

## SCHEDULE 1

### TRANSITIONAL PROVISIONS: APPLICATION OF PROVISIONS OF COMPANIES ACT 2006

## PART 4

### AN LLP'S MEMBERS

#### **Particulars to be registered**

5.—(1) The duty of an LLP to keep a register of members under section 162 of the Companies Act 2006 (register of members), as applied to LLPs by regulation 18, has effect on and after 1st October 2009.

(2) In the case of an LLP that was registered immediately before 1st October 2009—

(a) the address of a member notified under—

(i) section 2(2)(e) or 9(1)(b) of the Limited Liability Partnerships Act 2000, or

(ii) Article 2(2)(e) or 9(1)(b) of the Limited Liability Partnerships Act (Northern Ireland) 2002,

is to be treated, on and after 1st October 2009, as a service address, and

(b) any entry in the LLP's register of members stating that address is treated as complying with the obligation in section 163(1)(b) of the Companies Act 2006, as applied to LLPs by regulation 18, to state a service address.

(3) The operation of this paragraph does not give rise to any obligation to notify the registrar under section 9(1)(b) of the Limited Liability Partnerships Act 2000.

#### **Register of members' residential addresses**

6.—(1) The duty of an LLP to keep a register of members' residential addresses under section 165 of the Companies Act 2006 (register of residential addresses), as applied to LLPs by regulation 18, has effect on and after 1st October 2009.

(2) The entry on that register of information does not give rise to any duty to notify the registrar under section 9 of the Limited Liability Partnerships Act 2000 (registration of membership changes).

#### **Members: entries on the register of companies**

7.—(1) The registrar may make such entries in the register as appear to be appropriate having regard to paragraphs 5 and 6 above and the information appearing on the register immediately before 1st October 2009 or notified to the registrar in pursuance of an obligation arising before that date.

(2) In particular, the registrar may record an address falling within paragraph 5 as a service address.

(3) Any notification of a change of an address of a member occurring before 1st October 2009 that is received by the registrar on or after that date is treated as being or including notification of a change of service address.

#### **Members' residential addresses: protection from disclosure**

8. Where a member's usual residential address appears as a service address—

(a) in the LLP's register of members by virtue of paragraph 5 above, or

- (b) in the register of LLPs by virtue of paragraph 7,

that address is not protected information for the purposes of sections 240 to 246 of the Companies Act 2006, as applied to LLPs by regulation 19.

**9.—**(1) Section 242(1) of the Companies Act 2006 (duty of registrar to omit protected information from material available for inspection), as applied to LLPs by regulation 19, does not apply—

- (a) to material delivered to the registrar before 1st October 2009, or
- (b) to material delivered to the registrar on or after 1st October 2009 by virtue of paragraph 7(3) (notification of change occurring before that date).

(2) Sub-paragraph (1) above has effect subject to paragraph 11 below (which provides for the continued protection of information formerly protected by a confidentiality order).

**10.** In determining under section 245(1) of the Companies Act 2006, as applied to LLPs by regulation 19, whether to put a member's usual residential address on the public record, the registrar may take into account only—

- (a) communications sent by the registrar on or after 1st October 2009, and
- (b) evidence as to the effectiveness of service coming to the registrar's attention on or after that date.

#### **Continuation of protection afforded by confidentiality orders under the 1985 Act**

**11.—**(1) A member in relation to whom a confidentiality order under section 723B of the 1985 Act, as applied to LLPs, was in force immediately before 1st October 2009 is treated on and after that date as if—

- (a) the member had made an application under section 1088 of the Companies Act 2006 (application to make address unavailable for public inspection), as applied to LLPs, in respect of any address that immediately before that date was contained in "confidential records" as defined in section 723D(3) of the 1985 Act, and
- (b) that application had been determined by the registrar in the member's favour.

(2) The provisions of Parts 1, 3 and 4 of the Companies (Disclosure of Address) Regulations 2009<sup>(1)</sup> relating to decisions of the registrar in favour of an applicant (in particular, as to the duration and revocation of such a decision) apply accordingly.

(3) As those regulations apply in accordance with this paragraph any reference to an offence under section 1112 of the Companies Act 2006 (false statement) as applied to LLPs by regulation 69 shall be read as a reference to an offence under the Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002<sup>(2)</sup> in relation to the application for the confidentiality order.

**12.—**(1) A member in relation to whom a confidentiality order under section 723B of the 1985 Act as applied to LLPs was in force immediately before 1st October 2009 is treated on and after that date as if—

- (a) the member had made an application under section 243(5) of the Companies Act 2006 (application to prevent disclosure of protected information by registrar to credit reference agency), as applied to LLPs by regulation 19, and
- (b) that application had been determined by the registrar in the member's favour.

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(1) [S.I. 2009/214](#).

(2) [S.I. 2002/915](#).

(2) The provisions of Parts 1, 2 and 4 of the Companies (Disclosure of Address) Regulations 2009 relating to decisions of the registrar in favour of an applicant (in particular, as to the duration and revocation of such a decision) apply accordingly.

(3) As those regulations apply in accordance with this paragraph any reference to an offence under section 1112 (false statement) as applied to LLPs by regulation 69 shall be read as a reference to an offence under the Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 in relation to the application for the confidentiality order.

**13.** Where a confidentiality order under section 723B of the 1985 Act as applied to LLPs was in force immediately before 1st October 2009 in relation to a member, section 162(5) and (8) of the Companies Act 2006 as applied to LLPs by regulation 18 do not apply in relation to the part of the LLP's register containing particulars of the usual residential address of the individual that before that date were protected from disclosure.

#### **Effect of pending application for confidentiality order**

**14.—(1)** The Limited Liability Partnerships (Particulars of Usual Residential Address) (Confidentiality Orders) Regulations 2002 continue to apply in relation to an application for a confidentiality order made before 1st October 2009.

(2) Paragraphs 11 to 13 above (continuity of protection afforded by confidentiality orders) apply to a person in respect of whom such an application has been made, and has not been determined or withdrawn, as to a person in relation to whom a confidentiality order was in force immediately before that date.

(3) If the application is dismissed or withdrawn, those paragraphs cease to apply.

(4) If the application is successful those paragraphs continue to apply as in the case of an individual in relation to whom a confidentiality order was in force immediately before 1st October 2009.