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DRAFT STATUTORY INSTRUMENTS

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**2009 No.**

**The Limited Liability Partnerships (Application  
of Companies Act 2006) Regulations 2009**

**PART 15**

**THE REGISTRAR OF COMPANIES**

**Provisions of general application**

**60.**—(1) The application to LLPs by the following regulations of certain provisions of Part 35 of the Companies Act 2006 is without prejudice to the application in relation to LLPs of the provisions of that Part that are of general application<sup>(1)</sup>.

(2) Those provisions are—

sections 1060(1) and (2) and 1061 to 1063 (the registrar),  
sections 1068 to 1071 (delivery of documents to the registrar),  
sections 1072 to 1076 (requirements for proper delivery),  
sections 1080(1), (4) and (5) and 1092 (keeping and production of records),  
section 1083 (preservation of original documents),  
sections 1108 to 1110 (language requirements: transliteration),  
sections 1111 and 1114 to 1119 (supplementary provisions).

**Certificates of incorporation**

**61.** Sections 1064 and 1065 apply to LLPs, modified so that they read as follows—

**“Public notice of issue of certificate of incorporation**

**1064.**—(1) The registrar must cause to be published—

- (a) in the Gazette, or
- (b) in accordance with section 1116 (alternative means of giving public notice),

notice of the issue by the registrar of any certificate of incorporation of an LLP.

(2) The notice must state the name and registered number of the LLP and the date of issue of the certificate.

(3) This section applies to a certificate issued under—

- (a) paragraph 5 of the Schedule to the Limited Liability Partnerships Act 2000 (c. 12) (change of name: registration and issue of certificate of change of name), or
- (b) section 88(4) of this Act (Welsh LLPs),

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(1) Part 35 has been amended by S.I. 2009/[ ].

as well as to the certificate issued on an LLP's formation.

### **Right to certificate of incorporation**

**1065.** Any person may require the registrar to provide him with a copy of any certificate of incorporation of an LLP, signed by the registrar or authenticated by the registrar's seal."

### **Registered numbers**

**62.** Section 1066 applies to LLPs, modified so that it reads as follows—

#### **"LLP's registered numbers**

**1066.**—(1) The registrar shall allocate to every LLP a number, which shall be known as the LLP's registered number.

(2) LLPs' registered numbers shall be in such form, consisting of one or more sequences of figures or letters, as the registrar may determine.

(3) The registrar may on adopting a new form of registered number make such changes of existing registered numbers as appear necessary.

(4) A change of an LLP's registered number has effect from the date on which the LLP is notified by the registrar of the change.

(5) For a period of three years beginning with that date any requirement to disclose the LLP's registered number imposed by section 82 or section 1051 (trading disclosures) is satisfied by the use of either the old number or the new."

### **Public notice of receipt of certain documents**

**63.** Sections 1077 to 1079 apply to LLPs, modified so that they read as follows—

#### **"Public notice of receipt of certain documents**

**1077.**—(1) The registrar must cause to be published—

(a) in the Gazette, or

(b) in accordance with section 1116 (alternative means of giving public notice),

notice of the receipt by the registrar of any document specified in section 1078.

(2) The notice must state the name and registered number of the LLP, the description of document and the date of receipt.

(3) The registrar is not required to cause notice of the receipt of a document to be published before the date of incorporation of the LLP to which the document relates.

#### **The section 1077 documents**

**1078.** The following documents are specified for the purposes of section 1077—

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#### *Constitutional documents*

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1. The LLP's incorporation document.
2. Any notice delivered under section 8(4) of the Limited Liability Partnerships Act 2000 (c. 12).

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*Constitutional documents*

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3. Any notice of the change of the LLP's name.

**Members**

1. Notification of any change in the membership of the LLP.
2. Notification of any change in the particulars of members required to be delivered to the registrar.

**Accounts and returns**

1. All documents required to be delivered to the registrar under section 441 (annual accounts).
2. The LLP's annual return.

**Registered office**

Notification of any change of the LLP's registered office.

**Winding up**

1. Copy of any winding-up order in respect of the LLP.
  2. Notice of the appointment of liquidators.
  3. Order for the dissolution of an LLP on a winding up.
  4. Return by a liquidator of the final meeting of an LLP on a winding up.
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**Effect of failure to give public notice**

**1079.**—(1) An LLP is not entitled to rely against other persons on the happening of any event to which this section applies unless—

- (a) the event has been officially notified at the material time, or
- (b) the LLP shows that the person concerned knew of the event at the material time.

