
STATUTORY INSTRUMENTS

2009 No. 1804

**The Limited Liability Partnerships (Application
of Companies Act 2006) Regulations 2009**

PART 3

AN LLP'S NAME

CHAPTER 2

SIMILARITY TO OTHER NAMES

Similarity to other name on registrar's index

11. Sections 66 to 68 apply to LLPs, modified so that they read as follows—

“Name not to be the same as another in the index

66.—(1) An LLP must not be registered under the Limited Liability Partnerships Act 2000 (c. 12) by a name that is the same as another name appearing in the registrar's index of company names⁽¹⁾.

(2) The provisions of the Company and Business Names (Miscellaneous Provisions) Regulations 2009 (S.I. 2009/1085) supplementing this section apply to LLPs.

(3) Those provisions are—

- (a) regulation 7 and Schedule 3 (matters that are to be disregarded and words, expressions, signs and symbols that are to be regarded as the same),
- (b) regulation 8 (consent to registration of a name which is the same as another in the registrar's index of company names), and
- (c) any other provisions of those Regulations having effect for the purpose of those provisions.

(4) In regulation 8 as applied to LLPs—

- (a) for “a company” or “the company” substitute “an LLP” or “the LLP”,
- (b) for “Company Y” substitute “LLP Y”, and
- (c) in paragraph (1), for “the Act” substitute “the Limited Liability Partnerships Act 2000”.

Power to direct change of name in case of similarity to existing name

67. The Secretary of State may direct an LLP to change its name if it has been registered in a name that is the same as or, in the opinion of the Secretary of State, too like—

⁽¹⁾ For the definition of “the registrar's index of company names” see section 1099 of the Companies Act 2006.

- (a) a name appearing at the time of the registration in the registrar's index of company names, or
- (b) a name that should have appeared in that index at that time.

Direction to change names: supplementary provisions

68.—(1) The following provisions have effect in relation to a direction under section 67 (power to direct change of name in case of similarity to existing name).

(2) Any such direction—

- (a) must be given within twelve months of the LLP's registration by the name in question, and
- (b) must specify the period within which the LLP is to change its name.

(3) The Secretary of State may by a further direction extend that period.

Any such direction must be given before the end of the period for the time being specified.

(4) A direction under section 67 or this section must be in writing.

(5) If an LLP fails to comply with the direction, an offence is committed by—

- (a) the LLP, and
- (b) every designated member of the LLP who is in default.

(6) 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 and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.”.

Similarity to other name in which person has goodwill

12. Sections 69 to 74 apply to LLPs, modified so that they read as follows—

“Objection to LLP's registered name

69.—(1) A person (“the applicant”) may object to an LLP's registered name on the ground—

- (a) that it is the same as a name associated with the applicant in which he has goodwill, or
- (b) that it is sufficiently similar to such a name that its use in the United Kingdom would be likely to mislead by suggesting a connection between the LLP and the applicant.

(2) The objection must be made by application to a company names adjudicator (see section 70).

(3) The LLP concerned shall be the primary respondent to the application.

Any of its members may be joined as respondents.

(4) If the ground specified in subsection (1)(a) or (b) is established, it is for the respondents to show—

- (a) that the name was registered before the commencement of the activities on which the applicant relies to show goodwill; or
- (b) that the LLP—
 - (i) is operating under the name, or

- (ii) is proposing to do so and has incurred substantial start-up costs in preparation, or
- (iii) was formerly operating under the name and is now dormant; or
- (c) that the name was registered in the ordinary course of an LLP formation business and the LLP is available for sale to the applicant on the standard terms of that business; or
- (d) that the name was adopted in good faith; or
- (e) that the interests of the applicant are not adversely affected to any significant extent.

If none of those is shown, the objection shall be upheld.

(5) If the facts mentioned in subsection (4)(a), (b) or (c) are established, the objection shall nevertheless be upheld if the applicant shows that the main purpose of the respondents (or any of them) in registering the name was to obtain money (or other consideration) from the applicant or prevent him from registering the name.

