Limited Liability Partnerships Act 2000

2000 CHAPTER 12

Introductory

1 Limited liability partnerships.

(1) There shall be a new form of legal entity to be known as a limited liability partnership.

(2) A limited liability partnership is a body corporate (with legal personality separate from that of its members) which is formed by being incorporated under this Act; and—

(a) in the following provisions of this Act (except in the phrase "oversea limited liability partnership"), and

(b) in any other enactment (except where provision is made to the contrary or the context otherwise requires),

references to a limited liability partnership are to such a body corporate.

(3) A limited liability partnership has unlimited capacity.

(4) The members of a limited liability partnership have such liability to contribute to its assets in the event of its being wound up as is provided for by virtue of this Act.

(5) Accordingly, except as far as otherwise provided by this Act or any other enactment, the law relating to partnerships does not apply to a limited liability partnership.

(6) The Schedule (which makes provision about the names and registered offices of limited liability partnerships) has effect.

Incorporation

2 Incorporation document etc.

(1) For a limited liability partnership to be incorporated—

(a) two or more persons associated for carrying on a lawful business with a view to profit must have subscribed their names to an incorporation document,

[[F1](b) the incorporation document or a copy of it must have been delivered to the registrar, and**]**

Changes to legislation: *There are currently no known outstanding effects for the Limited Liability Partnerships Act 2000. (See end of Document for details)*

(c) there must have been so delivered a statement [F2]... made by either a solicitor engaged in the formation of the limited liability partnership or anyone who subscribed his name to the incorporation document, that the requirement imposed by paragraph (a) has been complied with.

(2) The incorporation document must—

[F3](a) . . . . . .

(b) state the name of the limited liability partnership,

(c) state whether the registered office of the limited liability partnership is to be situated in England and Wales, in Wales **[**[F4], in Scotland or in Northern Ireland**]**,

(d) state the address of that registered office, **[**[F5]which must be an appropriate address,**]**

[[F6](da) state the intended registered email address of the limited liability partnership, which must be an appropriate email address,**]**

[[F7](e) give the required particulars of each of the persons who are to be members of the limited liability partnership on incorporation, **[**[F8]and**]]**

(f) either specify which of those persons are to be designated members or state that every person who from time to time is a member of the limited liability partnership is a designated member**[**[F9]and**]**.

[[F10](g) include a statement of initial significant control.**]**

[[F11](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. **]**

[F12](2A) . . . . . .

[F12](2B) . . . . . .

(3) If a person makes a false statement under subsection (1)(c) which he—

(a) knows to be false, or

(b) does not believe to be true,

he commits an offence.

(4) A person guilty of an offence under subsection (3) is liable—

(a) on summary conviction, to imprisonment for a period not exceeding six months or a fine not exceeding the statutory maximum, or to both, or

(b) on conviction on indictment, to imprisonment for a period not exceeding two years or a fine, or to both.

[[F13](5) In this section—

"appropriate address" means an address at which, in the ordinary course of events—

(a) a document addressed to the limited liability partnership, and delivered there by hand or by post, would be expected to come to the attention of a person acting on behalf of the limited liability partnership, and

(b) the delivery of documents there is capable of being recorded by the obtaining of an acknowledgement of delivery;

"appropriate email address" means an email address to which, in the ordinary course of events, emails sent by the registrar would be expected

to come to the attention of a person acting on behalf of the limited liability partnership.**]**

Textual Amendments

F1 S. 2(1)(b) substituted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 1(2)** (with Sch. 3 para. 11)

F2 Words in s. 2(1)(c) omitted (1.10.2009) by virtue of The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 1(3)** (with Sch. 3 para. 11)

F3 S. 2(2)(a) omitted (1.10.2009) by virtue of The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 1(4)(a)** (with Sch. 3 para. 11)

F4 Words in s. 2(2)(c) substituted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 1(4)(b)** (with Sch. 3 para. 11)

F5 Words in s. 2(2)(d) inserted (4.3.2024) by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), **3(2)(a)**; S.I. 2024/269, **reg. 2(a)**

F6 S. 2(2)(da) inserted (4.3.2024) by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), **3(2)(b)**; S.I. 2024/269, **reg. 2(a)**

