
STATUTORY INSTRUMENTS

2008 No. 1911

**The Limited Liability Partnerships (Accounts and Audit)
(Application of Companies Act 2006) Regulations 2008**

PART 7

FILING OF ACCOUNTS AND AUDITOR'S REPORT

Duty to file accounts and reports

17.—(1) Sections 441 to 444(1) apply to LLPs, modified so that they read as follow—

“Duty to file accounts and auditor’s report with the registrar

441. The designated members of an LLP must deliver to the registrar for each financial year the accounts and auditor’s report required by—

- section 444 (filing obligations of LLPs subject to small LLPs regime),
- section 445 (filing obligations of medium-sized LLPs), or
- section 446 (filing obligations of large LLPs).

Period allowed for filing accounts

442.—(1) This section specifies the period allowed for the designated members of an LLP to comply with their obligation under section 441 to deliver accounts and the auditor’s report for a financial year to the registrar.

This is referred to in this Act as the “period for filing” those accounts and that report.

(2) The period is nine months after the end of the relevant accounting reference period.

This is subject to the following provisions of this section.

(3) If the relevant accounting reference period is the LLP’s first and is a period of more than twelve months, the period is—

- (a) nine months from the first anniversary of the incorporation of the LLP, or
- (b) three months after the end of the accounting reference period,

whichever last expires.

(4) If the relevant accounting reference period is treated as shortened by virtue of a notice given by the LLP under section 392 (alteration of accounting reference date), the period is—

- (a) that applicable in accordance with the above provisions, or
- (b) three months from the date of the notice under that section,

whichever last expires.

(5) If for any special reason the Secretary of State thinks fit he may, on an application made before the expiry of the period otherwise allowed, by notice in writing to an LLP extend that period by such further period as may be specified in the notice.

(6) In this section “the relevant accounting reference period” means the accounting reference period by reference to which the financial year for the accounts in question was determined.

Calculation of period allowed

443.—(1) This section applies for the purposes of calculating the period for filing an LLP’s accounts and auditor’s report which is expressed as a specified number of months from a specified date or after the end of a specified previous period.

(2) Subject to the following provisions, the period ends with the date in the appropriate month corresponding to the specified date or the last day of the specified previous period.

(3) If the specified date, or the last day of the specified previous period, is the last day of a month, the period ends with the last day of the appropriate month (whether or not that is the corresponding date).

(4) If—

(a) the specified date, or the last day of the specified previous period, is not the last day of a month but is the 29th or 30th, and

(b) the appropriate month is February,

the period ends with the last day of February.

(5) “The appropriate month” means the month that is the specified number of months after the month in which the specified date, or the end of the specified previous period, falls.

Filing obligations of LLPs subject to small LLPs regime

444.—(1) The designated members of an LLP subject to the small LLPs regime—

(a) must deliver to the registrar for each financial year a copy of a balance sheet drawn up as at the last day of that year, and

(b) may also deliver to the registrar a copy of the LLP’s profit and loss account for that year.

(2) The designated members must also deliver to the registrar a copy of the auditor’s report on the accounts that they deliver.

This does not apply if the LLP is exempt from audit and the members have taken advantage of that exemption.

(3) The copies of accounts and auditors’ reports delivered to the registrar must be copies of the LLP’s annual accounts and auditor’s report, except that where the LLP prepares non-IAS accounts the designated members may deliver to the registrar a copy of a balance sheet drawn up in accordance with regulation 5 of the Small Limited Liability Partnerships (Accounts) Regulations 2008 (non-IAS individual accounts for delivery to registrar of companies) ([S.I. 2008/1912](#)).

These are referred to in this Part as “abbreviated accounts”.

(4) If abbreviated accounts are delivered to the registrar the obligation to deliver a copy of the auditor’s report on the accounts is to deliver a copy of the special auditor’s report required by section 449.

(5) Where the designated members of an LLP subject to the small LLPs regime deliver to the registrar IAS accounts, or non-IAS accounts that are not abbreviated accounts, and in

accordance with this section do not deliver to the registrar a copy of the LLP's profit and loss account, the copy of the balance sheet delivered to the registrar must contain in a prominent position a statement that the LLP's annual accounts have been delivered in accordance with the provisions applicable to LLPs subject to the small LLPs regime.

(6) The copy of the balance sheet delivered to the registrar under this section must state the name of the person who signed it on behalf of the members.

(7) The copy of the auditor's report delivered to the registrar under this section must—

- (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or
- (b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a determination has been made and notified to the Secretary of State in accordance with that section.”

(2) Until section 1068 comes fully into force, for subsections (6) and (7) of section 444 as applied to LLPs by paragraph (1) substitute—

“(6) The copy of the balance sheet delivered to the registrar under this section must—

- (a) state the name of the person who signed it on behalf of the members under section 414, and
- (b) be signed on behalf of the members by a designated member.

(7) The copy of the auditor's report delivered to the registrar under this section must—

- (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, and
- (b) be signed by the auditor or (where the auditor is a firm) in the name of the firm by a person authorised to sign on its behalf,

or, if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a determination has been made and notified to the Secretary of State in accordance with that section.”

