

## SCHEDULE 2

Regulation 4

## PART I

MODIFICATIONS TO PROVISIONS OF THE 1985 ACT  
APPLIED TO LIMITED LIABILITY PARTNERSHIPS

<b>Provisions</b>	<b>Modifications</b>
<i>Formalities of Carrying on Business</i>	
24 (minimum membership for carrying on business)(1)	In the first paragraph omit the words “, other than a private company limited by shares or by guarantee,”.
36 (company contracts England and Wales)(2)	
36A (execution of documents England and Wales)	In subsection (4) for “a director and the secretary of a company, or by two directors of a company,” substitute “two members of a limited liability partnership”.
	In subsection (6) for “a director and the secretary of a company, or by two directors of the company” substitute “two members of a limited liability partnership”.
36C (pre-incorporation contracts, deeds and obligations)	
37 (bills of exchange and promissory notes)	
38 (execution of deeds abroad)(3)	
39 (power of company to have official seal for use abroad)(4)	In subsection (1), omit the words “whose objects require or comprise the transaction of business in foreign countries may, if authorised by its articles” and before the word “have” insert the word “may”.
41 (authentication of documents)(5)	For “director, secretary or other authorised officer” substitute “member”.
42 (events affecting a company’s status)	
subsection (1)	In subsection (1), for “other persons” substitute “persons other than members of the limited liability partnership”.
subsection (1)(b)	In subsection (1)(b) omit the words “or articles”.

(1) Section 24 was amended by S.I.1992/1699.

(2) Section 36 was substituted by, and sections 36A to 36C inserted by, section 130 of the Companies Act 1989 (c. 40).

(3) Section 38 was amended by section 130(7) of, and paragraph 1 of Schedule 17 to, the Companies Act 1989, by section 74 of, paragraph 33(2) of Schedule 8 and Schedule 9 to, the Law Reform (Miscellaneous Provisions) (Scotland) Act 1990 (c. 40), and by section 14(1) of, and paragraph 52 of Schedule 4 to, the Requirements of Writing (Scotland) Act 1995 (c. 7).

(4) Section 39 was amended by section 130 of and Schedule 17 to the Companies Act 1989 (c. 40).

(5) Section 41 was amended by section 130(7) of, and by paragraph 4 of Schedule 17 to, the Companies Act 1989.

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<b>Provisions</b>	<b>Modifications</b>
subsection (1)(c)	Omit subsection (1)(c).
<i>Miscellaneous provisions about shares and debentures</i>	
183 (transfer and registration)(6)	
subsection (1)	Subsection (1), omit the words “shares in or”.
	For the words “company’s articles” substitute “limited liability partnership agreement”.
subsection (2)	Subsection (2), omit the words “shareholder or” together with the words “shares in or”.
subsection (3)	Omit subsection (3).
subsection (4)	Omit subsection (4).
subsection (5)	Omit the words “shares or”.
184 (certification of transfers)(7)	
subsection (1)	Subsection (1), omit the words “shares in or” together with the words “shares or”.
185 (duty of company as to issue of certificates)	
subsection (1)	Subsection (1), omit the words “shares,” in each of the four places that it occurs.
subsection (3)	Omit subsection (3).
subsection (4)	Omit the words “shares or” together with the words “shares,”.
<i>Debentures</i>	
190 (register of debenture holders)	
191 (right to inspect register)(8)	
subsection (1)	In subsection (1), paragraph (a), for the words “or any holder of shares in the company” substitute “or any member of the limited liability partnership”.
subsection (2)	In subsection (2), delete “or holder of shares”.
subsection (6)	In subsection (6), delete the words “in the articles or”.
192 (liability of trustees of debentures)	
193 (perpetual debentures)	
194 (power to re-issue redeemed debentures)	

(6) Section 183 was amended by regulation 40 of S.I. 1995/3272.

(7) Section 184 was amended by section 194(5) of the Financial Services Act 1986 (c. 60).

(8) Section 191 was amended by section 143(4) of the Companies Act 1989 (c. 40).

<b>Provisions</b>	<b>Modifications</b>
subsection (1)(a)	In subsection (1)(a), omit the words “in the articles or”.
subsection (1)(b)	In subsection (1)(b), for “passing a resolution” substitute “making a determination”.
195 (contract to subscribe for debentures)	
196 (payment of debts out of assets subject to floating charge (England and Wales))(9)	
<i>Officers and registered office</i>	
287 (registered office)(10)	<p>For section 287 there shall be substituted:</p> <p>“(1) The change of registered office takes effect upon the notice of change of registered office (delivered to the registrar in accordance with paragraph 10 of the Schedule to the Limited Liability Partnerships Act 2000), being registered by the registrar, but until the end of the period of 14 days beginning with the date on which it is registered a person may validly serve any document on the limited liability partnership at its previous registered office.</p> <p>(2) Where a limited liability partnership unavoidably ceases to perform at its registered office any duty to keep at its registered office any register, index or other document or to mention the address of its registered office in any document in circumstances in which it was not practicable to give prior notice to the registrar of a change in the situation of the registered office, but—</p> <p>(a) resumes performance of that duty at other premises as soon as practicable, and</p> <p>(b) gives notice accordingly to the registrar of a change in the situation of its registered office within 14 days of doing so</p> <p>it shall not be treated as having failed to comply with that duty”.</p>
288 (register of directors and secretaries)(11)	<p>For section 288 there shall be substituted:</p> <p>“Where a person becomes a member or designated member of a limited liability partnership the notice to be delivered to the registrar under section 9(1)(a) of the Limited Liability Partnerships Act 2000 shall contain the following particulars with respect to that person:</p>

(9) Section 196 was substituted by section 439(1) of, and Part I of Schedule 13 to, the Insolvency Act 1986 (c. 45).

(10) Section 287 was substituted by section 136 of the Companies Act 1989 (c. 40).

(11) Section 288 was amended by section 143 of the Companies Act 1989.

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Provisions	Modifications
	name, which
	(a) in the case of an individual means 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 a Scottish firm, its corporate or firm name; and
	address, which
	(a) in the case of an individual means his usual residential address; and
	(b) if a corporation or a Scottish firm, its registered or principal office; and in the case of an individual, the date of his birth.”

*Company Identification*

348 (company name to appear outside place of business)

349 (company’s name to appear in its correspondence)

350 (company seal)(12)

351 (particulars in correspondence etc.)(13)

In subsection (1) for paragraph (c) substitute the words “in the case of a limited liability partnership, whose name ends with the abbreviation “llp”, “LLP”, “pac” or “PAC”, the fact that it is a limited liability partnership or a partneriaeth atebolrwydd cyfyngedig.”

Also in subsection (1) delete paragraph (d) and delete subsection (2).

*Annual Return*

363 (duty to deliver annual returns)(14)

Section 363 of the 1985 Act shall apply to a limited liability partnership being modified so as to read as follows:

“(1) Every limited liability partnership shall deliver to the registrar successive annual returns each of which is made up to a date not later than the date which is from time to time the “return date” of the limited liability partnership, that is—

- (a) the anniversary of the incorporation of the limited liability partnership, or

(12) Section 350 was amended by section 130 of the Companies Act 1989 (c. 40).

(13) Section 351 was amended by sections 31 and 35(1) of, and Schedule 2 to, the Welsh Language Act 1993 (c. 38).

(14) Section 363 was substituted by section 139 of the Companies Act 1989.