F7 S. 2(2)(e) substituted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 1(4)(c)** (with Sch. 3 para. 11)

F8 Word in s. 2(2)(e) omitted (E.W.S.) (30.6.2016) by virtue of The Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (S.I. 2016/340), reg. 1(2)(c), **Sch. 3 para. 1(a)**

F9 Word in s. 2(2)(f) inserted (E.W.S.) (30.6.2016) by The Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (S.I. 2016/340), reg. 1(2)(c), **Sch. 3 para. 1(a)**

F10 S. 2(2)(g) inserted (E.W.S.) (30.6.2016) by The Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (S.I. 2016/340), reg. 1(2)(c), **Sch. 3 para. 1(b)**

F11 S. 2(2ZA) inserted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 1(5)** (with Sch. 3 para. 11)

F12 S. 2(2A)(2B) omitted (1.10.2009) by virtue of The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 1(6)** (with Sch. 3 para. 11)

F13 S. 2(5) inserted (4.3.2024) by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), **3(3)**; S.I. 2024/269, **reg. 2(a)**

3 Incorporation by registration.

[[F14](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.**]**

(2) The registrar may accept the statement delivered under paragraph (c) of subsection (1) of section 2 as sufficient evidence that the requirement imposed by paragraph (a) of that subsection has been complied with.

(3) The certificate shall either be signed by the registrar or be authenticated by his official seal.

(4) The certificate is conclusive evidence that the requirements of section 2 are complied with and that the limited liability partnership is incorporated by the name specified in the incorporation document.

Textual Amendments

F14 S. 3(1)(1A) substituted for s. 3(1) (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 2** (with Sch. 3 para. 11)

Membership

4 Members.

(1) On the incorporation of a limited liability partnership its members are the persons who subscribed their names to the incorporation document (other than any who have died or been dissolved).

(2) Any other person may become a member of a limited liability partnership by and in accordance with an agreement with the existing members.

(3) A person may cease to be a member of a limited liability partnership (as well as by death or dissolution) in accordance with an agreement with the other members or, in the absence of agreement with the other members as to cessation of membership, by giving reasonable notice to the other members.

(4) A member of a limited liability partnership shall not be regarded for any purpose as employed by the limited liability partnership unless, if he and the other members were partners in a partnership, he would be regarded for that purpose as employed by the partnership.

Modifications etc. (not altering text)

C1 S. 4(4) restricted by 1992 c. 4, s. 4AA(6) (as inserted (13.3.2014) by National Insurance Contributions Act 2014 (c. 7), **s. 14(6)**)

C2 S. 4(4) restricted by 1992 c. 4, s. 4AA(6) (as inserted (13.3.2014) by National Insurance Contributions Act 2014 (c. 7), **s. 14(2)**)

[F15 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.**]**

Textual Amendments

F15 S. 4A inserted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 3** (with Sch. 3 para. 11)

5 Relationship of members etc.

(1) Except as far as otherwise provided by this Act or any other enactment, the mutual rights and duties of the members of a limited liability partnership, and the mutual rights and duties of a limited liability partnership and its members, shall be governed—

(a) by agreement between the members, or between the limited liability partnership and its members, or

(b) in the absence of agreement as to any matter, by any provision made in relation to that matter by regulations under section 15(c).

(2) An agreement made before the incorporation of a limited liability partnership between the persons who subscribe their names to the incorporation document may impose obligations on the limited liability partnership (to take effect at any time after its incorporation).

6 Members as agents.

(1) Every member of a limited liability partnership is the agent of the limited liability partnership.

(2) But a limited liability partnership is not bound by anything done by a member in dealing with a person if—

(a) the member in fact has no authority to act for the limited liability partnership by doing that thing, and

(b) the person knows that he has no authority or does not know or believe him to be a member of the limited liability partnership.

(3) Where a person has ceased to be a member of a limited liability partnership, the former member is to be regarded (in relation to any person dealing with the limited liability partnership) as still being a member of the limited liability partnership unless—

(a) the person has notice that the former member has ceased to be a member of the limited liability partnership, or

(b) notice that the former member has ceased to be a member of the limited liability partnership has been delivered to the registrar.

