



2002 CHAPTER 12

Incorporation

Incorporation document etc.

- 2.—(1) For a limited liability partnership to be incorporated—
- (a) 2 or more persons associated for carrying on a lawful business with a view to profit must have subscribed their names to an incorporation document,
 - (b) there must have been delivered to the registrar either the incorporation document or a copy authenticated in a manner approved by him, and
 - (c) there must have been so delivered a statement in a form approved by the registrar, made by either a solicitor engaged in the formation of the limited liability partnership or anyone who subscribed his name to the incorporation document, that the requirement imposed by paragraph (a) has been complied with.
- (2) The incorporation document must—
- (a) be in a form approved by the registrar (or as near to such a form as circumstances allow),
 - (b) state the name of the limited liability partnership,
 - (c) state that the registered office of the limited liability partnership is to be situated in Northern Ireland,
 - (d) state the address of that registered office,
 - (e) state the name and address of each of the persons who are to be members of the limited liability partnership on incorporation, and
 - (f) either specify which of those persons are to be designated members or state that every person who from time to time is a member of the limited liability partnership is a designated member.

- (3) If a person makes a false statement under subsection (1)(c) which he—
- (a) knows to be false, or
 - (b) does not believe to be true,
- he commits an offence.
- (4) A person guilty of an offence under subsection (3) is liable—
- (a) on summary conviction, to imprisonment for a period not exceeding 6 months or a fine not exceeding the statutory maximum, or to both, or
 - (b) on conviction on indictment, to imprisonment for a period not exceeding 2 years or a fine, or to both.

Incorporation by registration

3.—(1) When the requirements imposed by paragraphs (b) and (c) of subsection (1) of section 2 have been complied with, the registrar shall retain the incorporation document or copy delivered to him and, unless the requirement imposed by paragraph (a) of that subsection has not been complied with, he shall—

- (a) register the incorporation document or copy, and
 - (b) give a certificate that the limited liability partnership is incorporated by the name specified in the incorporation document.
- (2) The registrar may accept the statement delivered under paragraph (c) of subsection (1) of section 2 as sufficient evidence that the requirement imposed by paragraph (a) of that subsection has been complied with.
- (3) The certificate shall either be signed by the registrar or be authenticated by his official seal.
- (4) The certificate is conclusive evidence that the requirements of section 2 are complied with and that the limited liability partnership is incorporated by the name specified in the incorporation document.