(2) The events to which this section applies are—

- (a) (as regards service of any document on the LLP) a change of the LLP's registered office,
- (b) the making of a winding-up order in respect of the LLP, or

- (c) the appointment of a liquidator in a voluntary winding up of the LLP.
- (3) If the material time falls—
  - (a) on or before the 15th day after the date of official notification, or
  - (b) where the 15th day was not a working day, on or before the next day that was,
 the LLP is not entitled to rely on the happening of the event as against a person who shows that he was unavoidably prevented from knowing of the event at that time.
- (4) “Official notification” means—
  - (a) in relation to anything stated in a document specified in section 1078, notification of that document in accordance with section 1077;
  - (b) in relation to the appointment of a liquidator in a voluntary winding up, notification of that event in accordance with section 109 of the Insolvency Act 1986 (c. 45) or Article 95 of the Insolvency (Northern Ireland) Order 1989 (S.I. 1989/2405 (N.I.19)).”.

## The register

64. Sections 1081 and 1082 apply to LLPs, modified so that they read as follows—

### “Annotation of the register

- 1081.**—(1) The registrar must place a note in the register recording—
- (a) the date on which a document is delivered to the registrar;
  - (b) if a document is corrected under section 1075, the nature and date of the correction;
  - (c) if a document is replaced (whether or not material derived from it is removed), the fact that it has been replaced and the date of delivery of the replacement;
  - (d) if material is removed—
    - (i) what was removed (giving a general description of its contents),
    - (ii) under what power, and
    - (iii) the date on which that was done.
- (2) Regulation 3 of the Registrar of Companies and Applications for Striking Off Regulations 2009 (S.I. 2009/[ ]) applies to LLPs as regards—
- (a) other circumstances in which the registrar is required or authorised to annotate the register, and
  - (b) the contents of any such annotation.
- (3) No annotation is required in the case of a document that by virtue of section 1072(2) (documents not meeting requirements for proper delivery) is treated as not having been delivered.
- (4) A note may be removed if it no longer serves any useful purpose.
- (5) Any duty or power of the registrar with respect to annotation of the register is subject to the court’s power under section 1097 (powers of court on ordering removal of material from the register) to direct—
- (a) that a note be removed from the register, or
  - (b) that no note shall be made of the removal of material that is the subject of the court’s order.

(6) Notes placed in the register in accordance with subsection (1), or in pursuance of the provision referred to in subsection (2), are part of the register for all purposes of the Companies Acts and the Limited Liability Partnerships Act 2000.

### **Allocation of unique identifiers**

**1082.**—(1) The Secretary of State may make provision for the use, in connection with the register, of reference numbers (“unique identifiers”) to identify each person who is a member of an LLP.

(2) The regulations may—

- (a) provide that a unique identifier may be in such form, consisting of one or more sequences of letters or numbers, as the registrar may from time to time determine;
- (b) make provision for the allocation of unique identifiers by the registrar;
- (c) require there to be included, in any specified description of documents delivered to the registrar, as well as a statement of the person’s name—
  - (i) a statement of the person’s unique identifier, or
  - (ii) a statement that the person has not been allocated a unique identifier;
- (d) enable the registrar to take steps where a person appears to have more than one unique identifier to discontinue the use of all but one of them.

(3) The regulations may contain provision for the application of the scheme in relation to persons appointed, and documents registered, before the commencement of this Act.

(4) The regulations may make different provision for different descriptions of person and different descriptions of document.

(5) Regulations under this section are subject to affirmative resolution procedure.”.

### **Records relating to dissolved LLPs**

**65.** Section 1084 applies to LLPs, modified so that it reads as follows—

#### **“Records relating to LLPs that have been dissolved**

**1084.**—(1) This section applies where an LLP is dissolved.

(2) At any time after two years from the date on which it appears to the registrar that the LLP has been dissolved, the registrar may direct that records relating to the LLP may be removed to the Public Record Office or, as the case may be, the Public Record Office of Northern Ireland.

(3) Records in respect of which such a direction is given shall be disposed of under the enactments relating to that Office and the rules made under them.

(4) This section does not extend to Scotland.”.

### **Inspection etc of the register**

**66.** Sections 1085 to 1091(2) apply to LLPs, modified so that they read as follows—

#### **“Inspection of the register**

**1085.**—(1) Any person may inspect the register.

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(2) Section 1087(1) was amended by article 11 of S.I. 2009/[ ].