Provisions	Modifications
	<p>(b) if the last return delivered by the limited liability partnership in accordance with this section was made up to a different date, the anniversary of that date.</p> <p>(2) Each return shall—</p> <p>(a) be in a form approved by the registrar,</p> <p>(b) contain the information required by section 364, and</p> <p>(c) be signed by a designated member of the limited liability partnership.</p> <p>(3) If a limited liability partnership fails to deliver an annual return in accordance with this section before the end of the period of 28 days after the return date, the limited liability partnership is guilty of an offence and liable on summary conviction to a fine not exceeding level 5 on the standard scale. The contravention continues until such time as an annual return made up to that return date and complying with the requirements of subsection (2) (except as to date of delivery) is delivered by the limited liability partnership to the registrar.</p> <p>(4) Where a limited liability partnership is guilty of an offence under subsection (3) every designated member of the limited liability partnership is similarly liable unless he shows that he took all reasonable steps to avoid the commission of or the continuance of the offence.”</p>
364 (contents of annual return: general)(15)	<p>For section 364 substitute the following—</p> <p>“Every annual return shall state the date to which it is made up and shall contain the following information—</p> <p>(1) the address of the registered office of the limited liability partnership,</p> <p>(2) the names and usual residential addresses of the members of the limited liability partnership and, if some only of them are designated members, which of them are designated members, and</p> <p>(3) if any register of debenture holders (or a duplicate of any such register or a part of it) is not kept at the registered office of the limited liability partnership, the address of the place where it is kept.”</p>

(15) Section 364 was substituted by section 139 of the Companies Act 1989 and amended by S.I. 1999/2322.

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<b>Provisions</b>	<b>Modifications</b>
<i>Auditors</i>	
384 (duty to appoint auditors)(16)	
subsection (2)	In subsection (2), for the words from “(appointment at general meeting at which accounts are laid)” to the end substitute the words “(appointment of auditors)”.
subsection (3)	In subsection (3), omit the words from “or 385A(2)” to the end.
subsection (4)	For subsection (4) substitute the following subsection:  “(4) A person is eligible for appointment by a limited liability partnership as auditor only if, were the limited liability partnership a company, he would be eligible under Part II of the Companies Act 1989 for appointment as a “company auditor”.”
subsection (5)	Insert a new subsection (5):  “(5) Part II of the Companies Act 1989 shall apply in respect of auditors of limited liability partnerships as if the limited liability partnerships were companies formed and registered under this Act, and references in Part II to an officer of a company shall include reference to a member of a limited liability partnership.”
385 (appointment at general meeting at which accounts laid)(17)	
title to the section	In the title to the section for the existing wording substitute “Appointment of auditors”.
subsection (1)	Omit subsection (1).
subsection (2)	For subsection (2) substitute:  “(2) The designated members of a limited liability partnership shall appoint the auditors for the first financial year in respect of which auditors are appointed before the end of that financial year and thereafter before the expiration of not more than two months following the approval of the accounts for the preceding financial year in accordance with section 233.”.
subsection (3)	For subsection (3) substitute:

(16) Section 384 was substituted by sections 118 and 119(1) of the Companies Act 1989 (c. 40) and amended by regulation 4 of, and paragraph 4 in Part I of Schedule 1 to, S.I. 1994/1935.

(17) Section 385 was substituted by sections 118 and 119(1) of the Companies Act 1989.

<b>Provisions</b>	<b>Modifications</b>
	<p>“(3) The auditor of a limited liability partnership shall hold office until not later than the expiration of two months following the approval in accordance with section 233 of the accounts for the financial year in respect of which the auditor was appointed.”</p>
subsection (4)	<p>For subsection (4) substitute:</p> <p>“(4) If the designated members fail to exercise their powers under subsection (2), the powers may be exercised by the members of the limited liability partnership in a meeting convened for the purpose”.</p>
387 (appointment by Secretary of State in default of appointment by company)( <b>18</b> )	
subsection (1)	<p>In subsection (1), omit the words “re-appointed or deemed to be re-appointed”.</p>
subsection (2)	<p>In subsection (2), for the word “officer” substitute the words “designated member”.</p>
388 (filling of casual vacancies)( <b>19</b> )	
subsection (1)	<p>In subsection (1), for “directors, or the company in general meeting,” substitute “designated members”.</p>
subsection (3)	<p>Omit subsection (3).</p>
subsection (4)	<p>Omit subsection (4).</p>
388A (certain companies exempt from obligation to appoint auditors)( <b>20</b> )	
subsection (3)	<p>For subsection (3) substitute:</p> <p>“(3) The designated members may appoint auditors and the auditors so appointed shall hold office until the expiration of two months following the approval in accordance with section 233 of the accounts for the financial year in respect of which the auditor was appointed.”</p>
subsection (4)	<p>Omit subsection (4).</p>
subsection (5)	<p>For subsection (5) substitute:</p> <p>“(5) If the designated members fail to exercise their powers under subsection (3), the powers may be exercised by the members of the limited liability partnership in a meeting convened for the purpose.”</p>

(18) Section 387 was substituted by sections 118 and 119(1) of the Companies Act 1989 (c. 40).

(19) Section 388 was inserted by sections 118 and 119(1) of the Companies Act 1989.

(20) Section 388A was substituted by sections 118 and 119 of the Companies Act 1989, further substituted by S.I. 1994/1935 and amended by regulation 8 of S.I. 2000/1430.

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Provisions	Modifications
389A (rights to information)( <b>21</b> )	
390 (right to attend company meetings)( <b>22</b> )	
subsection (1)	In paragraph (a), (b) and (c) of subsection (1) omit the word “general” in each place where it occurs.
	At the end of paragraph (a) add the words “and where any part of the business of the meeting concerns them as auditors.”
	At the end of paragraph (b) add the words “where any part of the business of the meeting concerns them as auditors.”
subsection (1A)	Omit subsection (1A).
subsection (2)	Omit subsection (2).
390A (remuneration of auditors)( <b>23</b> )	
subsection (1)	For subsection (1) substitute: “The remuneration of auditors appointed by the limited liability partnership shall be fixed by the designated members or in such manner as the members of the limited liability partnership may determine”.
subsection (2)	In subsection (2), omit the words “directors or the”, in both places where they occur, and omit the words “as the case may be”.
390B (remuneration of auditors or their associates for non-audit work)( <b>24</b> )	
391 (removal of auditors)( <b>25</b> )	
subsection (1)	In subsection (1), for the words “A company may by ordinary resolution” substitute “The designated members of a limited liability partnership may” and for the words “between it and” substitute “with”.
subsection (2)	(a) (a) In subsection (2), for the words “a resolution removing an auditor is passed at a general meeting of a company, the company” substitute the words “the designated members of the limited liability partnership have made

(21) Section 389A was inserted by sections 118 and 120 of the Companies Act 1989 (c. 40).

(22) Section 390 was inserted by sections 118 and 120(1) of the Companies Act 1989, amended by article 3 of S.I. 1996/1471 and by article 31 of S.I. 2000/3373.

(23) Section 390A was inserted by sections 118 and 121 of the Companies Act 1989.

(24) Section 390B was inserted by sections 118 and 121 of the Companies Act 1989.

(25) Section 391 was inserted by sections 118 and 122 of the Companies Act 1989.