(4) Where a member of a limited liability partnership is liable to any person (other than another member of the limited liability partnership) as a result of a wrongful act or omission of his in the course of the business of the limited liability partnership or with its authority, the limited liability partnership is liable to the same extent as the member.

7 Ex-members.

(1) This section applies where a member of a limited liability partnership has either ceased to be a member or—

(a) has died,

(b) has become bankrupt or had his estate sequestrated or has been wound up,

(c) has granted a trust deed for the benefit of his creditors, or

(d) has assigned the whole or any part of his share in the limited liability partnership (absolutely or by way of charge or security).

(2) In such an event the former member or—

(a) his personal representative,

(b) his trustee in bankruptcy **[**[F16], the trustee or interim trustee in the sequestration, under the Bankruptcy (Scotland) Act 2016, of the former member's estate or the former member's**]** liquidator,

(c) his trustee under the trust deed for the benefit of his creditors, or

(d) his assignee,

may not interfere in the management or administration of any business or affairs of the limited liability partnership.

(3) But subsection (2) does not affect any right to receive an amount from the limited liability partnership in that event.

Textual Amendments

F16 Words in s. 7(2)(b) substituted (30.11.2016) by The Bankruptcy (Scotland) Act 2016 (Consequential Provisions and Modifications) Order 2016 (S.I. 2016/1034), art. 1, **Sch. 1 para. 22**

8 Designated members.

(1) If the incorporation document specifies who are to be designated members—

(a) they are designated members on incorporation, and

(b) any member may become a designated member by and in accordance with an agreement with the other members,

and a member may cease to be a designated member in accordance with an agreement with the other members.

(2) But if there would otherwise be no designated members, or only one, every member is a designated member.

(3) If the incorporation document states that every person who from time to time is a member of the limited liability partnership is a designated member, every member is a designated member.

(4) A limited liability partnership may at any time deliver to the registrar—

(a) notice that specified members are to be designated members, or

(b) notice that every person who from time to time is a member of the limited liability partnership is a designated member,

and, once it is delivered, subsection (1) (apart from paragraph (a)) and subsection (2), or subsection (3), shall have effect as if that were stated in the incorporation document.

[F17](5) . . . . . .

(6) A person ceases to be a designated member if he ceases to be a member.

Textual Amendments

F17 S. 8(5) omitted (1.10.2009) by virtue of The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 4** (with Sch. 3 para. 11)

9 Registration of membership changes.

(1) A limited liability partnership must ensure that—

(a) where a person becomes or ceases to be a member or designated member, notice is delivered to the registrar within fourteen days, and

(b) where there is any change in the **[**[F18]particulars contained in its register of members or its register of members' residential addresses**]**, notice is delivered to the registrar within **[**[F19]14 days**]**.

(2) Where all the members from time to time of a limited liability partnership are designated members, subsection (1)(a) does not require notice that a person has become or ceased to be a designated member as well as a member.

[[F20](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.**]**

[[F21](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.**]**

[F22](3A) . . . . . .

[F22](3B) . . . . . .

(4) If a limited liability partnership fails to comply with **[**[F23]this section**]**, the partnership and every designated member commits an offence.

(5) But it is a defence for a designated member charged with an offence under subsection (4) to prove that he took all reasonable steps for securing that **[**[F23]this section**]** was complied with.

(6) A person guilty of an offence under subsection (4) is liable on summary conviction to a fine not exceeding level 5 on the standard scale.

Textual Amendments

F18 Words in s. 9(1)(b) substituted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 5(2)(a)** (with Sch. 3 para. 11)

F19 Words in s. 9(1)(b) substituted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 5(2)(b)** (with Sch. 3 para. 11)

F20 S. 9(3) substituted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 5(3)** (with Sch. 3 para. 11)

F21 S. 9(3ZA) inserted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 5(4)** (with Sch. 3 para. 11)

F22 S. 9(3A)(3B) omitted (1.10.2009) by virtue of The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 5(5)** (with Sch. 3 para. 11)

F23 Words in s. 9(4)(5) substituted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 5(6)** (with Sch. 3 para. 11)

Modifications etc. (not altering text)

C3 S. 9: power to modify conferred (temp.) (26.6.2020) by Corporate Insolvency and Governance Act 2020 (2020 c. 12), **ss. 39(1)**, 40(c), 49(1) (with ss. 2(2), 5(2), 39(8)(9))

C4 S. 9(1) modified (temp.) (27.6.2020) by The Companies etc. (Filing Requirements) (Temporary Modifications) Regulations 2020 (S.I. 2020/645), regs. 2, **39**

Taxation

10 Income tax and chargeable gains.

[F24](1) . . . . . .

