

SCHEDULE 3

Regulation 85

CONSEQUENTIAL AMENDMENTS AND REVOCATIONS

PART 1

CONSEQUENTIAL AMENDMENTS OF THE LIMITED LIABILITY PARTNERSHIPS ACT 2000

Incorporation document etc

1.—(1) Section 2 of the Limited Liability Partnerships Act 2000 (incorporation document etc) is amended as follows.

(2) For subsection (1)(b) substitute—

“(b) the incorporation document or a copy of it must have been delivered to the registrar, and”.

(3) In subsection (1)(c), omit “in a form approved by the registrar.”.

(4) In subsection (2)—

(a) omit paragraph (a),

(b) in paragraph (c), for “or in Scotland” substitute “, in Scotland or in Northern Ireland”, and

(c) for paragraph (e) substitute—

“(e) give the required particulars of each of the persons who are to be members of the limited liability partnership on incorporation, and”.

(5) After subsection (2) insert—

“(2ZA) The required particulars mentioned in subsection (2)(e) are the particulars required to be stated in the LLP’s register of members and register of members’ residential addresses.”**(1)**.

(6) Omit subsections (2A) and (2B)**(2)**.

Incorporation by registration

2. In section 3 of the Limited Liability Partnerships Act 2000 (incorporation by registration), for subsection (1) substitute—

“(1) The registrar, if satisfied that the requirements of section 2 are complied with, shall—

(a) register the documents delivered under that section, and

(b) give a certificate that the limited liability partnership is incorporated.

(1A) The certificate must state—

(a) the name and registered number of the limited liability partnership,

(b) the date of its incorporation, and

(c) whether the limited liability partnership’s registered office is situated in England and Wales (or in Wales), in Scotland or in Northern Ireland.”.

(1) See sections 162 to 165 of the Companies Act 2006 as applied to LLPs by regulation 18 of these Regulations.

(2) Subsections (2A) and (2B) were inserted by regulation 16 of, and paragraph 1 of Schedule 2 to, [S.I. 2002/915](#).

Members

3. After section 4 of the Limited Liability Partnerships Act 2000 (members) insert—

“Minimum membership for carrying on business

4A.—(1) This section applies where a limited liability partnership carries on business without having at least two members, and does so for more than 6 months.

(2) A person who, for the whole or any part of the period that it so carries on business after those 6 months—

(a) is a member of the limited liability partnership, and

(b) knows that it is carrying on business with only one member,

is liable (jointly and severally with the limited liability partnership) for the payment of the limited liability partnership’s debts contracted during the period or, as the case may be, that part of it.”.

Designated members

4. In section 8 of the Limited Liability Partnerships Act 2000 (designated members), omit subsection (5).

Registration of membership changes

- 5.—(1) Section 9 of the Limited Liability Partnerships Act 2000 (registration of membership changes) is amended as follows.

- (2) In subsection (1)(b)—

(a) for “name or address of a member” substitute “particulars contained in its register of members or its register of members’ residential addresses”, and

(b) for “28 days” substitute “14 days”.

- (3) For subsection (3) substitute—

“(3) A notice delivered under subsection (1) that relates to a person becoming a member or designated member must contain—

(a) a statement that the member or designated member consents to acting in that capacity, and

(b) in the case of a person becoming a member, a statement of the particulars of the new member that are required to be included in the limited liability partnership’s register of members and its register of residential addresses.”.

- (4) After that subsection insert—

“(3ZA) Where—

(a) a limited liability partnership gives notice of a change of a member’s service address as stated in its register of members, and

(b) the notice is not accompanied by notice of any resulting change in the particulars contained in its register of members’ residential addresses,

the notice must be accompanied by a statement that no such change is required.”.

- (5) Omit subsections (3A) and (3B)(3).

- (6) In subsections (4) and (5) for “subsection (1)” substitute “this section”.

(3) Subsections (3A) and (3B) were inserted by regulation 16 of, and paragraph 1 of Schedule 2 to, [S.I. 2002/915](#).

