

## SCHEDULE 3

### 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.”

M1

(6) Omit subsections (2A) and (2B) <sup>M2</sup>.

##### **Marginal Citations**

**M1** See sections 162 to 165 of the Companies Act 2006 as applied to LLPs by regulation 18 of these Regulations.

**M2** Subsections (2A) and (2B) were inserted by regulation 16 of, and paragraph 1 of Schedule 2 to, [S.I. 2002/915](#).

##### **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.

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(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.”.

## Members

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

### “4A Minimum membership for carrying on business

(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

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- (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) <sup>M3</sup>.
- (6) In subsections (4) and (5) for “subsection (1)” substitute “ this section ”.

#### Marginal Citations

**M3** 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);

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- 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)<sup>M4</sup> 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

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(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.

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#### **Marginal Citations**

**M4** 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.

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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](#)