[F25](2) . . . . . .

(3) In the [M1]Taxation of Chargeable Gains Act 1992, after section 59 insert—

"59A Limited liability partnerships.

(1) Where a limited liability partnership carries on a trade or business with a view to profit—

(a) assets held by the limited liability partnership shall be treated for the purposes of tax in respect of chargeable gains as held by its members as partners, and

(b) any dealings by the limited liability partnership shall be treated for those purposes as dealings by its members in partnership (and not by the limited liability partnership as such),

and tax in respect of chargeable gains accruing to the members of the limited liability partnership on the disposal of any of its assets shall be assessed and charged on them separately.

(2) Where subsection (1) ceases to apply in relation to a limited liability partnership with the effect that tax is assessed and charged—

(a) on the limited liability partnership (as a company) in respect of chargeable gains accruing on the disposal of any of its assets, and

(b) on the members in respect of chargeable gains accruing on the disposal of any of their capital interests in the limited liability partnership,

it shall be assessed and charged on the limited liability partnership as if subsection (1) had never applied in relation to it.

(3) Neither the commencement of the application of subsection (1) nor the cessation of its application in relation to a limited liability partnership is to be taken as giving rise to the disposal of any assets by it or any of its members."

(4) After section 156 of that Act insert—

"**156A Cessation of trade by limited liability partnership.**

(1) Where, immediately before the time of cessation of trade, a member of a limited liability partnership holds an asset, or an interest in an asset, acquired by him for a consideration treated as reduced under section 152 or 153, he shall be treated as if a chargeable gain equal to the amount of the reduction accrued to him immediately before that time.

(2) Where, as a result of section 154(2), a chargeable gain on the disposal of an asset, or an interest in an asset, by a member of a limited liability partnership has not accrued before the time of cessation of trade, the member shall be treated as if the chargeable gain accrued immediately before that time.

(3) In this section "the time of cessation of trade", in relation to a limited liability partnership, means the time when section 59A(1) ceases to apply in relation to the limited liability partnership."

Textual Amendments

F24 S. 10(1) repealed (with effect in accordance with s. 1184(1) of the amending Act) by Corporation Tax Act 2010 (c. 4), s. 1184(1), **Sch. 3 Pt. 1** (with Sch. 2)

F25 S. 10(2) repealed (6.4.2007) by Income Tax Act 2007 (c. 3), s. 1034(1), **Sch. 3 Pt. 1** (with Sch. 2)

Marginal Citations

M1 1992 c. 12.

11 Inheritance tax.

In the [M2]Inheritance Tax Act 1984, after section 267 insert—

"**267A Limited liability partnerships.**

For the purposes of this Act and any other enactments relating to inheritance tax—

(a) property to which a limited liability partnership is entitled, or which it occupies or uses, shall be treated as property to which its members are entitled, or which they occupy or use, as partners,

(b) any business carried on by a limited liability partnership shall be treated as carried on in partnership by its members,

(c) incorporation, change in membership or dissolution of a limited liability partnership shall be treated as formation, alteration or dissolution of a partnership, and

(d) any transfer of value made by or to a limited liability partnership shall be treated as made by or to its members in partnership (and not by or to the limited liability partnership as such).”

Marginal Citations

M2 1984 c. 51.

12 Stamp duty.

(1) Stamp duty shall not be chargeable on an instrument by which property is conveyed or transferred by a person to a limited liability partnership in connection with its incorporation within the period of one year beginning with the date of incorporation if the following two conditions are satisfied.