<b>Provisions</b>	<b>Modifications</b>
	a determination to remove an auditor, the designated members”.
	(b) For the words “every officer of it who is in default” substitute “every designated member of it who is in default”.
subsection (4)	In subsection (4), omit the word “general”.
391A (rights of auditors who are removed or not re-appointed)(26)	
subsection (1)	For subsection (1) substitute “The designated members shall give seven days' prior written notice to (a) any auditor whom it is proposed to remove before the expiration of his term of office; or (b) a retiring auditor where it is proposed to appoint as auditor a person other than the retiring auditor.”
subsection (2)	Omit subsection (2).
subsection (3)	In subsection (3), for the words “intended resolution” substitute the word “proposal” and omit the words “of the company”.
subsection (4)	Omit the words “(unless the representations are received by it too late for it to do so)”.
	Omit subsection (4)(a).
	In subsection (4)(b), for the words “of the company to whom notice in writing of the meeting is or has been sent.” Substitute “within twenty one days' of receipt.”.
subsection (5)	For subsection (5) substitute: “If a copy of the representations is not sent out as required by subsection (4), then unless subsection (6) applies, the limited liability partnership and any designated member in default commits an offence. A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale.”
subsection (6)	In subsection (6), the words “and the representations need not be read at the meeting” shall be omitted.

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(26) Section 391A was inserted by sections 118 and 122 of the Companies Act 1989.

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Provisions	Modifications
392 (resignation of auditors)(27)	
subsection (3)	In the second paragraph of subsection (3) for “and every officer of it who is in default” substitute “and every designated member of it who is in default”.
392A (rights of resigning auditors)(28)	
subsection (2)	In subsection (2), for “directors” substitute “designated members” and for “an extraordinary general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.
subsection (3)	In subsection (3), omit “,or” from paragraph (a) and omit paragraph (b).
subsection (5)	In subsection (5), for “directors” substitute “designated members” and for “director” substitute “designated member”.
subsection (8)	In subsection (8), omit the word “general” and the phrase “(a) or (b)”.
394 (statement by person ceasing to hold office as auditor)(29)	
394A (offences of failing to comply with section 394)(30)	
<i>Registration of charges</i>	
The following references are to sections of the 1985 Act which were replaced by section 92 of the Companies Act 1989. They will apply to limited liability partnerships until the said section 92 is commenced.	
395 (certain charges void if not registered)(31)	
396 (charges which have to be registered)(32)	In subsection (1) delete paragraphs (b) and (g).
397 (formalities of registration (debentures))	In subsection (1), paragraph (b) for the word “resolutions” substitute “determinations of the limited liability partnership”.
398 (verification of charge on property outside United Kingdom)	
399 (company’s duty to register charges it creates)	
400 (charges existing on property acquired)	

(27) Section 392 was inserted by sections 118 and 122 of the Companies Act 1989.

(28) Section 392A was inserted by sections 118 and 122 of the Companies Act 1989.

(29) Section 394 was inserted by sections 118 and 123 of the Companies Act 1989 (c. 40).

(30) Section 394A was inserted by sections 118 and 123 of the Companies Act 1989.

(31) Section 395 was amended by section 109(1) of, and paragraph 10 of Schedule 6 to, the Insolvency Act 1985 (c. 65).

(32) Section 396 was amended by section 303(1) of, and paragraph 31(1) and (2) of Schedule 7 to, the Copyright, Designs and Patents Act 1988 (c. 48), and by section 106(2) of, and Schedule 5 to, the Trade Marks Act 1994 (c. 26).

Provisions	Modifications
401 (register of charges to be kept by registrar of companies)	
402 (endorsement of certificate on debentures)	
403 (entries of satisfaction and release)( <b>33</b> )	In subsection (1A), after “of the company” insert “or designated member, administrator or administrative receiver of the limited liability partnership”.
404 (rectification of register of charges)	In subsection (1), omit the words “or shareholders”.
405 (registration of enforcement of security)	
406 (companies to keep copies of instruments creating charges)	
407 (company’s register of charges)	In subsection (1), for “limited company” substitute “company (including limited liability partnership)”.
408 (right to inspect instruments which create charges etc.)	In subsection (1) delete “in general meeting”.
410 (charges void unless registered)( <b>34</b> )	In subsection (4) delete paragraph (b) and subparagraph (ii) of paragraph (c).  In subsection (5) for “an incorporated company” substitute “a limited liability partnership”.
411 (charges on property outside the United Kingdom)	
412 (negotiable instrument to secure book debts)	
413 (charges associated with debentures)	In subsection (2)(b), for the word “resolutions” substitute “determinations of the limited liability partnership”.
414 (charge by way of ex facie absolute disposition, etc.)	
415 (company’s duty to register charges created by it)	
416 (duty to register charges existing on property acquired)	
417 (register of charges to be kept by registrar of companies)	
418 (certificate of registration to be issued)	

(33) Section 403 was amended by article 22 of S.I. [2000/3373](#).

(34) Section 410 was amended by section 109 of, and paragraph 10 of Schedule 6 to, the Insolvency Act [1986 \(c. 45\)](#), by section 303 of, and paragraph 31 of Schedule 7 to, the Copyright, Designs and Patents Act [1988 \(c. 48\)](#) and by section 106 of, and paragraph 1 of Schedule 4 to, the Trade Marks Act [1994 \(c. 26\)](#).

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<b>Provisions</b>	<b>Modifications</b>
419 (entries of satisfaction and relief)(35)	In subsection (1A), after the words “of the company” insert “or a designated member, liquidator, receiver or administrative receiver of the limited liability partnership”.
420 (rectification of the register)	Omit the words “or shareholders”.
421 (copies of instruments creating charges to be kept by the company)	
422 (company’s register of charges)	
423 (right to inspect copies of instruments, and the company’s register)	In subsection (1) delete “in general meeting”.
<i>Arrangements and Reconstructions</i>	
425 (power of company to compromise with creditors and members)(36)	
subsection (3)	Omit the words “and a copy of every such order shall be annexed to every copy of the company’s memorandum issued after the order has been made or, in the case of a company not having a memorandum, of every copy so issued of the instrument constituting the company or defining its constitution.” For the semi-colon after the word “registration” substitute a full stop.
subsection (6)	Omit subsection (6).
426 (information as to compromise to be circulated)(37)	
subsection (2)	Omit the words “as directors or”.
427 (provisions for facilitating company reconstruction or amalgamation)(38)	
subsection (3)	In paragraph (b) for the words “policies or other like interests” substitute “policies, other like interests or, in the case of a limited liability partnership, property or interests in the limited liability partnership”.
subsection (6)	For the words ““company” includes only a company as defined in section 735(1)” substitute ““company” includes only a company as defined in section 735(1) or a limited liability partnership”.
<i>Investigation of companies and their affairs: Requisition of documents</i>	

(35) Section 419 was amended by article 23 of S.I. 2000/3373.

(36) Section 425 was amended by section 109 of, and paragraph 11 of Schedule 6 to, the Insolvency Act 1985.

(37) Section 426 was amended by section 109 of, and paragraph 12 of Schedule 6 to, the Insolvency Act 1985.

(38) Section 427 was amended by section 109 of, and paragraph 11 of Schedule 6 to, the Insolvency Act 1985.

