

SCHEDULE

NAMES AND REGISTERED OFFICES

PART I

NAMES

Index of names

- 1 In section 714(1) of the Companies Act 1985 (index of names), after paragraph (d) insert—
- “(da) limited liability partnerships incorporated under the Limited Liability Partnerships Act 2000.”.

Name to indicate status

- 2 (1) The name of a limited liability partnership must end with—
- (a) the expression “limited liability partnership”, or
 - (b) the abbreviation “llp” or “LLP”.
- (2) But if the incorporation document for a limited liability partnership states that the registered office is to be situated in Wales, its name must end with—
- (a) one of the expressions “limited liability partnership” and “partneriaeth atebolrwydd cyfyngedig”, or
 - (b) one of the abbreviations “llp”, “LLP”, “pac” and “PAC”.

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, either of the expressions “limited liability partnership” and “partneriaeth atebolrwydd cyfyngedig” or any of the abbreviations “llp”, “LLP”, “pac” and “PAC”,
 - (b) which is the same as a name appearing in the index kept under section 714(1) of the Companies Act 1985,
 - (c) the use of which by the limited liability partnership would in the opinion of the Secretary of State constitute a criminal offence, or
 - (d) which in the opinion of the Secretary of State is offensive.
- (2) Except with the approval of the Secretary of State, a limited liability partnership shall not be registered by a name which—
- (a) in the opinion of the Secretary of State would be likely to give the impression that it is connected in any way with Her Majesty’s Government or with any local authority, or
 - (b) includes any word or expression for the time being specified in regulations under section 29 of the Companies Act 1985 (names needing approval),
- and in paragraph (a) “local authority” means any local authority within the meaning of the Local Government Act 1972 or the Local Government etc. (Scotland) Act 1994, the Common Council of the City of London or the Council of the Isles of Scilly.

Status: This is the original version (as it was originally enacted).

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 Secretary of State, too like a name appearing at the time of registration in the index kept under section 714(1) of the Companies Act 1985, or
 - (b) is the same as or, in the opinion of the Secretary of State, too like a name which should have appeared in the index at that time,
- the Secretary of State may within twelve months of that time in writing direct the limited liability partnership to change its name within such period as he may specify.
- (3) If it appears to the Secretary of State—
- (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,
- he may, within five 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 he may specify.
- (4) If in the Secretary of State’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, he may in writing direct the limited liability partnership to change its name within such period as he may specify.
- (5) But the limited liability partnership may, within three weeks from the date of the direction apply to the 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) In sub-paragraph (5) “the court” means—
- (a) if the registered office of the limited liability partnership is situated in England and Wales or in Wales, the High Court, and
 - (b) if it is situated in Scotland, the Court of Session.
- (7) 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 Secretary of State may at any time before that period ends extend it by a further direction in writing.
- (8) 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.
- (9) A person guilty of an offence under sub-paragraph (8) is liable on summary conviction to a fine not exceeding level 3 on the standard scale.

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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 section 714(1) of the Companies Act 1985, 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 “partneriaeth atebolrwydd cyfyngedig”, or
 - (b) any contraction or imitation of either of those expressions,
- 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 (or their Welsh equivalents or abbreviations of them or their Welsh equivalents) at the end of the name—
 - “limited liability partnership”,
 - “company”,
 - “and company”,
 - “company limited”,
 - “and company limited”,

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- “limited”,
“unlimited”,
“public limited 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—
- (a) at all times have a registered office situated in England and Wales or in Wales, or
 - (b) at all times have a registered office situated in Scotland, 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.
- (3) Where the registered office of a limited liability partnership is situated in Wales, but the incorporation document does not state that it is to be situated in Wales (as opposed to England and Wales), the limited liability partnership may deliver notice to the registrar stating that its registered office is to be situated in Wales.
- (4) A notice delivered under sub-paragraph (3)—
- (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.

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