(2) The right of inspection extends to the originals of documents delivered to the registrar in hard copy form if, and only if, the record kept by the registrar of the contents of the document is illegible or unavailable.

The period for which such originals are to be kept is limited by section 1083(1).

(3) This section has effect subject to section 1087 (material not available for public inspection).

### **Right to copy of material not on the register**

**1086.**—(1) Any person may require a copy of any material on the register.

(2) The fee for any such copy of material derived from a document specified for the purposes of section 1077, whether in hard copy or electronic form, must not exceed the administrative cost of providing it.

(3) This section has effect subject to section 1087 (material not available for public inspection).

### **Material not available for public inspection**

**1087.**—(1) The following material must not be made available by the registrar for public inspection—

- (a) the contents of any document sent to the registrar containing views expressed pursuant to section 56 (comments on proposal by LLP to use certain words or expressions in LLP name);
- (b) protected information within section 242(1) (members' residential addresses: restriction on disclosure by registrar);
- (c) representations received by the registrar in response to a notice under section 245(2) (notice of proposal to put member's usual residential address on the public record);
- (d) any application to the registrar under section 1024 (application for administrative restoration to the register) that has not yet been determined or was not successful;
- (e) any document received by the registrar in connection with the giving or withdrawal of consent under section 1075 (informal correction of documents);
- (f) any application or other document delivered to the registrar under section 1088 (application to make address unavailable for public inspection) and any address in respect of which such an application is successful;
- (g) any application or other document delivered to the registrar under section 1095 (application for rectification of register);
- (h) any court order under section 1096 (rectification of the register under court order) that the court has directed under section 1097 (powers of court on ordering removal of material from the register) is not to be made available for public inspection;
- (i) the contents of—
  - (i) any instrument creating or evidencing a charge, or
  - (ii) any certified or verified copy of an instrument creating or evidencing a charge,delivered to the registrar under Part 25 (LLP charges);

- (j) any e-mail address, identification code or password deriving from a document delivered for the purpose of authorising or facilitating electronic filing procedures or providing information by telephone;
- (k) any other material excluded from public inspection by or under any other enactment.

(2) A restriction applying by reference to material deriving from a particular description of document does not affect the availability for public inspection of the same information contained in material derived from another description of document in relation to which no such restriction applies.

(3) Material to which this section applies need not be retained by the registrar for longer than appears to the registrar reasonably necessary for the purposes for which the material was delivered to the registrar.

### **Application to registrar to make address unavailable for public inspection**

**1088.**—(1) The provisions of the Companies (Disclosure of Address) Regulations 2009 (S.I. 2009/214) relating to applications to make an address unavailable for inspection under this section apply to LLPs.

- (2) The provisions are—
  - (a) Part 3 (disclosure of protected information),
  - (b) Part 4 (matters relating to applications), so far as relating to applications to make an address unavailable for inspection under this section, and
  - (c) any other provisions of the Regulations having effect for the purposes of those provisions.
- (3) As those provisions apply to LLPs—
  - (a) references in the regulations to provisions of the Companies Act 1985 (c. 6) or the Companies (Northern Ireland) Order 1986 (S.I. 1986/1032 (N.I.6)) are to those provisions as applied to LLPs by the Limited Liability Partnerships Regulations 2001 (S.I. 2001/1090) or the Limited Liability Partnerships Regulations (Northern Ireland) 2004 (S.R. (NI) 2004 No 307);
  - (b) read references to a company as references to an LLP;
  - (c) read references to a director as references to a member of an LLP;
  - (d) omit all references to secretaries or permanent representatives;
  - (e) in regulation 1(2) for the definition of “former name” substitute—

““former name” means a name by which the individual was formerly known and which has been notified to the registrar under section 2 or 9 of the Limited Liability Partnerships Act 2000;”;
  - (f) in regulation 9, for paragraph (1) substitute—

“(1) A section 1088 application may be made to the registrar by an individual whose usual residential address was placed on the register either—

    - (a) under section 288 (register of members) or 363 (duty to deliver annual returns) of the 1985 Act;
    - (b) under Article 296 or 371 of the 1986 Order;
    - (c) under section 2 (incorporation document etc) or 9 (registration of membership changes) of the Limited Liability Partnerships Act 2000;

or

- (d) as a service address under section 855 (contents of annual return) of the Act,  
in respect of that usual residential address where it was placed on the register on or after 1st January 2003;” and
- (g) omit regulation 10.