Provisions	Modifications
431 (investigation of a company on its own application or that of its members)	For subsection (2) substitute the following: “(2) —The appointment may be made on the application of the limited liability partnership or on the application of not less than one-fifth in number of those who appear from notifications made to the registrar of companies to be currently members of the limited liability partnership.”
432 (other company investigations)( <b>39</b> )subsection (4)	
For the words “but to whom shares in the company have been transferred or transmitted by operation of law” substitute “but to whom a member’s share in the limited liability partnership has been transferred or transmitted by operation of law.”	
433 (inspectors' powers during investigation)( <b>40</b> )	
434 (production of documents and evidence to inspectors)( <b>41</b> )	
436 (obstruction of inspectors treated as contempt of court)( <b>42</b> )	
437 (inspectors' reports)( <b>43</b> )	
438 (power to bring civil proceedings on company’s behalf)( <b>44</b> )	
439 (expenses of investigating a company’s affairs)( <b>45</b> )	
subsection (5)	Omit paragraph (b) together with the word “or” at the end of paragraph (a).
441 (inspectors' report to be evidence)( <b>46</b> )	
447 (Secretary of State’s power to require production of documents)( <b>47</b> )	

(39) Section 432 was amended by section 55 of the Companies Act 1989.

(40) Section 433 was amended by sections 182 and 212(3) of, and paragraph 7 of Schedule 13 and Part I of Schedule 17 to, the Financial Services Act 1986 (c. 60).

(41) Section 434 was amended by section 56(1) to (5) of the Companies Act 1989 and by section 59 of and paragraphs 4 and 5 of Schedule 3 to the Youth Justice and Criminal Evidence Act 1999 (c. 23).

(42) Section 436 was amended by section 56(6) of the Companies Act 1989 (c. 40).

(43) Section 437 was amended by section 182 of, and paragraph 7 of Schedule 13 to, the Financial Services Act 1986, and by section 57 of the Companies Act 1989.

(44) Section 438 was amended by section 58 of the Companies Act 1989.

(45) Section 439 was amended by section 59 of the Companies Act 1989.

(46) Section 441 was amended by section 109(1) of, and paragraph 3 of Schedule 6 to, the Insolvency Act 1985, by section 439(1) of, and Part I of Schedule 13 to, the Insolvency Act 1986, and by section 61 of the Companies Act 1989.

(47) Section 447 was amended by sections 63 and 212 of, and Schedule 24 to, the Companies Act 1989 and by section 59 of, and paragraphs 4 and 6 of Schedule 3 to, the Youth Justice and Criminal Evidence Act 1999 (c. 23).

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Provisions	Modifications
448 (entry and search of premises)(48)	
449 (provision for security of information obtained)(49)	
450 (punishment for destroying, mutilating etc. company documents)(50)	In subsection (1), omit the words “, or of an insurance company to which Part II of the Insurance Companies Act 1982 applies,”.
451 (punishment for furnishing false information)(51)	
451A (disclosure of information by Secretary of State or inspector)(52)	In subsection (1), for the words “sections 434 to 446” substitute “sections 434 to 441”.
	Omit subsection (5).
452 (privileged information)(53)	In subsection (1), for the words “sections 431 to 446” substitute “sections 431 to 441”.
	In subsection (1A), for the words “sections 434, 443 or 446” substitute “section 434”.
<i>Fraudulent Trading</i>	
458 (punishment for fraudulent trading)	
<i>Protection of company's members against unfair prejudice</i>	
459 (order on application of company member)(54)	At the beginning of subsection (1), insert the words “Subject to subsection (1A),”. After subsection (1) insert as subsection (1A): “The members of a limited liability partnership may by unanimous agreement exclude the right contained in subsection 459(1) for such period as shall be agreed. The agreement referred to in this subsection shall be recorded in writing.”
	Omit subsections (2) and (3).

(48) Section 448 was substituted by section 64(1) of the Companies Act 1989.

(49) Section 449 was amended by section 109(1) of, and paragraph 4 of Schedule 6 to, the Insolvency Act 1985; by section 439(1) of, and Part I of Schedule 13 to, the Insolvency Act 1986; by sections 182 and 212(3) of, and paragraph 9 of Schedule 13 and Part I of Schedule 17 to, the Financial Services Act 1986; by section 108(1) of, and paragraph 18(7) of Schedule 6 to, the Banking Act 1987 (c. 22); by sections 65 and 212 of, and Schedule 24 to, the Companies Act 1989; by section 120 of, and paragraph 7 of Schedule 21 and Schedule 22 to, the Friendly Societies Act 1992 (c. 40); by section 79(13) of, and paragraph 4(2) in Part I of Schedule 5 to, the Criminal Justice Act 1993 (c. 36); by section 122 of, and paragraph 12 of Schedule 3 to, the Pensions Act 1995 (c. 26); by article 10(1) of, and paragraph 1 of Schedule 4 to, S.I. 1992/1315, and by regulation 68(1) of, and paragraph 9(2) in Part I of Schedule 8 to, S.I. 1994/1696.

(50) Section 450 was amended by section 66 of the Companies Act 1989.

(51) Section 451 was amended by section 67 of the Companies Act 1989 (c. 40).

(52) Section 451A was inserted by section 182 of, and paragraph 10 of Schedule 13 to, the Financial Services Act 1986, and substituted by section 68 of the Companies Act 1989. It was amended by regulation 68(1) of, and paragraph 9(3) in Part I of Schedule 8 to, S.I. 1994/1696.

(53) Section 452 was amended by sections 69 and 212 of, and Schedule 24 to, the Companies Act 1989, and by regulation 68(1) of, and paragraph 9(4) in Part I of Schedule 8 to, S.I. 1994/1696.

(54) Section 459 was amended by section 145 of, and paragraph 11 of Schedule 19 to, the Companies Act 1989.

<b>Provisions</b>	<b>Modifications</b>
460 (order on application of Secretary of State)( <b>55</b> )	In subsection (1) omit the words “or, section 43A or 44(2) to (6) of the Insurance Companies Act 1982 . . .,”.  Omit subsection (2).
461 (provisions as to orders and petitions under this Part)( <b>56</b> )	In subsection (2)(d) for the words “the shares of any members of the company by other members or by the company itself and, in the case of a purchase by the company itself, the reduction of the company’s capital accordingly” substitute the words “the shares of any members in the limited liability partnership by other members or by the limited liability partnership itself.”.  In subsection (3) for the words “memorandum or articles” substitute the words “limited liability partnership agreement”.  For the existing words of subsection (4) substitute the words “Any alteration in the limited liability partnership agreement made by virtue of an order under this Part is of the same effect as if duly agreed by the members of the limited liability partnership and the provisions of this Act apply to the limited liability partnership agreement as so altered accordingly.”.  Omit subsection (5).
<i>Floating charges and Receivers (Scotland)</i>	
464 (ranking of floating charges)( <b>57</b> )	In subsection (1), for the words “section 462” substitute “the law of Scotland”.
466 (alteration of floating charges)( <b>58</b> )	Omit subsections (1), (2), (3) and (6).
486 (interpretation for Part XVIII generally)( <b>59</b> )	For the current definition of “company” substitute ““company” means a limited liability partnership;” Omit the definition of “Register of Sasines”.
487 (extent of Part XVIII)	

(55) Section 460 was amended by sections 145 and 212 of, and Schedules 19 and 24 to, the Companies Act 1989.

(56) Section 461 was amended by section 109 of, and paragraph 24 of Schedule 6 to, the Insolvency Act 1985 and by section 439 of, and Schedule 13 to, the Insolvency Act 1986.

(57) Section 464 was amended by section 439 of, and Part I of Schedule 13 to, the Insolvency Act 1986 (c. 45) and by Schedule 24 to the Companies Act 1989 (c. 40).

(58) Section 466 was amended by sections 130, 140 and 212 of, and Schedules 17 and Schedule 24 to, the Companies Act 1989 (c. 40).

(59) Section 486 was amended by section 438 of, and Schedule 12 to, the Insolvency Act 1986.

