



# Limited Liability Partnerships Act 2000

## 2000 CHAPTER 12

### *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\(2\)](#))

#### **[<sup>F1</sup>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.

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

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- (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

- F1** 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

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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 [<sup>F2</sup>, 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

- F2** 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,

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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.

<sup>F3</sup>(5) .....

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

#### Textual Amendments

**F3** 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 [<sup>F4</sup>particulars contained in its register of members or its register of members' residential addresses], notice is delivered to the registrar within [<sup>F5</sup>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.

[<sup>F6</sup>(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.]

[<sup>F7</sup>(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.]

<sup>F8</sup>(3A) .....

<sup>F8</sup>(3B) .....

(4) If a limited liability partnership fails to comply with [<sup>F9</sup>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 [<sup>F9</sup>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.

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### Textual Amendments

- F4** 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)
- F5** 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)
- F6** 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)
- F7** 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)
- F8** 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)
- F9** 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**

**Changes to legislation:**

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