### **Form of application for inspection or copy**

**1089.** The registrar may specify the form and manner in which application is to be made for—

- (a) inspection under section 1085, or  
(b) a copy under section 1086.

### **Form and manner in which copies to be provided**

**1090.** The registrar may determine the form and manner in which copies are to be provided.

### **Certification of copies as accurate**

**1091.—**(1) Copies provided under section 1086 in hard copy form must be certified as true copies unless the applicant dispenses with such certification.

(2) Copies so provided in electronic form must not be certified as true copies unless the applicant expressly requests such certification.

(3) A copy provided under section 1086, certified by the registrar (whose official position it is unnecessary to prove) to be an accurate record of the contents of the original document, is in all legal proceedings admissible in evidence—

- (a) as of equal validity with the original document, and  
(b) as evidence (in Scotland, sufficient evidence) of any fact stated in the original document of which direct oral evidence would be admissible.

(4) Regulation 2 of the Companies (Registrar, Languages and Trading Disclosures) Regulations 2006 ([S.I. 2006/3429](#)) (certification of electronic copies by registrar) applies where the copy is provided in electronic form.

(5) Copies provided by the registrar may, instead of being certified in writing to be an accurate record, be sealed with the registrar’s official seal<sup>(3)</sup>.”

### **Correction or removal of material on the register**

**67.** Sections 1093 to 1098 apply to LLPs, modified so that they read as follows—

#### **“Registrar’s notice to resolve inconsistency on the register**

**1093.—**(1) Where it appears to the registrar that the information contained in a document delivered to the registrar is inconsistent with other information on the register, the registrar may give notice to the LLP to which the document relates—

- (a) stating in what respects the information contained in it appears to be inconsistent with other information on the register, and

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(3) See section 1062 of the Companies Act 2006 (the registrar’s official seal).



- (b) requiring the LLP to take steps to resolve the inconsistency.
- (2) The notice must—
  - (a) state the date on which it is issued, and
  - (b) require the delivery to the registrar, within 14 days after that date, of such replacement or additional documents as may be required to resolve the inconsistency.
- (3) If the necessary documents are not delivered within the period specified, an offence is committed by—
  - (a) the LLP, and
  - (b) every member of the LLP who is in default.
- (4) A person guilty of an offence under subsection (3) is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.

#### **Administrative removal of material from the register**

- 1094.**—(1) The registrar may remove from the register anything that there was power, but no duty, to include.
- (2) This power is exercisable, in particular, so as to remove—
    - (a) unnecessary material within the meaning of section 1074, and
    - (b) material derived from a document that has been replaced under—
      - section 1076 (replacement of document not meeting requirements for proper delivery), or
      - section 1093 (notice to remedy inconsistency on the register).
  - (3) This section does not authorise the removal from the register of—
    - (a) anything whose registration has had legal consequences in relation to the LLP as regards—
      - (i) its formation,
      - (ii) a change of name,
      - (iii) a change of registered office,
      - (iv) a change in the situation of a registered office,
      - (v) the registration of a charge, or
      - (vi) its dissolution;
    - (b) an address that is a person’s registered address for the purposes of section 1140 (service of documents on members and others).
  - (4) On or before removing any material under this section (otherwise than at the request of the LLP) the registrar must give notice—
    - (a) to the person by whom the material was delivered (if the identity, and name and address of that person are known), or
    - (b) to the LLP to which the material relates (if notice cannot be given under paragraph (a) and the identity of that LLP is known).
  - (5) The notice must—
    - (a) state what material the registrar proposes to remove, or has removed, and on what grounds, and

- (b) state the date on which it is issued.

### **Rectification of register on application to registrar**

**1095.**—(1) The provisions of the Registrar of Companies and Applications for Striking Off Regulations 2009 (S.I. 2009/[ ]) requiring the registrar, on application, to remove from the register material that—

- (a) derives from anything invalid or ineffective or that was done without authority, or
- (b) is factually inaccurate, or is derived from something that is factually inaccurate or forged,

apply to LLPs.

(2) Those provisions are—

- (a) regulations 4 and 5, and
- (b) any other provisions of the regulations having effect for the purposes of those provisions.

