
STATUTORY INSTRUMENTS

2024 No. 234

The Limited Liability Partnerships (Application
of Company Law) Regulations 2024

Part 3

AMENDMENTS TO THE LIMITED LIABILITY PARTNERSHIP
(APPLICATION OF COMPANIES ACT 2006) REGULATIONS 2009

Chapter 8

THE REGISTRAR

Rectification of register relating to LLP registered office

39. In regulation 67 (correction or removal of material on the register), for section 1097A of the 2006 Act⁽¹⁾, as applied to LLPs by that regulation, substitute—

“Rectification of register relating to LLP registered office

1097A.—(1) The provisions of regulations 2 to 23 and 25 of the Registered Office Address (Rectification of Register) Regulations 2024 (S.I. 2024/233) apply to LLPs with the modifications set out in paragraphs (2) to (7).

(2) For every reference in those Regulations to “company” substitute “LLP”.

(3) In regulation 2 (interpretation) in the definition of “the 2016 Regulations” after “Regulations 2016” insert “, as applied to LLPs by regulation 67 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009, S.I. 2009/1804 prior the day on which regulation 39 of the Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234) comes into force”.

(4) For regulation 16 (suspension of duties about making records available for inspection) substitute—

“Suspension of duties about making records available for inspection

16.—(1) Where the registrar changes the address of an LLP’s registered office address from an address which is not a default address to a default address, the following duties do not apply in relation to the LLP during the suspension period (see paragraphs (2) and (3))—

(a) the duty under any of the following sections of the Act, as they are applied to LLPs, to make LLP records available for public inspection—

(i) section 162 (register of directors);

(ii) section 388 (accounting records);

⁽¹⁾ Section 1097A of the 2006 Act was amended by section 105 of the Economic Crime and Corporate Transparency Act 2023.

- (iii) section 743 (register of debenture holders);
 - (iv) sections 859P and 859Q (instruments creating and amending charges);
 - (b) the duty to display an LLP's registered name at the LLP's registered office under regulation 21(1)(a) of the Company, Limited Liability Partnership and Business (Names and Trading Disclosures) Regulations 2015 (S.I. 2015/17, "the 2015 Regulations");
 - (c) the duty under regulation 25 of the 2015 Regulations to state information about the LLP's registered office in descriptions of document or communication specified in regulation 25(1);
 - (d) the duty under regulation 27 of the 2015 Regulations to provide information about an LLP's registered office on request to those persons the LLP deals with in the course of business.
- (2) The "suspension period" means the period of 28 days beginning with the day on which the change referred to in paragraph (1) was made, unless an appeal is brought within that period.
- (3) If an appeal is brought within that period, the "suspension period" is whichever of the following ends later—
- (a) the period mentioned in paragraph (2), and
 - (b) the period beginning with the day on which the change is made and ending with—
 - (i) the end of the period of 7 days beginning with the day on which the appeal is finally determined,
 - (ii) the end of the period of 7 days beginning with the day on which a new address is registered at the direction of the court, or
 - (iii) the day on which the appeal is withdrawn."
- (5) In regulation 21 (offence of failure to comply with regulation 20)—
- (a) in paragraph (1)(b), for "officer" substitute "designated member";
 - (b) omit paragraph (2).
- (6) In regulation 22(5)(a) (striking off a company that fails to comply with regulation 20) omit "director, managing officer and".
- (7) For paragraph (1) of regulation 23 (restoration of struck-off company) substitute—
- "(1) Sections 1024 to 1028 of the Act apply in relation to an LLP struck off under regulation 22 as they apply to an LLP struck off under section 1000 of the Act subject to the modification in paragraph (2)."
- (8) On an appeal under regulation 13 or 14, the court must direct the registrar to register such address as the registered office of the LLP as the court considers appropriate in all the circumstances of the case."