

## SCHEDULE

Section 1(6).

## NAMES AND REGISTERED OFFICES

## PART I

## NAMES

*Index of names*

1. In Article 663(1) of the [Companies \(Northern Ireland\) Order 1986 \(NI 6\)](#) (index of names), after sub-paragraph (d) insert—

- “(da) limited liability partnerships incorporated under the Limited Liability Partnerships Act (Northern Ireland) 2002,”.

*Name to indicate status*

2. The name of a limited liability partnership must end with—

- (a) the expression “limited liability partnership”, or
- (b) the abbreviation “llp” or “LLP”.

*Registration of names*

3.—(1) A limited liability partnership shall not be registered by a name—

- (a) which includes, otherwise than at the end of the name, the expression “limited liability partnership” or either of the abbreviations “llp” and “LLP”,
- (b) which is the same as a name appearing in the index kept under Article 663(1) of the [Companies \(Northern Ireland\) Order 1986 \(NI 6\)](#),
- (c) the use of which by the limited liability partnership would in the opinion of the Department constitute a criminal offence, or
- (d) which in the opinion of the Department is offensive.

(2) Except with the approval of the Department, a limited liability partnership shall not be registered by a name which—

- (a) in the opinion of the Department would be likely to give the impression that it is connected in any way with a Northern Ireland department or with any district council, or
- (b) includes any word or expression for the time being specified in regulations under Article 39 of the [Companies \(Northern Ireland\) Order 1986](#) (names needing approval).

### *Change of name*

4.—(1) A limited liability partnership may change its name at any time.

(2) Where a limited liability partnership has been registered by a name which—

(a) is the same as or, in the opinion of the Department, too like a name appearing at the time of registration in the index kept under Article 663(1) of the Companies (Northern Ireland) Order 1986, or

(b) is the same as or, in the opinion of the Department, too like a name which should have appeared in the index at that time,

the Department may within 12 months of that time in writing direct the limited liability partnership to change its name within such period as the Department may specify.

(3) If it appears to the Department—

(a) that misleading information has been given for the purpose of the registration of a limited liability partnership by a particular name, or

(b) that undertakings or assurances have been given for that purpose and have not been fulfilled,

the Department may, within 5 years of the date of its registration by that name, in writing direct the limited liability partnership to change its name within such period as the Department may specify.

(4) If in the Department's opinion the name by which a limited liability partnership is registered gives so misleading an indication of the nature of its activities as to be likely to cause harm to the public, the Department may in writing direct the limited liability partnership to change its name within such period as the Department may specify.

(5) But the limited liability partnership may, within 3 weeks from the date of the direction apply to the High Court to set it aside and the Court may set the direction aside or confirm it and, if it confirms it, shall specify the period within which it must be complied with.

(6) Where a direction has been given under sub-paragraph (2), (3) or (4) specifying a period within which a limited liability partnership is to change its name, the Department may at any time before that period ends extend it by a further direction in writing.

(7) If a limited liability partnership fails to comply with a direction under this paragraph—

(a) the limited liability partnership, and

(b) any designated member in default,

commits an offence.

(8) A person guilty of an offence under sub-paragraph (7) is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

#### *Notification of change of name*

5.—(1) Where a limited liability partnership changes its name it shall deliver notice of the change to the registrar.

(2) A notice delivered under sub-paragraph (1)—

- (a) shall be in a form approved by the registrar, and
- (b) shall be signed by a designated member of the limited liability partnership or authenticated in a manner approved by the registrar.

(3) Where the registrar receives a notice under sub-paragraph (2) he shall (unless the new name is one by which a limited liability partnership may not be registered)

- (a) enter the new name in the index kept under Article 663(1) of the [Companies \(Northern Ireland\) Order 1986 \(NI 6\)](#), and
- (b) issue a certificate of the change of name.

(4) The change of name has effect from the date on which the certificate is issued.

#### *Effect of change of name*

6. A change of name by a limited liability partnership does not—

- (a) affect any of its rights or duties,
- (b) render defective any legal proceedings by or against it,

and any legal proceedings that might have been commenced or continued against it by its former name may be commenced or continued against it by its new name.

#### *Improper use of “limited liability partnership” etc.*

7.—(1) If any person carries on a business under a name or title which includes as the last words—

- (a) the expression “limited liability partnership”, or
- (b) any contraction or imitation of that expression,

that person, unless a limited liability partnership or oversea limited liability partnership, commits an offence.

(2) A person guilty of an offence under sub-paragraph (1) is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

*Similarity of names*

**8.** In determining for the purposes of this Part whether one name is the same as another there are to be disregarded—

(1) the definite article as the first word of the name,

(2) any of the following at the end of the name—

“limited liability partnership”,

“company”,

“and company”,

“company limited”,

“and company limited”,

“limited”,

“unlimited”,

“public limited company”,

“open-ended investment company”, and

“investment company with variable capital”, and

(3) type and case of letters, accents, spaces between letters and punctuation marks,

and “and” and “&” are to be taken as the same.

**PART II****REGISTERED OFFICES***Situation of registered office*

**9.—(1)** A limited liability partnership shall at all times have a registered office situated in Northern Ireland to which communications and notices may be addressed.

(2) On the incorporation of a limited liability partnership the situation of its registered office shall be that stated in the incorporation document.

*Change of registered office*

**10.—(1)** A limited liability partnership may change its registered office by delivering notice of the change to the registrar.

(2) A notice delivered under sub-paragraph (1)—

(a) shall be in a form approved by the registrar, and

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

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- (b) shall be signed by a designated member of the limited liability partnership or authenticated in a manner approved by the registrar.