where section 1013 (as applied to LLPs by regulation 52) applies by virtue of this paragraph—

- (a) the other provisions of sections 1012 to 1022 of the Companies Act 2006 (as applied to LLPs by regulations 52 to 54) apply accordingly, and
- (b) the corresponding provisions of the 1985 Act or 1986 Order (as applied to LLPs) do not apply.]

#### Textual Amendments

- F1** Sch. 1 paras. 22, 22A substituted for Sch. 1 para. 22 (1.10.2009) by [The Companies Act 2006 and Limited Liability Partnerships \(Transitional Provisions and Savings\) \(Amendment\) Regulations 2009 \(S.I. 2009/2476\)](#), regs. 1(3), **3(2)**

**Changes to legislation:** There are outstanding changes not yet made by the 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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- F1** Sch. 1 paras. 22, 22A substituted for Sch. 1 para. 22 (1.10.2009) by [The Companies Act 2006 and Limited Liability Partnerships \(Transitional Provisions and Savings\) \(Amendment\) Regulations 2009](#) (S.I. 2009/2476), regs. 1(3), **3(2)**

### Saving for applications to court made before 1st October 2009

- 23.** The repeal of the following provisions, as applied to LLPs—
- (a) section 651 of the 1985 Act or Article 602 of the 1986 Order (power of court to declare dissolution of LLP void), or
  - (b) section 653 of the 1985 Act or Article 604 of the 1986 Order (objection to striking off by person aggrieved),

does not affect an application made under that section or Article before 1st October 2009.

### Application to court for restoration to the register

**24.** Sections 1029 to 1032 of the Companies Act 2006 (restoration to register by the court), as applied to LLPs by regulation 57, apply whether the LLP was dissolved or struck off the register before, on or after 1st October 2009.

**25.—(1)** The following provisions apply where the LLP was dissolved or struck off the register before 1st October 2009.

(2) In section 1029 (application to court for restoration to register), as applied to LLPs, the references in subsection (1) to enactments under which an LLP may have been dissolved or struck off include corresponding earlier enactments as applied to LLPs (and for this purpose sections 1000 and 1003 of the Companies Act 2006 are regarded as corresponding to sections 652 and 652A of the 1985 Act and Articles 603 and 603A of the 1986 Order).

(3) No application under section 1029 as applied to LLPs may be made if an application in respect of the same dissolution or striking off has been made under section 653 of the 1985 Act or Article 604 of the 1986 Order (objection to striking off by person aggrieved) as applied to LLPs, and has not been withdrawn.

(4) Section 1030(4) (general time limit of six years) as applied to LLPs does not enable an application to be made in respect of an LLP dissolved before 1st October 2007, subject to sub-paragraphs (5) and (6).

(5) If the LLP was struck off under section 652 or 652A of the 1985 Act or Article 603 or 603A of the 1986 Order as applied to LLPs, section 1030(4) as applied to LLPs does not prevent an application being made at any time before—

- (a) 1st October 2015 (that is, six years after commencement), or
- (b) the expiration of the period of 20 years from publication in the Gazette of notice under the relevant section or Article,

whichever occurs first.

(6) Section 1030(5) (extension of period for application where application for administrative restoration refused), as applied to LLPs, applies in relation to the time limit under sub-paragraph (5) above as in relation to the time limit in section 1030(4).

### **Effect of restoration to the register where property has vested as bona vacantia**

**26.**—(1) Section 1034 of the Companies Act 2006 (effect of restoration to the register where property has vested as *bona vacantia*), as applied to LLPs by regulation 58, applies whenever the LLP was dissolved.

(2) The following provisions apply where the LLP was dissolved before 1st October 2009.

(3) The reference in section 1034(1) to section 1012 (property of dissolved LLP to be *bona vacantia*) shall be read as a reference to section 654 of the 1985 Act or Article 605 of the 1986 Order as applied to LLPs.

(4) No deduction is to be made under section 1034(3) (deduction of reasonable costs of Crown representative from amount payable to LLP) as applied to LLPs from consideration realised before 1st October 2009.

**Changes to legislation:**

There are outstanding changes not yet made by the 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.

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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](#)