(2) The first condition is that at the relevant time the person—

(a) is a partner in a partnership comprised of all the persons who are or are to be members of the limited liability partnership (and no-one else), or

(b) holds the property conveyed or transferred as nominee or bare trustee for one or more of the partners in such a partnership.

(3) The second condition is that—

(a) the proportions of the property conveyed or transferred to which the persons mentioned in subsection (2)(a) are entitled immediately after the conveyance or transfer are the same as those to which they were entitled at the relevant time, or

(b) none of the differences in those proportions has arisen as part of a scheme or arrangement of which the main purpose, or one of the main purposes, is avoidance of liability to any duty or tax.

(4) For the purposes of subsection (2) a person holds property as bare trustee for a partner if the partner has the exclusive right (subject only to satisfying any outstanding charge, lien or other right of the trustee to resort to the property for payment of duty, taxes, costs or other outgoings) to direct how the property shall be dealt with.

(5) In this section “the relevant time” means—

(a) if the person who conveyed or transferred the property to the limited liability partnership acquired the property after its incorporation, immediately after he acquired the property, and

(b) in any other case, immediately before its incorporation.

(6) An instrument in respect of which stamp duty is not chargeable by virtue of subsection (1) shall not be taken to be duly stamped unless—

(a) it has, in accordance with section 12 of the [M3]Stamp Act 1891, been stamped with a particular stamp denoting that it is not chargeable with any duty or that it is duly stamped, or

(b) it is stamped with the duty to which it would be liable apart from that subsection.

Marginal Citations

M3 1891 c. 39.

13 Class 4 national insurance contributions.

In section 15 of the [M4]Social Security Contributions and Benefits Act 1992 and section 15 of the [M5]Social Security Contributions and Benefits (Northern Ireland) Act 1992 (Class 4 contributions), after subsection (3) insert—

"(3A) Where income tax is (or would be) charged on a member of a limited liability partnership in respect of profits or gains arising from the carrying on of a trade or profession by the limited liability partnership, Class 4 contributions shall be payable by him if they would be payable were the trade or profession carried on in partnership by the members."

Marginal Citations

M4 1992 c. 4.

M5 1992 c. 7.

Regulations

14 Insolvency and winding up.

(1) Regulations shall make provision about the insolvency and winding up of limited liability partnerships by applying or incorporating, with such modifications as appear appropriate **[**[F26]—

(a) in relation to a limited liability partnership registered in Great Britain, **[**[F27]Parts A1**]** to 4, 6 and 7 of the Insolvency Act 1986;

(b) in relation to a limited liability partnership registered in Northern Ireland, **[**[F28]Parts 1A**]** 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.**]**

(2) Regulations may make other provision about the insolvency and winding up of limited liability partnerships, and provision about the insolvency and winding up of oversea limited liability partnerships, by—

(a) applying or incorporating, with such modifications as appear appropriate, any law relating to the insolvency or winding up of companies or other corporations which would not otherwise have effect in relation to them, or

(b) providing for any law relating to the insolvency or winding up of companies or other corporations which would otherwise have effect in relation to them not to apply to them or to apply to them with such modifications as appear appropriate.

(3) In this Act "oversea limited liability partnership" means a body incorporated or otherwise established outside **[**[F29]the United Kingdom**]** and having such connection with **[**[F29]the United Kingdom**]**, and such other features, as regulations may prescribe.

Textual Amendments

F26 Words in s. 14(1) substituted (9.7.2009 for specified purposes, 1.10.2009 in so far as not already in force) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(2)(3), **Sch. 3 para. 6(2)** (with Sch. 3 para. 11)

F27 Words in s. 14(1)(a) substituted (26.6.2020) by Corporate Insolvency and Governance Act 2020 (2020 c. 12), s. 49(1), **Sch. 3 para. 36** (with ss. 2(2), 5(2))

F28 Words in s. 14(1)(b) substituted (26.6.2020) by Corporate Insolvency and Governance Act 2020 (2020 c. 12), s. 49(1), **Sch. 7 para. 31** (with ss. 2(2), 5(2))

F29 Words in s. 14(3) substituted (9.7.2009 for specified purposes, 1.10.2009 in so far as not already in force) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(2)(3), **Sch. 3 para. 6(3)** (with Sch. 3 para. 11)