Insolvency and winding up

6.—(1) Section 14 of the Limited Liability Partnerships Act 2000 (insolvency and winding up) is amended as follows.

(2) In subsection (1) for the words after “as appear appropriate” substitute—

“—

(a) in relation to a limited liability partnership registered in Great Britain, Parts 1 to 4, 6 and 7 of the Insolvency Act 1986;

(b) in relation to a limited liability partnership registered in Northern Ireland, Parts 2 to 5 and 7 of the Insolvency (Northern Ireland) Order 1989, and so much of Part 1 of that Order as applies for the purposes of those Parts.”.

(3) In subsection (3) for “Great Britain” (twice) substitute “the United Kingdom”.

Parliamentary procedure for regulations

7.—(1) Section 17 of the Limited Liability Partnerships Act 2000 (Parliamentary procedure for regulations) is amended as follows.

(2) In paragraph (a) of subsection (5), after “Insolvency Act 1986” insert “or the Insolvency (Northern Ireland) Order 1989”.

(3) For paragraph (b) of subsection (5) substitute—

“(b) regulations under section 15 not consisting entirely of the application or incorporation (with or without modifications) of provisions contained in or made under the following provisions of the Companies Act [2006 \(c. 46\)](#)—

Part 4 (a company’s capacity and related matters);

Part 5 (a company’s name);

Part 6 (a company’s registered office);

Chapters 1 and 8 of Part 10 (register of directors);

Part 15 (accounts and reports);

Part 16 (audit);

Part 19 (debentures);

Part 21 (certification and transfer of securities);

Part 24 (a company’s annual return);

Part 25 (company charges);

Part 26 (arrangements and reconstructions);

Part 29 (fraudulent trading);

Part 30 (protection of members against unfair prejudice);

Part 31 (dissolution and restoration to the register);

Part 35 (the registrar of companies);

Part 36 (offences under the Companies Acts);

Part 37 (supplementary provisions);

Part 38 (interpretation).”.

Interpretation of Act

8.—(1) Section 18 of the Limited Liability Partnerships Act 2000 (interpretation) is amended as follows.

(2) Omit the definition of “address”.

(3) For the definition of “registrar” substitute—

““the registrar” means—

- (a) if the registered office of the limited liability partnership is, or is to be, in England and Wales (or Wales), the registrar of companies for England and Wales,
- (b) if the registered office of the limited liability partnership is, or is to be, in Scotland, the registrar of companies for Scotland, and
- (c) if the registered office of the limited liability partnership is, or is to be, in Northern Ireland, the registrar of companies for Northern Ireland;”.

Extent of Act

9. In section 19 of the Limited Liability Partnerships Act 2000 (extent), for subsection (4) substitute—

“(4) This Act extends to the whole of the United Kingdom.”.

Names and registered offices

10.—(1) The Schedule to the Limited Liability Partnerships Act 2000 (names and registered offices)(4) is amended as follows.

(2) Omit paragraph 3.

(3) In paragraph 4, for sub-paragraphs (2) to (9) substitute—

“(2) The name of a limited liability partnership may also be changed—

- (a) on the determination of a new name by a company names adjudicator under section 73 of the Companies Act 2006 ([c. 46](#)) as applied to limited liability partnerships (powers of adjudicator on upholding objection to name);
- (b) on the determination of a new name by the court under section 74 of the Companies Act 2006 as so applied (appeal against decision of company names adjudicator);
- (c) under section 1033 as so applied (name on restoration to the register).”.

(4) In paragraph 5—

(a) omit sub-paragraph (2), and

(b) in sub-paragraph (3)—

- (i) for “a notice under sub-paragraph (2)” substitute “notice of a change of name”, and
- (ii) for paragraph (a) substitute—

“(a) enter the new name on the register in place of the former name, and”.

(5) Omit paragraph 8.

(6) Omit Part 2.

(4) Paragraph 1 of the Schedule was repealed by article 4 of, and Part 1 of Schedule 1 to, [S.I. 2008/2860 \(C. 126\)](#).