Filing obligations of medium-sized LLPs

18.—(1) Section 445(2) applies to LLPs, modified so that it reads as follows—

“Filing obligations of medium-sized LLPs

445.—(1) The designated members of an LLP that qualifies as a medium-sized LLP in relation to a financial year (see sections 465 to 467) must deliver a copy of the LLP's annual accounts to the registrar.

(2) They must also deliver to the registrar a copy of the auditor's report on those accounts.

(3) Where the LLP prepares non-IAS accounts, the designated members may deliver to the registrar a copy of the LLP's annual accounts for the financial year—

- (a) that includes a profit and loss account in which items are combined in accordance with regulation 4 of the Large and Medium-sized Limited Liability Partnerships (Accounts) Regulations 2008 (exemptions for non-IAS individual accounts of medium-sized LLPs) ([S.I. 2008/1913](#)), and
- (b) that does not contain items whose omission is authorised by that regulation.

These are referred to in this Part as “abbreviated accounts”.

(2) Section 445 was amended by regulation 6(8) of [S.I. 2008/393](#) in manner not relevant to these Regulations.

(4) If abbreviated accounts are delivered to the registrar the obligation to deliver a copy of the auditor's report on the accounts is to deliver a copy of the special auditor's report required by section 449.

(5) The copy of the balance sheet delivered to the registrar under this section must state the name of the person who signed it on behalf of the members.

(6) The copy of the auditor's report delivered to the registrar under this section must—

- (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or
- (b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a determination has been made and notified to the Secretary of State in accordance with that section.

(7) This section does not apply to LLPs within section 444 (filing obligations of LLPs subject to the small LLPs regime)."

(2) Until section 1068 comes fully into force, for subsections (5) and (6) of section 445 as applied to LLPs by paragraph (1) substitute—

“(5) The copy of the balance sheet delivered to the registrar under this section must—

- (a) state the name of the person who signed it on behalf of the members under section 414, and
- (b) be signed on behalf of the members by a designated member.

(6) The copy of the auditor's report delivered to the registrar under this section must—

- (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, and
- (b) be signed by the auditor or (where the auditor is a firm) in the name of the firm by a person authorised to sign on its behalf,

or, if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a determination has been made and notified to the Secretary of State in accordance with that section.”

Filing obligations of large LLPs

19.—(1) Section 446(3) applies to LLPs, modified so as to read as follows—

“Filing obligations of large LLPs

446.—(1) The designated members of an LLP that does not qualify as small or medium-sized must deliver to the registrar for each financial year of the LLP a copy of the LLP's annual accounts.

(2) The designated members must also deliver to the registrar a copy of the auditor's report on those accounts.

(3) The copy of the balance sheet delivered to the registrar under this section must state the name of the person who signed it on behalf of the members.

(4) The copy of the auditor's report delivered to the registrar under this section must—

- (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, or

(3) Section 446 was amended by regulation 6(9) of [S.I. 2008/393](#) in manner not relevant to these Regulations.

- (b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a determination has been made and notified to the Secretary of State in accordance with that section.
 - (5) This section does not apply to LLPs within—
 - (a) section 444 (filing obligations of LLPs subject to the small LLPs regime), or
 - (b) section 445 (filing obligations of medium-sized LLPs).”
 - (2) Until section 1068 comes fully into force, for subsections (3) and (4) of section 446 as applied to LLPs by paragraph (1) substitute—
 - “(3) The copy of the balance sheet delivered to the registrar under this section must—
 - (a) state the name of the person who signed it on behalf of the members under section 414, and
 - (b) be signed on behalf of the members by a designated member.
 - (4) The copy of the auditor’s report delivered to the registrar under this section must—
 - (a) state the name of the auditor and (where the auditor is a firm) the name of the person who signed it as senior statutory auditor, and
 - (b) be signed by the auditor or (where the auditor is a firm) in the name of the firm by a person authorised to sign on its behalf,
- or, if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a determination has been made and notified to the Secretary of State in accordance with that section.”

Requirements where abbreviated accounts delivered

20.—(1) Section 449 applies to LLPs, modified so that it reads as follow—

“Special auditor’s report where abbreviated accounts delivered

449.—(1) This section applies where—

- (a) the designated members of an LLP deliver abbreviated accounts to the registrar, and
- (b) the LLP is not exempt from audit (or the members have not taken advantage of any such exemption).

(2) The designated members must also deliver to the registrar a copy of a special report of the LLP’s auditor stating that in his opinion—

- (a) the LLP is entitled to deliver abbreviated accounts in accordance with the section in question, and
- (b) the abbreviated accounts to be delivered are properly prepared in accordance with—
 - (i) regulation 5 of the Small Limited Liability Partnerships (Accounts) Regulations 2008 (S.I. 2008/1912), or
 - (ii) regulation 4 of the Large and Medium-sized Limited Liability Partnerships (Accounts) Regulations 2008 (S.I. 2008/1913).