Modifications etc. (not altering text)

C5 S. 14(1) extended (26.6.2020) by Corporate Insolvency and Governance Act 2020 (2020 c. 12), s. 49(1), **Sch. 4 para. 91** (with ss. 2(2), 5(2))

C6 S. 14(1) extended (26.6.2020) by Corporate Insolvency and Governance Act 2020 (2020 c. 12), s. 49(1), **Sch. 8 para. 55** (with ss. 2(2), 5(2))

C7 Ss. 14(2)(a), 16, 17(1)(2)(3) functions exercisable concurrently (E.W.S.) (9.2.2018) by The Scotland Act 1998 (Insolvency Functions) Order 2018 (S.I. 2018/174), arts. 1(1), **5(1)**(3)(c)(5) (with art. 6(2))

C8 Ss. 14(2)(a), 16, 17(1)(2)(3) functions exercisable concurrently (E.W.S.) (9.2.2018) by The Scotland Act 1998 (Insolvency Functions) Order 2018 (S.I. 2018/174), arts. 1(1), **2(1)**(3)(c)(5) (with art. 6(1))

15 Application of company law etc.

Regulations may make provision about limited liability partnerships and oversea limited liability partnerships (not being provision about insolvency or winding up) by—

(a) applying or incorporating, with such modifications as appear appropriate, any law relating to companies or other corporations which would not otherwise have effect in relation to them,

(b) providing for any law relating to companies or other corporations which would otherwise have effect in relation to them not to apply to them or to apply to them with such modifications as appear appropriate, or

(c) applying or incorporating, with such modifications as appear appropriate, any law relating to partnerships.

16 Consequential amendments.

(1) Regulations may make in any enactment such amendments or repeals as appear appropriate in consequence of this Act or regulations made under it.

(2) The regulations may, in particular, make amendments and repeals affecting companies or other corporations or partnerships.

Modifications etc. (not altering text)

C7 Ss. 14(2)(a), 16, 17(1)(2)(3) functions exercisable concurrently (E.W.S.) (9.2.2018) by The Scotland Act 1998 (Insolvency Functions) Order 2018 (S.I. 2018/174), arts. 1(1), **5(1)**(3)(c)(5) (with art. 6(2))

C8 Ss. 14(2)(a), 16, 17(1)(2)(3) functions exercisable concurrently (E.W.S.) (9.2.2018) by The Scotland Act 1998 (Insolvency Functions) Order 2018 (S.I. 2018/174), arts. 1(1), **2(1)**(3)(c)(5) (with art. 6(1))

C9 S. 16(1) extended (26.6.2020) by Corporate Insolvency and Governance Act 2020 (2020 c. 12), s. 49(1), **Sch. 3 para. 37** (with ss. 2(2), 5(2))

17 General.

(1) In this Act "regulations" means regulations made by the Secretary of State by statutory instrument.

(2) Regulations under this Act may in particular—

(a) make provision for dealing with non-compliance with any of the regulations (including the creation of criminal offences),

(b) impose fees (which shall be paid into the Consolidated Fund), and

(c) provide for the exercise of functions by persons prescribed by the regulations.

(3) Regulations under this Act may—

(a) contain any appropriate consequential, incidental, supplementary or transitional provisions or savings, and

(b) make different provision for different purposes.

(4) No regulations to which this subsection applies shall be made unless a draft of the statutory instrument containing the regulations (whether or not together with other provisions) has been laid before, and approved by a resolution of, each House of Parliament.

(5) Subsection (4) applies to—

(a) regulations under section 14(2) not consisting entirely of the application or incorporation (with or without modifications) of provisions contained in or made under the [M6]Insolvency Act 1986 **[**[F30]or the Insolvency (Northern Ireland) Order 1989**]**,

[[F31](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 **[**[F32]: general**]**);

[[F33]Part 26A (arrangements and reconstructions: companies in financial difficulty);**]**
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).**]**

(c) regulations under section 14 or 15 making provision about oversea limited liability partnerships, and

(d) regulations under section 16.

(6) A statutory instrument containing regulations under this Act shall (unless a draft of it has been approved by a resolution of each House of Parliament) be subject to annulment in pursuance of a resolution of either House of Parliament.