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Provisions	Modifications
<i>Matters arising subsequent to winding up</i>	
651 (power of court to declare dissolution of company void)( <b>60</b> )	
652 (registrar may strike defunct company off the register)	In subsection (6) paragraph (a) omit the word “director”.
652A (registrar may strike private company off the register on application)( <b>61</b> )	In this section the references to “a private company” shall include a reference to “a limited liability partnership”.
subsection (1)	In subsection (1) the following shall be substituted for the existing wording “On application by two or more designated members of a limited liability partnership, the registrar of companies may strike the limited liability partnership’s name off the register”
	Omit subsection 2(a) and in subsection 2(b) after the word “be” insert the word “made”.
	In subsection (6), omit the word “director”.
652B (duties in connection with making an application under section 652A)	In paragraph (a) of subsection (5) for “no meetings are” substitute “no meeting is”.
	In paragraph (b) of subsection (5) for “meetings summoned under that section fail” substitute “the meeting summoned under that section fails”.
	In paragraph (c) of subsection (5) for “meetings” substitute “a meeting”.
	In paragraph (d) of subsection (5) for “at previous meetings” substitute “at a previous meeting”.
652C (directors' duties following application under section 652A)	In subsection (2), for the words “is a director of the company” substitute “is a designated member of the limited liability partnership”.
	In subsection (2) omit paragraph (d).
	In subsection (5) for the words “is a director of the company” substitute “is a designated member of the limited liability partnership”.
	In subsection (6), omit paragraph (d).

(60) Section 651 was amended by sections 141 and 212 of, and Schedule 24 to, the Companies Act 1989.

(61) Section 652A was inserted, along with sections 652 B-F, by section 13 of the Deregulation and Contracting Out Act 1994 (c. 40).



Provisions	Modifications
652D (sections 652B and 652C: supplementary provisions)	
652E (sections 652B and 652C: enforcement)	
652F (other offences connected with section 652A)	
653 (objection to striking off by person aggrieved)(62)	
654 (property of dissolved company to be bona vacantia)	
655 (effect on section 654 of company's revival after dissolution)	
656 (crown disclaimer of property vesting as bona vacantia)	
657 (effect of crown disclaimer under section 656)(63)	
658 (liability for rentcharge on company's land after dissolution)(64)	
<i>Overseas Limited Liability Partnerships</i>	
693 (obligation to state name and other particulars)(65)	For the wording of subsection (1) there shall be substituted the following words: “Every overseas limited liability partnership shall— (a) in every prospectus inviting subscriptions for its debentures in Great Britain, state the country in which the limited liability partnership is incorporated, (b) conspicuously exhibit on every place where it carries on business in Great Britain the name of the limited liability partnership and the country in which it is incorporated, (c) cause the name of the limited liability partnership and the country in which it is incorporated to be stated in legible characters in all bill heads, letter paper, and in all notices and other official publications and communications of the limited liability partnership.”

(62) Section 653 was amended by section 13(1) of, and paragraphs 1 and 3 of Schedule 5 to, the Deregulation and Contracting Out Act 1994 (c. 40).

(63) Section 657 was amended by section 109(1) of, and paragraph 46 of Schedule 6 to, the Insolvency Act 1985, and by section 439(1) of, and Part I of Schedule 13 to, the Insolvency Act 1986.

(64) Section 658 was amended by section 109(1) of, and paragraph 47 of Schedule 6 to, the Insolvency Act 1985, and by section 439(1) of, and Part I of Schedule 13 to, the Insolvency Act 1986.

(65) Section 693 was amended by section 212 of, and Schedule 17 to the Financial Services Act 1986 and by S.I. 1992/3179.

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Provisions	Modifications
	For subsection (2) there shall be substituted the following words “For the purposes of this section “oversea limited liability partnership” means a body incorporated or otherwise established outside Great Britain whose name under its law of incorporation or establishment includes the words “limited liability partnership.””.
	Subsections (3) and (4) shall be omitted.
<i>The Registrar of Companies: His functions and offices</i>	
704 (registration offices)(66)	
705 (companies' registered numbers)(67)	Omit subsection (5).
706 (delivery to the registrar of documents in legible form)(68)	In subsection (2)(a), omit the words from “and, if the document is delivered” to the end of that paragraph.
707A (the keeping of company records by the registrar)(69)	Omit subsection (4).
707B (delivery to the registrar using electronic communications)(70)	In subsection (3), omit the “or” at the end of paragraph (a) and omit paragraph (b).
708 (fees payable to the registrar)(71)	
709 (inspection of records kept by the registrar)(72)	
710 (certificate of incorporation)(73)	
710A (provision and authentication by registrar of documents in non-legible form)(74)	
710B (documents relating to Welsh companies)(75)	In subsection (7), omit the words “272(5) and 273(7) and paragraph 7(3) of Part II of Schedule 9”.

(66) Section 704 was amended by section 76 of, and paragraph 8 of Schedule 16 to, the Deregulation and Contracting Out Act 1994.

(67) Section 705 was substituted by section 145 of, and paragraph 14 of Schedule 19 to, the Companies Act 1989, and subsequently amended in a manner not relevant to these Regulations.

(68) Section 706 was substituted by section 125(1) of the Companies Act 1989, and amended by regulation 4 of, and paragraphs 3 and 6 of Schedule 3 to, S.I. 1992/3179 and by article 31 of S.I. 2000/3373.

(69) Section 707A was inserted by section 126(1) of the Companies Act 1989.

(70) Section 707B was inserted by article 27 of S.I. 2000/3373.

(71) Section 708 was amended by sections 127(2) and 212 of, and Schedule 24 to, the Companies Act 1989.

(72) Section 709 was substituted by section 126(2) of the Companies Act 1989 (c. 40) and by section 67 of, and Schedule 6 to, the Youth Justice and Criminal Evidence Act 1999 (c. 23).

(73) Section 710 was substituted by section 126(2) of the Companies Act 1989.

(74) Section 710A was inserted by section 126(2) of the Companies Act 1989.

(75) Section 710B was inserted by section 30 of the Welsh Language Act 1993 (c. 38).

<b>Provisions</b>	<b>Modifications</b>
711 (public notice by registrar of receipt and issue of certain documents)(76)	In subsection (1) delete “or articles” in paragraph (b) and delete paragraphs (d) to (j), (l), (m) and (s) to (z).
713 (enforcement of company’s duty to make returns)(77)	In subsection (1), in the penultimate line for “any officer” substitute “any designated member”.  In subsections (2) and (3) for “officers” substitute “designated members”.
714 (registrar’s index of company and corporate names)(78)	
715A (interpretation)(79)	
<i>Miscellaneous and supplementary provisions</i>	
721 (production and inspection of books where offence suspected)	In subsection (2)(b), for the words “the secretary of the company or such other” substitute “such”.
722 (form of company registers, etc.)	
723 (use of computers for company records)	Omit subsection (2).
723A (obligations of company as to inspections of registers, & etc.)(80)	
725 (service of documents)	In subsection (2), for the words “other head officer” substitute “a designated member”.
726 (costs and expenses in actions by certain limited companies)	References to a “limited company” shall include references to a “limited liability partnership”.
727 (power of court to grant relief in certain cases)	In subsection (1) delete the words “an officer of a company or” and “officer or”.  In subsection (2), delete the words “officer or”.
728 (enforcement of High Court orders)	
729 (annual report by Secretary of State)	
730 (punishment of offences)(81)	
731 (summary proceedings)(82)	

(76) Section 711 was amended by section 439(1) of, and Part I of Schedule 13 to, the Insolvency Act 1986, by section 23 of, and paragraph 14 of Schedule 10 to, the Companies Act 1989, by regulation 2(b) of S.I. 1987/1991, by regulation 4 of, and paragraphs 3 and 7 of Schedule 3 to, S.I. 1992/3179 and by article 31 of S.I. 2000/3373.

