
STATUTORY INSTRUMENTS

2009 No. 1804

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

PART 5

AN LLP'S MEMBERS

CHAPTER 1

REGISTER OF MEMBERS

Requirements for register of members

18. Sections 162 to 165 apply to LLPs, modified so that they read as follows—

“Register of members

162.—(1) Every LLP must keep a register of its members.

(2) The register must contain the required particulars (see sections 163 and 164) of each person who is a member of the LLP.

(3) The register must be kept available for inspection—

- (a) at the LLP's registered office, or
- (b) at a place specified in Part 2 of the Companies (Company Records) Regulations 2008 (S.I. 2008/3006).

(4) The LLP must give notice to the registrar—

- (a) of the place at which the register is kept available for inspection, and
- (b) of any change in that place,

unless it has at all times been kept at the LLP's registered office.

(5) The register must be open to the inspection—

- (a) of any member of the LLP without charge, and
- (b) of any other person on payment of the fee prescribed by regulation 2(a) of the Companies (Fees for Inspection of Company Records) Regulations 2008 (S.I. 2008/3007).

(6) If default is made in complying with subsection (1), (2) or (3) or if default is made for 14 days in complying with subsection (4), or if an inspection required under subsection (5) is refused, an offence is committed by—

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

(7) 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.

(8) In the case of a refusal of inspection of the register, the court may by order compel an immediate inspection of it.

Particulars of members to be registered: individuals

163.—(1) An LLP’s register of members must contain the following particulars in the case of an individual—

- (a) name and any former name;
- (b) a service address;
- (c) the country or state (or part of the United Kingdom) in which he is usually resident;
- (d) date of birth;
- (e) whether he is a designated member.

(2) For the purposes of this section “name” means a person’s Christian name (or other forename) and surname, except that in the case of—

- (a) a peer, or
- (b) an individual usually known by a title,

the title may be stated instead of his Christian name (or other forename) and surname or in addition to either or both of them.

(3) For the purposes of this section a “former name” means a name by which the individual was formerly known for business purposes.

Where a person is or was formerly known by more than one such name, each of them must be stated.

(4) It is not necessary for the register to contain particulars of a former name in the following cases—

- (a) in the case of a peer or an individual normally known by a British title, where the name is one by which the person was known previous to the adoption of or succession to the title;
- (b) in the case of any person, where the former name—
 - (i) was changed or disused before the person attained the age of 16 years, or
 - (ii) has been changed or disused for 20 years or more.
- (5) A person’s service address may be stated to be “The LLP’s registered office”.

Particulars of members to be registered: corporate members and firms

164. An LLP’s register of members must contain the following particulars in the case of a body corporate, or a firm that is a legal person under the law by which it is governed—

- (a) corporate or firm name;
- (b) registered or principal office;
- (c) in the case of an EEA company to which the First Company Law Directive (68/151/EEC) applies, particulars of—
 - (i) the register in which the company file mentioned in Article 3 of that Directive is kept (including details of the relevant state), and

- (ii) the registration number in that register;
- (d) in any other case, particulars of—
 - (i) the legal form of the company or firm and the law by which it is governed, and
 - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register;
- (e) whether it is a designated member.

Register of members' residential addresses

165.—(1) Every LLP must keep a register of members' residential addresses.

(2) The register must state the usual residential address of each of the LLP's members.

(3) If a member's usual residential address is the same as his service address (as stated in the LLP's register of members), the register of members' residential addresses need only contain an entry to that effect.

This does not apply if his service address is stated to be "The LLP's registered office".

(4) If default is made in complying with this section, an offence is committed by—

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

(5) 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.

(6) This section applies only to members who are individuals, not where the member is a body corporate or a firm that is a legal person under the law by which it is governed."