Saving

11. The amendments made by this Part of this Schedule do not affect an obligation arising before 1st October 2009 to deliver a document to the registrar.

PART 2

OTHER CONSEQUENTIAL AMENDMENTS AND REVOCATIONS

General

12.—(1) In any enactment relating to LLPs—

- (a) “the registrar” has the meaning given by section 18 of the Limited Liability Partnerships Act 2000,
- (b) “the register” means the records kept by the registrar relating to LLPs, and
- (c) references to registration in a particular part of the United Kingdom are to registration by the registrar for that part of the United Kingdom.

(2) In sub-paragraph (1) “enactment” includes—

- (a) an enactment contained in subordinate legislation within the meaning of the Interpretation Act 1978⁽⁵⁾,
- (b) an enactment contained in, or in an instrument made under, an Act of the Scottish Parliament,
- (c) an enactment contained in, or in an instrument made under, Northern Ireland legislation, and
- (d) an enactment contained in, or in an instrument made under, a Measure or Act of the National Assembly for Wales.

Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090)

13.—(1) The Limited Liability Partnerships Regulations 2001 are amended as follows.

(2) After regulation 2 insert—

“Application of provisions

2A.—(1) The provisions of these Regulations applying—

- (a) the Company Directors Disqualification Act 1986⁽⁶⁾, or
- (b) provisions of the Insolvency Act 1986⁽⁷⁾,

have effect only in relation to limited liability partnerships registered in Great Britain.

(2) The other provisions of these Regulations have effect in relation to limited liability partnerships registered in any part of the United Kingdom.”.

(3) In regulation 4 (application of companies legislation to LLPs)—

- (a) in the heading for “the remainder of the provisions” substitute “certain provisions”; and
- (b) in paragraph (1)—
 - (i) omit sub-paragraphs (b), (e) and (f),

⁽⁵⁾ 1978 c. 30.

⁽⁶⁾ 1986 c. 46.

⁽⁷⁾ 1986 c. 45.

Status: This is the original version (as it was originally made).

- (ii) for sub-paragraph (d) substitute—
 - “(d) references in a provision of the 1985 Act to—
 - (i) other provisions of that Act, or
 - (ii) provisions of the Companies Act 2006,
 shall include references to those provisions as they apply to limited liability partnerships.”.
- (4) In regulation 10(1)(c) omit “the Business Names Act 1985 and”.
- (5) In Part 1 of Schedule 2 (application of provisions of the Companies Act 1985)—
 - (a) omit all the existing entries except, subject to sub-paragraph (b), those relating to provisions of Part 14 of that Act (investigations etc);
 - (b) omit the entry relating to section 438 (power to bring civil proceedings)(8) (this does not affect proceedings brought under section 438 as applied to LLPs before 1st October 2009);
 - (c) at the appropriate place insert—
 - “section 446A (general powers to give directions)
 - section 446B (direction to terminate investigation)
 - section 446C (resignation and revocation of appointment)
 - section 446D (appointment of replacement inspectors)
 - section 446E (obtaining information from former inspectors etc)”;
 - (d) for the entry relating to section 451A(1) (disclosure of information by Secretary of State or inspector)(9) substitute “In subsection (1), for the words “sections 434 to 446E” substitute “sections 434 to 441 and 446E””; and
 - (e) for the entry relating to section 452(1) (privileged information)(10) substitute “In subsection (1), for the words “sections 431 to 446E” substitute “sections 431 to 441 and 446E””.
- (6) In Schedule 5 (general and consequential amendments), omit paragraphs 9 to 11.
- (7) In Schedule 6 (application of subordinate legislation)—
 - (a) in the list in Part 1 (regulations made under the Companies Act 1985), omit the entries relating to—
 - (i) the Companies (Inspection and Copying of Registers, Indices and Documents) Regulations 1991, and
 - (ii) the Companies (Registers and other Records) Regulations 1985; and
 - (b) in the list in Part 3 (regulations made under other legislation), omit the entry relating to the Company and Business Names Regulations 1981.

Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307)

14.—(1) The Limited Liability Partnerships Regulations (Northern Ireland) 2004 are amended as follows.

(2) In regulation 2 (interpretation), omit the definitions of “the 1986 Order”, “the 2000 Act” and “the principal Act”.

(3) After that regulation insert—

(8) Section 438 was repealed by section 1176(1) of the Companies Act 2006 (c. 46).

(9) Section 451A(1) was amended by section 1037(2) of the Companies Act 2006.

(10) Section 452(1) was amended by section 1037(3) of the Companies Act 2006.

“Application of provisions

2A.—(1) The provisions of these Regulations applying—

- (a) the Company Directors Disqualification (Northern Ireland) Order 2002, or
- (b) provisions of the Insolvency (Northern Ireland) Order 1989,

have effect only in relation to limited liability partnerships registered in Northern Ireland.

(2) The other provisions of these Regulations have effect in relation to limited liability partnerships registered in any part of the United Kingdom.”.

(4) In regulation 4 omit—

- (a) paragraph (1) (application of provisions of Companies (Northern Ireland) Order 1986), and
- (b) in the heading, the words “of the remainder of the provisions of the 1986 Order and”.

(5) Omit regulations 6 to 8 (which are superseded by corresponding provisions of the Limited Liability Partnerships Regulations 2001 having effect throughout the United Kingdom).

(6) In regulation 10(1) (application of subordinate legislation)—

- (a) omit sub-paragraph (a), and
- (b) in sub-paragraph (c) omit “the Business Names (Northern Ireland) Order 1986 and”.

(7) In Schedule 2, omit Part 1 (application of provisions of Companies (Northern Ireland) Order 1986).

(8) In Schedule 4 (general and consequential amendments) omit paragraphs 9 to 11.

(9) In Schedule 5 (application of subordinate legislation)—

- (a) omit Part 1 of Schedule 5 (application of subordinate legislation relating to companies); and
- (b) in the list in Part 3 (application of other subordinate legislation), omit the entry relating to the Company and Business Names Regulations (Northern Ireland) 1984.

Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 (S.I. 2008/1911)

15.—(1) The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 are amended as follows.

(2) In regulation 3(1) (interpretation), in the definition of “LLP” for “formed under the Limited Liability Partnerships Act 2000 or the Limited Liability Partnerships Act (Northern Ireland) 2002” substitute “registered under the Limited Liability Partnerships Act 2000”.

(3) In regulation 32, in the text of section 474(1) of the Companies Act 2006 as applied to LLPs, in the definition of “LLP” for “formed and registered under the Limited Liability Partnerships Act 2000 or the Limited Liability Partnerships Act (N.I.) 2002” substitute “registered under the Limited Liability Partnerships Act 2000”.

(4) In regulations 49, 50, 51, 54, 55, 56 and 57, after “apply to LLPs” insert “for the purposes of these Regulations”.

(5) In regulation 55, in the text of section 1173(1) of the Companies Act 2006 as applied to LLPs, at the appropriate place insert—

““firm” means any entity, whether or not a legal person, that is not an individual and includes a body corporate, a corporation sole and a partnership or other unincorporated association;”.

Status: This is the original version (as it was originally made).

16.—(1) In the provisions of the Companies Act 2006 listed in sub-paragraph (2), as applied to LLPs by regulations 6, 24 and 40 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008—

- (a) in sub-paragraph (i), after “in England and Wales” insert “or Scotland”, and
- (b) in sub-paragraph (ii), omit “Scotland or”.

(2) The provisions are sections 387(3)(b), 389(4)(b), 458(5)(b), 460(5)(b) and 501(2)(b) (which relate to penalties on summary conviction of an offence).

Other revocations

17. The following are revoked—

- (a) the Limited Liability Partnerships (No. 2) Regulations 2002⁽¹¹⁾;
- (b) the Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002⁽¹²⁾.

⁽¹¹⁾ S.I. 2002/913.

⁽¹²⁾ S.I. 2002/915.