(77) Section 713 was amended by section 127(4) of the Companies Act 1989.

(78) Section 714 was amended by regulation 4 of, and paragraphs 3 and 8 of Schedule 3 to, S.I. 1992/3179 and by section 1(6) of and the Schedule to the Limited Liability Partnerships Act 2000 (c. 12).

(79) Section 715A was inserted by section 127(1) of the Companies Act 1989.

(80) Section 723A was inserted by section 143(1) of the Companies Act 1989.

(81) Section 730 was amended by section 145 of, and paragraph 17 of Schedule 19 to, the Companies Act 1989.

(82) Section 731 was amended by section 5 of, and paragraph 56(3) of Schedule 4 to, the Criminal Procedure (Consequential Provisions) (Scotland) Act 1995 (c. 40).

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Provisions	Modifications
732 (prosecution by public authorities)	Delete the references to sections 210, 324, 329 and 455.  Omit subsection (2) paragraphs (a) and (c). In subsection (2)(b), for the words “either one of those two persons” substitute “either the Secretary of State, the Director of Public Prosecutions”.  Omit subsection (3).
733 (offences by bodies corporate)(83)	
subsection (1)	In subsection (1), delete the references to section 210 and 216(3).
subsection (2)	In subsection (2), omit the word “secretary”.
subsection (3)	Omit subsection (3).
734 (criminal proceedings against unincorporated bodies)(84)	
<i>Interpretation</i>	
735A (relationship of this Act to the Insolvency Act)(85)	In subsection (1), delete all the references to provisions of the 1985 Act other than the references to sections 425(6)(a), 460(2) and 728.
736 (“subsidiary”, “holding company”, and “wholly-owned subsidiary”)(86)	
subsection (1)	For subsection (1) there shall be substituted the following words:  “(1) Subject to subsection (1A), a company is a subsidiary of a limited liability partnership, its “holding company”, if that limited liability partnership— (a) holds a majority of the voting rights in it, or (b) is a member of it and has the right to appoint or remove a majority of its board of directors, or (c) is a member of it and controls alone, pursuant to an agreement with other

(83) Section 733 was amended by section 109(1) of, and paragraph 7 of Schedule 6 to, the Insolvency Act 1985, by section 439(1) of, and Part I of Schedule 13 to, the Insolvency Act 1986 and by sections 123(3) and 212 of, and Schedule 24 to, the Companies Act 1989.

(84) Section 734 was amended by section 5 of, and paragraph 56(4) of Schedule 4 to, the Criminal Procedure (Consequential Provisions) (Scotland) Act 1995 (c. 40) and by section 120 of the Companies Act 1989.

(85) Section 735A was inserted by section 439(1) of, and Part II of Schedule 13 to, the Insolvency Act 1986, and amended by sections 127(5) and 212 of, and Schedule 24 to, the Companies Act 1989, by section 76 of, and paragraph 9 of Schedule 16 to, the Deregulation and Contracting Out Act 1994 and by article 31 of S.I. 2000/3373.

(86) Section 736 was substituted by section 144(1) of the Companies Act 1989 (c. 40).

Provisions	Modifications
subsection (1A)	<p>shareholders or members, a majority of the voting rights in it, or if it is a subsidiary of a company or limited liability partnership which is itself a subsidiary of that other company.”</p> <p>Insert as subsection (1A)—</p> <p>“(1A) A limited liability partnership is a subsidiary of a company or a subsidiary of another limited liability partnership, (such company or limited liability partnership being referred to in this section as its “holding company”) if that company or limited liability partnership—</p> <ul style="list-style-type: none"><li>(a) holds a majority of the voting rights in it;</li><li>(b) is a member of it and has the right to appoint or remove a majority of other members; or</li><li>(c) is a member of it and controls, alone or pursuant to an agreement with other members, a majority of voting rights in it,</li></ul> <p>or if it is a subsidiary of a company or limited liability partnership which is itself a subsidiary of that holding company”.</p>
subsection (2)	<p>For subsection (2) substitute “A company or a limited liability partnership is a “wholly-owned subsidiary” of another company or limited liability partnership if it has no members except that other and that other’s wholly-owned subsidiaries or persons acting on behalf of that other or its wholly-owned subsidiaries.”</p>
736A (provisions supplementing section 736)(87)	<p>After subsection (1) insert a new subsection (1A) in the following form—</p> <p>“(1A) In section 736(1A)(a) and (c) the references to the voting rights in a limited liability partnership are to the rights conferred on members in respect of their interest in the limited liability partnership to vote on those matters which are to be decided upon by a vote of the members of the limited liability partnership.”</p> <p>After subsection (2) insert the new subsection (2A) in the following form—</p> <p>“(2A) In section 736(1A)(b) the reference to the right to appoint or remove a majority of</p>

(87) Section 736A was inserted by section 144(1) of the Companies Act 1989 (c. 40).

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<b>Provisions</b>	<b>Modifications</b>
	<p>the members of the limited liability partnership is to the right to appoint or remove members holding a majority of the voting rights referred to in subsection (1A) and for this purpose—</p> <ul style="list-style-type: none"> <li>(a) a person shall be treated as having the right to appoint a member if                             <ul style="list-style-type: none"> <li>(i) a person’s appointment as member results directly from his appointment as a director or member of the holding company, or</li> <li>(ii) the member of the limited liability partnership is the company or limited liability partnership which is the holding company; and</li> </ul> </li> <li>(b) a right to appoint or remove which is exercisable only with the consent or concurrence of another person shall be left out of account.”</li> </ul> <p>In subsection (7) after the words “Rights attached to shares” insert the words “or to a member’s interest in a limited liability partnership”.</p> <p>In subsection (8) after the words “held by a company”, in both places where they occur, insert “or a limited liability partnership”.</p> <p>In subsection (9) after the words “in the interest of company” insert “or a limited liability partnership” and after the words “that company” in both places where they occur insert “or limited liability partnership”.</p> <p>In subsection (10) after the words “a company” insert the words “or a limited liability partnership” and after the words “by the company” insert the words “or the limited liability partnership”.</p> <p>In subsection (12) for the existing words substitute “In this section “company” includes a body corporate other than a limited liability partnership.”</p>
739 (“non-cash asset”)	
740 (“body corporate” and “corporation”)	

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Provisions	Modifications
741 (“director” and “shadow director”)(88)	Omit subsection (3).
742 (expressions used in connection with accounts)(89)	
743A (meaning of “office copy” in Scotland)(90)	
744 (expressions used generally in this Act)(91)	Delete the definitions of expressions not used in provisions which apply to limited liability partnerships and insert the following definitions — ““limited liability partnership” has the meaning given it in section 1(2) of the Limited Liability Partnerships Act 2000.” “shadow member” has the same meaning as it has in the Limited Liability Partnerships Regulations 2000.
744A (index of defined expressions)(92)	Delete the references to expressions not used in provisions which apply to limited liability partnerships including, in particular, the following expressions:  Allotment (and related expressions) Section 738  Annual general meeting Section 366  Authorised minimum Section 118  Called up share capital Section 737(1)  Capital redemption reserve Section 170(1)  Elective resolution Section 379A  Employees' share scheme Section 743

(88) Section 741 was amended by regulation 2 of, and paragraph 3(2) of the Schedule to, S.I. [1992/1699](#).