(2A) In those provisions as they apply to LLPs—

- (a) for “company” substitute “LLP”, and for “relevant company form” substitute “relevant LLP form”;
- (b) omit all references to overseas companies and overseas company forms;
- (c) omit all references to secretaries;
- (d) in regulation 4—

- (i) for paragraph (3) substitute—

- “(3) A “relevant LLP form” is—

- (a) a standard form required for giving notice under section 87 of the Companies Act 2006 (change of address of registered office) or section 9 of the Limited Liability Partnerships Act 2000 (c. 12) (changes relating to members); or
      - (b) so much of a standard form required for delivering an application under section 2 of the Limited Liability Partnerships Act 2000 (incorporation document etc) as is required for the statement of those who are to be members of the LLP referred to in section 2(2) (e).”,

- (ii) omit paragraphs (4) and (6),

- (iii) in paragraph (7) omit “or (6)”, and

- (iv) in paragraph (8)(a), for “(2), (3), (4) or (5)” substitute “(2) or (3)”;

- (e) in regulation 5—

- (i) in paragraph (1)(b), omit “or (6)”,

- (ii) in paragraphs (2)(b) and (3)(b), for “director or secretary of the company” substitute “designated member of the LLP”,

- (iii) omit paragraphs (4) to (7) and (16),

- (iv) in paragraphs (8), (11), (12) and (14)(c), for “(2), (3), (4) or (5)” substitute “(2) or (3)”; and

- (v) omit paragraph (8)(b) and (c).

(3) An application must—

- (a) specify what is to be removed from the register and indicate where on the register it is, and
- (b) be accompanied by a statement that the material specified in the application complies with this section and the regulations.

(4) If no objections are made to the application, the registrar may accept the statement as sufficient evidence that the material specified in the application should be removed from the register.

(5) Where anything is removed from the register under this section the registration of which had legal consequences as mentioned in section 1094(3), any person appearing to the court to have a sufficient interest may apply to the court for such consequential orders as appear just with respect to the legal effect (if any) to be accorded to the material by virtue of its having appeared on the register.

### **Rectification of the register under court order**

**1096.**—(1) The registrar shall remove from the register any material—

- (a) that derives from anything that the court has declared to be invalid or ineffective, or to have been done without the authority of the LLP, or
- (b) that a court declares to be factually inaccurate, or to be derived from something that is factually inaccurate, or forged,

and that the court directs should be removed from the register.

(2) The court order must specify what is to be removed from the register and indicate where on the register it is.

(3) The court must not make an order for the removal from the register of anything the registration of which had legal consequences as mentioned in section 1094(3) unless satisfied—

- (a) that the presence of the material on the register has caused, or may cause, damage to the LLP, and
- (b) that the LLP's interest in removing the material outweighs any interest of other persons in the material continuing to appear on the register.

(4) Where in such a case the court does make an order for removal, it may make such consequential orders as appear just with respect to the legal effect (if any) to be accorded to the material by virtue of its having appeared on the register.

(5) A copy of the court's order must be sent to the registrar for registration.

(6) This section does not apply where the court has other, specific, powers to deal with the matter, for example under—

- (a) the provisions of Part 15 relating to the revision of defective accounts, or
- (b) section 873 or 888 (rectification of the register of charges).

### **Powers of court on ordering removal of material from the register**

**1097.**—(1) Where the court makes an order for the removal of anything from the register under section 1096 (rectification of the register), it may give directions under this section.

(2) It may direct that any note on the register that is related to the material that is the subject of the court's order shall be removed from the register.

(3) It may direct that its order shall not be available for public inspection as part of the register.

- (4) It may direct—
  - (a) that no note shall be made on the register as a result of its order, or
  - (b) that any such note shall be restricted to such matters as may be specified by the court.
- (5) The court shall not give any direction under this section unless it is satisfied—
  - (a) that—
    - (i) the presence on the register of the note or, as the case may be, of an unrestricted note, or
    - (ii) the availability for public inspection of the court’s order, may cause damage to the LLP, and
  - (b) that the LLP’s interest in non-disclosure outweighs any interest of other persons in disclosure.

#### **Public notice of removal of certain material from the register**

**1098.**—(1) The registrar must cause to be published—

- (a) in the Gazette, or
- (b) in accordance with section 1116 (alternative means of giving public notice),

notice of the removal from the register of any document specified in section 1078 or of any material derived from such a document.

(2) The notice must state the name and registered number of the LLP, the description of document and the date of receipt.”

#### **Language requirements: translation**

**68.** Sections 1103 to 1107 apply to LLPs, modified so that they read as follows—

##### **“Documents to be drawn up and delivered in English**

**1103.**—(1) The general rule is that all documents required to be delivered to the registrar must be drawn up and delivered in English.

- (2) This is subject to—
  - section 1104 (documents relating to Welsh LLPs) and
  - section 1105 (documents that may be drawn up and delivered in other languages).