(3) The auditor’s report on the LLP’s annual accounts need not be delivered, but—

- (a) if that report was qualified, the special report must set out that report in full together with any further material necessary to understand the qualification, and
- (b) if that report contained a statement under—
 - (i) section 498(2)(a) or (b) (accounts, records or returns inadequate or accounts not agreeing with records and returns), or

(ii) section 498(3) (failure to obtain necessary information and explanations),
the special report must set out that statement in full.

(4) The provisions of—

sections 503 to 506 (signature of auditor’s report), and

sections 507 to 509 (offences in connection with auditor’s report),

apply to a special report under this section as they apply to an auditor’s report on the LLP’s annual accounts prepared under Part 16.

(5) If abbreviated accounts are delivered to the registrar, the references in section 434 or 435 (requirements in connection with publication of accounts) to the auditor’s report on the LLP’s annual accounts shall be read as references to the special auditor’s report required by this section.”

(2) Until section 1068 comes fully into force, after subsection (4) of section 449 as applied to LLPs by paragraph (1) insert—

“(4A) The copy of the special report delivered to the registrar under this section must—

(a) be signed by the auditor or (where the auditor is a firm) in the name of the firm by a person authorised to sign on its behalf, or

(b) if the conditions in section 506 (circumstances in which names may be omitted) are met, state that a determination has been made and notified to the Secretary of State in accordance with that section.”

Approval and signing of abbreviated accounts

21. Section 450 is applied to LLPs, modified so as to read as follows—

“Approval and signing of abbreviated accounts

450.—(1) Abbreviated accounts must be approved by the members and signed on behalf of all the members by a designated member.

(2) The signature must be on the balance sheet.

(3) The balance sheet must contain in a prominent position above the signature a statement to the effect that it is prepared in accordance with the special provisions of this Act relating (as the case may be) to LLPs subject to the small LLPs regime or to medium-sized LLPs.

(4) If abbreviated accounts are approved that do not comply with the requirements of regulation 5 of the Small Limited Liability Partnerships (Accounts) Regulations 2008 ([S.I. 2008/1912](#)), or (as the case may be) regulation 4 of the Large and Medium-sized Limited Liability Partnerships (Accounts) Regulations 2008 ([S.I. 2008/1913](#)), every member of the LLP who—

(a) knew that they did not comply, or was reckless as to whether they complied, and

(b) failed to take reasonable steps to prevent them from being approved,

commits an offence.

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

(a) on conviction on indictment, to a fine;

(b) on summary conviction, to a fine not exceeding the statutory maximum.”

Failure to file accounts and auditor's report

22.—(1) Sections 451 to 453 apply to LLPs, modified so that they read as follow—

“Default in filing accounts and auditor's report: offences

451.—(1) If the requirements of section 441 (duty to file accounts and auditor's report) are not complied with in relation to an LLP's accounts for a financial year and the auditor's report on those accounts before the end of the period for filing those accounts and that report, every person who immediately before the end of that period was a designated member of the LLP commits an offence.

(2) It is a defence for a person charged with such an offence to prove that he took all reasonable steps for securing that those requirements would be complied with before the end of that period.

(3) It is not a defence to prove that the documents in question were not in fact prepared as required by this Part.

(4) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 5 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 5 on the standard scale.

Default in filing accounts and auditor's report: court order

452.—(1) If—

- (a) the requirements of section 441 (duty to file accounts and auditor's report) are not complied with in relation to an LLP's accounts for a financial year and the auditor's report on those accounts before the end of the period for filing those accounts and that report, and
- (b) the designated members of the LLP fail to make good the default within 14 days after the service of a notice on them requiring compliance,

the court may, on the application of any member or creditor of the LLP or of the registrar, make an order directing the designated members (or any of them) to make good the default within such time as may be specified in the order.

(2) The court's order may provide that all costs (in Scotland, expenses) of and incidental to the application are to be borne by the members.

Civil penalty for failure to file accounts and auditor's report

453.—(1) Where the requirements of section 441 are not complied with in relation to an LLP's accounts for a financial year and the auditor's report on those accounts before the end of the period for filing those accounts and that report, the LLP is liable to a civil penalty.

This is in addition to any liability of the designated members under section 451.

(2) Regulations 1(3) and 4(2) and (3) of the Companies (Late Filing Penalties) and Limited Liability Partnerships (Filing Periods and Late Filing Penalties) Regulations 2008 ([S.I. 2008/497](#)) apply to LLPs with the following modifications—

- (a) references to a company or private company include references to an LLP;
- (b) references to 6th April 2008 are to be read as references to 1st October 2008; and
- (c) the second column of the table in regulation 4(2) (penalties for public companies) is omitted.

(3) The penalty may be recovered by the registrar and is to be paid into the Consolidated Fund.

(4) It is not a defence in proceedings under this section to prove that the documents in question were not in fact prepared as required by this Part.”

(2) At the end of regulation 6(3) of the Companies (Late Filing Penalties) and Limited Liability Partnerships (Filing Periods and Late Filing Penalties) Regulations 2008(4) insert “, but paragraph (1) does not apply to accounts or reports for financial years beginning on or after 1st October 2008.”

(4) S.I. 2008/497.