(89) Section 742 was substituted by section 23 of, and paragraph 15 of Schedule 10 to, the Companies Act 1989 and amended by article 28 of S.I. [2000/3373](#).

(90) Section 743A was inserted by section 145 of, and paragraph 19 of Schedule 19 to, the Companies Act 1989.

(91) Section 744 was amended by sections 23 and 212 of, and Schedules 10 and 24 to, section 79 of, and Schedule 5 to, the Criminal Justice Act 1993, regulation 4 of S.I. [1997/2306](#), section 235 of, and Schedule 10 to, the Insolvency Act 1985, section 212 of, and Schedule 17 to, the Financial Services Act 1986, section 108 of and Schedule 6 to the Banking Act 1987 and article 29 of S.I. [2000/3373](#).

(92) Section 744A was inserted by section 145 of, and Schedule 19 to, the Companies Act 1989 and amended by section 79 of and Schedule 5 to the Criminal Justice Act 1993, regulation 4 of S.I. [1997/2306](#) and article 30 of S.I. [2000/3373](#).

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<b>Provisions</b>	<b>Modifications</b>
	Existing company Section 735(1)
	Extraordinary general meeting Section 368
	Extraordinary resolution Section 378(1)
	The former Companies Acts Section 735(1)
	The Joint Stock Companies Acts Section 735(3)
	Overseas branch register Section 362
	Paid up (and related expressions) Section 738
	Registered office (of a company) Section 287
	Resolution for reducing share capital Section 135(3)
	Share premium account Section 130(1)
	Share warrant Section 188
	Special notice (in relation to a resolution) Section 379
	Special resolution Section 378(2)
	Uncalled share capital Section 737(2)
	Undistributable reserves Section 264(3)
	Unlimited company Section 1(2)
	Unregistered company Section 718



<b>Provisions</b>	<b>Modifications</b>
SCHEDULE 24 (PUNISHMENT OF OFFENCES UNDER THIS ACT)	<p>Delete the references to those sections which are not applied to limited liability partnerships including, in particular, the following sections:</p> <ul style="list-style-type: none"><li>Section 6(3) company failing to deliver to the registrar notice or other document, following alteration of its objects;</li><li>Section 18(3) company failing to register change in memorandum or articles;</li><li>Section 19(2) company failing to send to one of its members a copy of the memorandum or articles, when so required by the member;</li><li>Section 20(2) where company's memorandum altered, company issuing copy of the memorandum without the alteration;</li><li>Section 28(5) company failing to change name on direction of Secretary of State;</li><li>Section 31(5) company altering its memorandum or articles, so ceasing to be exempt from having "limited" after its name;</li><li>Section 31(6) company failing to change name, on Secretary of State's direction, so as to have "limited" (or Welsh equivalent) at the end;</li><li>Section 32(4) company failing to comply with the Secretary of State's direction to change its name, on grounds that the name is misleading;</li><li>Section 33 trading under misleading name (use of "public limited company" or Welsh equivalent when not so entitled); purporting to be a private company;</li><li>Section 34 trading or carrying on business with improper use of "limited" or "cyfyngedig";</li><li>Section 54(10) public company failing to give notice, or copy of court order, to registrar, concerning application to re-register as private company;</li><li>Section 80(9) directors exercising company's power of allotment without the authority required by section 80(1);</li><li>Section 81(2) private company offering shares to the public, or allotting shares with a view to their being so offered;</li><li>Section 82(5) allotting shares or debentures before third day after issue of prospectus;</li></ul>

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Provisions	Modifications
	<p>Section 86(6) company failing to keep money in separate bank account, where received in pursuance of prospectus stating that stock exchange listing is to be applied for;</p> <p>Section 87(4) offeror of shares for sale failing to keep proceeds in separate bank account;</p> <p>Section 88(5) officer of company failing to deliver return of allotments, etc. to the registrar;</p> <p>Section 95(6) knowingly or recklessly authorising or permitting misleading, false or deceptive material in statement by directors under section 95(5);</p> <p>Section 97(4) company failing to deliver to registrar the prescribed form disclosing amount or rate of share commission;</p> <p>Section 110(2) making misleading, false or deceptive statement in connection with valuation under section 103 or 104;</p> <p>Section 111(3) officer of company failing to deliver copy of asset valuation report to registrar;</p> <p>Section 111(4) company failing to deliver to registrar copy of resolution under Section 104(4), with respect to transfer of an asset as consideration for allotment;</p> <p>Section 114 contravention of any of the provisions of sections 99 to 104, 106;</p> <p>Section 117(7) company doing business or exercising borrowing powers contrary to section 117;</p> <p>Section 122(2) company failing to give notice to registrar of reorganisation of share capital;</p> <p>Section 123(4) company failing to give notice to registrar of increase of share capital;</p> <p>Section 127(5) company failing to forward to registrar copy of court order, when application made to cancel resolution varying shareholders' rights;</p> <p>Section 128(5) company failing to send to registrar statement or notice required by section 128 (particulars of shares carrying special rights);</p> <p>Section 129(4) company failing to deliver to registrar statement or notice required by section 129 (registration of newly created class rights);</p>

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Provisions	Modifications
	<p>Section 141 officer of company concealing name of creditor entitled to object to reduction of capital, or wilfully misrepresenting the nature or amount of debt or claim, etc.;</p> <p>Section 142(2) director authorising or permitting non-compliance with section 142 (requirement to convene company meeting to consider serious loss of capital);</p> <p>Section 143(2) company acquiring its own shares in breach of section 143;</p> <p>Section 149(2) company failing to cancel its own shares acquired by itself, as required by section 146(2); or failing to apply for re-registration as private company as so required in the case there mentioned;</p> <p>Section 151(3) company giving financial assistance towards acquisition of its own shares;</p> <p>Section 156(6) company failing to register statutory declaration under section 155;</p> <p>Section 156(7) director making statutory declaration under section 155, without having reasonable grounds for opinion expressed in it;</p> <p>Section 169(6) default by company's officer in delivering to registrar the return required by section 169 (disclosure by company of purchase of its own shares);</p> <p>Section 169(7) company failing to keep copy of contract, etc., at registered office; refusal of inspection to person demanding it;</p> <p>Section 173(6) director making statutory declaration under section 173 without having reasonable grounds for the opinion expressed in the declaration;</p> <p>Section 175(7) refusal of inspection of statutory declaration and auditor's report under section 173, etc.;</p> <p>Section 176(4) company failing to give notice to registrar of application to court under section 176, or to register court order;</p> <p>Section 183(6) company failing to send notice of refusal to register a transfer of shares or debentures;</p> <p>Section 185(5) company default in compliance with section 185(1)</p>