(6) If the objection is not upheld under subsection (4) or (5), it shall be dismissed.

(7) In this section “goodwill” includes reputation of any description.

Company names adjudicators

70.—(1) The Secretary of State shall appoint persons to be company names adjudicators.

(2) The persons appointed must have such legal or other experience as, in the Secretary of State’s opinion, makes them suitable for appointment.

(3) An adjudicator—

- (a) holds office in accordance with the terms of his appointment,
- (b) is eligible for re-appointment when his term of office ends,
- (c) may resign at any time by notice in writing given to the Secretary of State, and
- (d) may be dismissed by the Secretary of State on the ground of incapacity or misconduct.

(4) One of the adjudicators shall be appointed Chief Adjudicator.

He shall perform such functions as the Secretary of State may assign to him.

(5) The other adjudicators shall undertake such duties as the Chief Adjudicator may determine.

(6) The Secretary of State may—

- (a) appoint staff for the adjudicators;
- (b) pay remuneration and expenses to the adjudicators and their staff;
- (c) defray other costs arising in relation to the performance by the adjudicators of their functions;
- (d) compensate persons for ceasing to be adjudicators.

Procedural rules

71.—(1) The Company Names Adjudicator Rules 2008 ([S.I. 2008/1738](#)) apply to LLPs.

(2) As they apply to LLPs, omit—

- (a) in rule 3(6) (persons joined as respondent), the reference to a director of the primary respondent;

- (b) rule 13(2) (registered office treated as address for service).

Decision of adjudicator to be made available to public

72.—(1) A company names adjudicator must, within 90 days of determining an application under section 69, make his decision and his reasons for it available to the public.

(2) He may do so by means of a website or by such other means as appear to him to be appropriate.

Order requiring name to be changed

73.—(1) If an application under section 69 is upheld, the adjudicator shall make an order—

- (a) requiring the respondent LLP to change its name to one that is not an offending name, and
- (b) requiring all the respondents—
 - (i) to take all such steps as are within their power to make, or facilitate the making, of that change, and
 - (ii) not to cause or permit any steps to be taken calculated to result in another LLP being registered with a name that is an offending name.

(2) An “offending name” means a name that, by reason of its similarity to the name associated with the applicant in which he claims goodwill, would be likely—

- (a) to be the subject of a direction under section 67 (power of Secretary of State to direct change of name), or
- (b) to give rise to a further application under section 69.

(3) The order must specify a date by which the respondent LLP’s name is to be changed and may be enforced—

- (a) in England and Wales or Northern Ireland, in the same way as an order of the High Court;
- (b) in Scotland, in the same way as a decree of the Court of Session.

(4) If the respondent LLP’s name is not changed in accordance with the order by the specified date, the adjudicator may determine a new name for the LLP.

(5) If the adjudicator determines a new name for the respondent LLP he must give notice of his determination—

- (a) to the applicant,
- (b) to the respondents, and
- (c) to the registrar.

(6) For the purposes of this section an LLP’s name is changed when the change takes effect in accordance with paragraph 5(4) in Part 1 of the Schedule to the Limited Liability Partnerships Act 2000 (c. 12) (on the issue of the certificate of the change of name).

Appeal from adjudicator’s decision

74.—(1) An appeal lies to the court from any decision of a company names adjudicator to uphold or dismiss an application under section 69.

(2) Notice of appeal against a decision upholding an application must be given before the date specified in the adjudicator's order by which the respondent LLP's name is to be changed.

(3) If notice of appeal is given against a decision upholding an application, the effect of the adjudicator's order is suspended.

(4) If on appeal the court—

(a) affirms the decision of the adjudicator to uphold the application, or

(b) reverses the decision of the adjudicator to dismiss the application,

the court may (as the case may require) specify the date by which the adjudicator's order is to be complied with, remit the matter to the adjudicator or make any order or determination that the adjudicator might have made.

(5) If the court determines a new name for the LLP it must give notice of the determination—

(a) to the parties to the appeal, and

(b) to the registrar.”.