Textual Amendments

F30 Words in s. 17(5)(a) inserted (9.7.2009 for specified purposes, 1.10.2009 in so far as not already in force) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(2)(3), **Sch. 3 para. 7(2)** (with Sch. 3 para. 11)

F31 S. 17(5)(b) substituted (9.7.2009 for specified purposes, 1.10.2009 in so far as not already in force) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(2)(3), **Sch. 3 para. 7(3)** (with Sch. 3 para. 11)

F32 Word in s. 17(5)(b) inserted (26.6.2020) by Corporate Insolvency and Governance Act 2020 (2020 c. 12), s. 49(1), **Sch. 9 para. 21(a)** (with ss. 2(2), 5(2))

F33 Words in s. 17(5)(b) inserted (26.6.2020) by Corporate Insolvency and Governance Act 2020 (2020 c. 12), s. 49(1), **Sch. 9 para. 21(b)** (with ss. 2(2), 5(2))

Modifications etc. (not altering text)

C7 Ss. 14(2)(a), 16, 17(1)(2)(3) functions exercisable concurrently (E.W.S.) (9.2.2018) by The Scotland Act 1998 (Insolvency Functions) Order 2018 (S.I. 2018/174), arts. 1(1), **5(1)**(3)(c)(5) (with art. 6(2))

C8 Ss. 14(2)(a), 16, 17(1)(2)(3) functions exercisable concurrently (E.W.S.) (9.2.2018) by The Scotland Act 1998 (Insolvency Functions) Order 2018 (S.I. 2018/174), arts. 1(1), **2(1)**(3)(c)(5) (with art. 6(1))

C10 S. 17(1)(4)(6) excluded (E.W.S.) (9.2.2018) by The Scotland Act 1998 (Insolvency Functions) Order 2018 (S.I. 2018/174), arts. 1(1), **4(4)**

Marginal Citations

M6 1986 c. 45.

Supplementary

18 Interpretation.

In this Act—

[F34]…

"business" includes every trade, profession and occupation,

"designated member" shall be construed in accordance with section 8,

"enactment" includes subordinate legislation (within the meaning of the [M7]Interpretation Act 1978),

"incorporation document" shall be construed in accordance with section 2,

"limited liability partnership" has the meaning given by section 1(2),

"member" shall be construed in accordance with section 4,

"modifications" includes additions and omissions,

"name", in relation to a member of a limited liability partnership, means—

(a) if an individual, his forename and surname (or, in the case of a peer or other person usually known by a title, his title instead of or in addition to either or both his forename and surname), and

(b) if a corporation or Scottish firm, its corporate or firm name,

"oversea limited liability partnership" has the meaning given by section 14(3),

[[F35]"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;**]**

"regulations" has the meaning given by section 17(1).

Textual Amendments

F34 Words in s. 18 omitted (1.10.2009) by virtue of The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 8(2)** (with Sch. 3 para. 11)

F35 Words in s. 18 substituted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 8(3)** (with Sch. 3 para. 11)

Marginal Citations

M7 1978 c. 30.

19 Commencement, extent and short title.

(1) The preceding provisions of this Act shall come into force on such day as the Secretary of State may by order made by statutory instrument appoint; and different days may be appointed for different purposes.

(2) The Secretary of State may by order made by statutory instrument make any transitional provisions and savings which appear appropriate in connection with the coming into force of any provision of this Act.

(3) For the purposes of the [M8]Scotland Act 1998 this Act shall be taken to be a pre-commencement enactment within the meaning of that Act.

[[F36](4) This Act extends to the whole of the United Kingdom.**]**

(5) This Act may be cited as the Limited Liability Partnerships Act 2000.

Subordinate Legislation Made

P1 S. 19(1) power fully exercised (18.12.2000); 6.4.2001 appointed by S.I. 2000/3316, **art. 2**

Textual Amendments

F36 S. 19(4) substituted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 9** (with Sch. 3 para. 11)

Marginal Citations

M8 1998 c. 46.

Changes to legislation:
There are currently no known outstanding effects for the Limited Liability Partnerships Act 2000.