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Provisions	Modifications
	<p>(certificates to be made ready following allotment or transfer of shares, etc.);            Section 189(1) offences of fraud and forgery in connection with share warrants in Scotland;            Section 189(2) unauthorised making of, or using or possessing apparatus for making share warrants in Scotland;            Section 210(3) failure to discharge obligation of disclosure under Part VI; other forms of non-compliance with that Part;            Section 211(10) company failing to keep register of interests disclosed under Part IV; other contraventions of section 211;            Section 214(5) company failing to exercise powers under section 212, when so required by the members;            Section 215(8) company default in compliance with section 215 (company report of investigation of shareholdings on members' requisition);            Section 216(3) failure to comply with company notice under section 212;</p> <p>Making false statement in response etc.;</p> <p>Section 217(7) company failing to notify a person that he has been named as a shareholder; on removal of name from register, failing to alter associated index;            Section 218(3) improper removal of entry from register of interests disclosed;</p> <p>company failing to restore entry improperly removed;</p> <p>Section 219(3) refusal of inspection of register or report under Part VI; failure to send copy when required;            Section 232(4) default by director or officer of a company in giving notice of matters relating to himself for purposes of Schedule 6 Part I;            Section 234(5) non-compliance with Part VII as to directors' report and its content;</p> <p>directors individually liable;</p> <p>Section 234A(4) laying, circulating or delivering directors' report without required signature;            Section 241(2) failure to lay accounts and reports before the company in general</p>

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Provisions	Modifications
	<p>meeting before the end of the period allowed for doing this;</p> <p>Section 251(6) failure to comply with requirements in relation to summary financial statements;</p> <p>Section 288(4) default in complying with section 288 (keeping register of directors and secretaries, refusal of inspection);</p> <p>Section 291(5) acting as director of a company without having the requisite share qualification;</p> <p>Section 294(3) director failing to give notice of his attaining retirement age;</p>
	<p>acting as director under appointment invalid due to his attaining it;</p> <p>Section 305(3) company default in complying with section 305 (directors' name to appear on company correspondence, etc.);</p> <p>Section 306(4) failure to state that liability of proposed director or manager is unlimited; failure to give notice of that fact to person accepting office;</p> <p>Section 314(3) director failing to comply with section 314;</p> <p>Section 317(7) director failing to disclose interest in contract;</p> <p>Section 318(8) company in default in complying with section 318(1) or (5);</p> <p>Section 322B(4) terms of unwritten contract between sole member of a private company limited by shares or by guarantee and the company not set out in a written memorandum or recorded in minutes of a directors' meeting;</p> <p>Section 323(2) director dealing in options to buy or sell company's listed shares or debentures;</p> <p>Section 324(7) director failing to notify interest in company's shares; making false statement in purported notification;</p> <p>Section 326(2), (3), (4) and (5) various defaults in connection with company register of directors' interests;</p> <p>Section 328(6) director failing to notify company that members of his family etc. have or have exercised options to buy shares or debentures; making false statement in purported notification;</p>

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Provisions	Modifications
	<p>Section 329(3) company failing to notify investment exchange of acquisition of its securities by a director;</p> <p>Section 342(1) director or relevant company authorising or permitting company to enter into transaction or arrangement, knowing or suspecting it to contravene section 330;</p> <p>Section 342(2) relevant company entering into transaction or arrangement for a director in contravention of section 330;</p> <p>Section 342(3) procuring a relevant company to enter into transaction or arrangement known to be contrary to section 330;</p> <p>Section 343(8) company failing to maintain register of transactions etc. made with and for directors and not disclosed in company accounts; failing to make register available at registered office or at company meeting;</p> <p>Section 352(5) company default in complying with section 352 (requirement to keep register of members and their particulars);</p> <p>Section 352A(3) company default in complying with section 352A (statement that company has only one member);</p> <p>Section 353(4) company failing to send notice to registrar as to place where register of members is kept;</p> <p>Section 354(4) company failing to keep index of members;</p> <p>Section 356(5) refusal of inspection of members' register; failure to send copy on requisition;</p> <p>Section 364(4) company without share capital failing to complete and register annual return in due time;</p> <p>Section 366(4) company default in holding annual general meeting;</p> <p>Section 367(3) company default in complying with Secretary of State's direction to hold a company meeting;</p> <p>Section 367(5) company failing to register resolution that meeting held under section 367 is to be its annual general meeting;</p> <p>Section 372(4) failure to give notice, to member entitled to vote at company meeting, that he may do so by proxy;</p>

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Provisions	Modifications
	<p>Section 372(6) officer of company authorising or permitting issue of irregular invitations to appoint proxies;</p> <p>Section 376(7) officer of company in default as to circulation of members' resolutions for company meeting;</p> <p>Section 380(5) company failing to comply with section 380 (copies of certain resolutions etc. to be sent to registrar of companies);</p> <p>Section 380(6) company failing to include copy of resolution to which section 380 applies in articles; failing to forward copy to member on request;</p> <p>Section 381B(2) director or secretary of company failing to notify auditors of proposed written resolution;</p> <p>Section 382(5) company failing to keep minutes of proceedings at company and board meetings, etc.;</p> <p>Section 382B(2) failure of sole member to provide the company with a written record of a decision;</p> <p>Section 383(4) refusal of inspection of minutes of general meeting; failure to send copy of minutes on member's request;</p> <p>Section 389(10) person acting as a company auditor knowing himself to be disqualified: failing to give notice vacating office when he becomes disqualified;</p> <p>Section 429(6) offeror failing to send copy of notice or making statutory declaration knowing it to be false etc.;</p> <p>Section 430A(6) offeror failing to give rights to minority shareholder;</p> <p>Section 444(3) failing to give Secretary of State, when required to do so, information about interests in shares etc.; giving false information;</p> <p>Section 455(1) exercising a right to dispose of, or vote in respect of, shares which are subject to restrictions under Part XV; failing to give notice in respect of shares so subject; entering into agreement void under section 454(2), (3);</p> <p>Section 455(2) issuing shares in contravention of restrictions under Part XV;</p> <p>Section 461(5) failure to register office copy of court order under Part</p>

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Provisions	Modifications
	<p>XVII altering, or giving leave to alter, company's memorandum;            Section 697(1) oversea company failing to comply with any of sections 691 to 693 or 696;            Section 697(2) oversea company contravening section 694(6) (carrying on business under its corporate name after Secretary of State's direction);            Section 697(3) oversea company failing to comply with section 695A or Schedule 21A;            Section 703(1) oversea company failing to comply with requirements as to accounts and reports;            Section 703D(5) oversea company failing to deliver particulars of charge to registrar;            Section 703R(1) company failing to register winding up or commencement of insolvency proceedings etc.;            Section 703R(2) liquidator failing to register appointment, termination of winding up or striking off of company;            Section 720(4) insurance company etc. failing to send twice yearly statement in form of Schedule 23;</p>
	<p>Schedule 14, Pt II, paragraph 1(3) company failing to give notice of location of overseas branch register, etc.;</p>
	<p>Schedule 14, Pt II, paragraph 4(2) company failing to transmit to its registered office in Great Britain copies of entries in overseas branch register or to keep duplicate of overseas branch register.;</p>
	<p>Schedule 21C, Pt I, paragraph 7 credit or financial institution failing to deliver accounting documents;</p>
	<p>Schedule 21C, Pt II, paragraph 15 credit or financial institution failing to deliver accounts and reports;</p>
	<p>Schedule 21D, Pt I, paragraph 5 company failing to deliver accounting documents;</p>
	<p>Schedule 21D, Pt I, Paragraph 13 company failing to deliver accounts and reports.</p>



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**PART II**  
**MODIFICATIONS TO THE COMPANY**  
**DIRECTORS DISQUALIFICATION ACT 1986**

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Part II of Schedule I

After paragraph 8 insert—

“**8A** The extent of the member’s and shadow members’ responsibility for events leading to a member or shadow member, whether himself or some other member or shadow member, being declared by the court to be liable to make a contribution to the assets of the limited liability partnership under section 214A of the Insolvency Act 1986.”

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