##### **Documents relating to Welsh LLPs**

**1104.**—(1) Documents relating to a Welsh LLP may be drawn up and delivered to the registrar in Welsh.

(2) On delivery to the registrar any such document must be accompanied by a certified translation into English, unless they are—

- (a) annual accounts and auditors’ reports required to be delivered to the registrar under Part 15,
- (b) revised accounts, and any auditor’s report on such revised accounts, required to be delivered to the registrar by the Companies (Revision of Defective Accounts and Reports) Regulations 2008 ([S.I. 2008/373](#)), or

(c) in a form prescribed in Welsh (or partly in Welsh and partly in English) by virtue of section 26 of the Welsh Language Act 1993 (c. 38).

(3) Where a document is properly delivered to the registrar in Welsh without a certified translation into English, the registrar must obtain such a translation if the document is to be available for public inspection.

The translation is treated as if delivered to the registrar in accordance with the same provision as the original.

(4) A Welsh LLP may deliver to the registrar a certified translation into Welsh of any document in English that relates to the LLP and is or has been delivered to the registrar.

(5) Section 1105 (which requires certified translations into English of documents delivered to the registrar in another language) does not apply to a document relating to a Welsh LLP that is drawn up and delivered in Welsh.

### **Documents that may be drawn up and delivered in other languages**

**1105.**—(1) Documents to which this section applies may be drawn up and delivered to the registrar in a language other than English, but when delivered to the registrar they must be accompanied by a certified translation into English.

(2) This section applies to—

- (a) documents required to be delivered under section 400(2)(e) or section 401(2)(f) (LLP included in accounts of larger group: required to deliver copy of group accounts);
- (b) instruments or copy instruments required to be delivered under Part 25 (LLP charges);
- (c) any order made by a competent court in the United Kingdom or elsewhere.

### **Voluntary filing of translations**

**1106.**—(1) An LLP may deliver to the registrar one or more certified translations of any document relating to the LLP that is or has been delivered to the registrar.

(2) The facility described in subsection (1) is available in relation to—

- (a) all the official languages of the European Union, and
- (b) all the documents specified by section 1078.

(3) The power of the registrar to impose requirements as to the form and manner of delivery includes power to impose requirements as to the identification of the original document and the delivery of the translation in a form and manner enabling it to be associated with the original.

(4) This section does not apply where the original document was delivered to the registrar before this section came into force.

### **Certified translations**

**1107.**—(1) In this Part a “certified translation” means a translation certified to be a correct translation.

(2) In the case of any discrepancy between the original language version of a document and a certified translation—

- (a) the LLP may not rely on the translation as against a third party, but

- (b) a third party may rely on the translation unless the LLP shows that the third party had knowledge of the original.
- (3) A “third party” means a person other than the LLP or the registrar.”.

### Supplementary provisions

69. Sections 1112 and 1113 apply to LLPs, modified so that they read as follows—

#### “General false statement offence

**1112.**—(1) It is an offence for a person knowingly or recklessly—

- (a) to deliver or cause to be delivered to the registrar, for any purpose of this Act or the Limited Liability Partnerships Act 2000 (c. 12), a document, or
- (b) to make to the registrar, for any such purpose, a statement,

that is misleading, false or deceptive in a material particular.

(2) A person guilty of an offence under this section is liable—

- (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
- (b) on summary conviction—
  - (i) in England and Wales or Scotland, to imprisonment for a term not exceeding twelve months or to a fine not exceeding the statutory maximum (or both);
  - (ii) in Northern Ireland, to imprisonment for a term not exceeding six months, or to a fine not exceeding the statutory maximum (or both).

#### Enforcement of LLP’s filing obligations

**1113.**—(1) This section applies where an LLP has made default in complying with any obligation under this Act or the Limited Liability Partnerships Act 2000 (c. 12)—

- (a) to deliver a document to the registrar, or
- (b) to give notice to the registrar of any matter.

(2) The registrar, or any member or creditor of the LLP, may give notice to the LLP requiring it to comply with the obligation.

(3) If the LLP fails to make good the default within 14 days after service of the notice, the registrar, or any member or creditor of the LLP, may apply to the court for an order directing the LLP, and any specified member of it, to make good the default within a specified time.

(4) The court’s order may provide that all costs (in Scotland, expenses) of or incidental to the application are to be borne by the LLP or by any members of it responsible for the default.

(5) This section does not affect the operation of any enactment making it an offence, or imposing a civil penalty, for the default.”.