

DRAFT STATUTORY INSTRUMENTS

2024 No.

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 3

LLP REGISTERED OFFICE AND EMAIL ADDRESS

Registered offices

16.—(1) Regulation 16 (general) is amended as follows.

(2) For section 86 of the 2006 Act⁽¹⁾ (an LLP's registered office), as applied to LLPs by that regulation substitute—

“86 Duty to ensure registered office at appropriate address

(1) An LLP must ensure that its registered office is at all times at an appropriate address within the meaning given by section 2(5) of the Limited Partnerships Act 2000.

(2) If an LLP fails, without reasonable excuse, to comply with this section an offence is committed by—

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

(3) A person guilty of an offence under this section is liable on summary conviction—

- (a) in England and Wales, to a fine;
- (b) in Scotland or Northern Ireland, 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.

(4) Subsection (1) does not apply in relation to an LLP during any period for which the address of its registered office is a default address nominated by virtue of regulation 3 of the Registered Office Address (Rectification of Register) Regulations 2024 (S.I. 2024/[xxx])⁽²⁾.

(3) In section 87 of the 2006 Act⁽³⁾ (change of address of registered office), as applied to LLPs by that regulation, after subsection (1) insert—

(1) Section 86 of the 2006 Act was substituted by section 28 of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).
(2) Regulation 3 is applied to LLPs by regulation 67 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 S.I. 2009/1804, amended by S.I. 2024/[xxx].
(3) Section 87 of the 2006 Act was amended by section 28 of the 2023 Act.

“(1A) The notice must include a statement that the new address is an appropriate address within the meaning given by section 2(5) of the Limited Liability Partnerships Act 2000.”.

Registered email addresses

17. After Part 4 (an LLP’s registered office) insert—

“Part 4A

REGISTERED EMAIL ADDRESS

Registered email addresses

17ZA. Sections 88A and 88B apply to LLPs, modified so they read as follows—

“88A Duty to maintain a registered email address

(1) An LLP must ensure that its registered email address is at all times an appropriate email address within the meaning of section 2(5) of the Limited Liability Partnerships Act 2000.

(2) If an LLP fails, without reasonable excuse, to comply with this section an offence is committed by—

(a) the LLP, and

(b) every designated member of the LLP who is in default.

(3) A person guilty of an offence under this section is liable on summary conviction—

(a) in England and Wales, to a fine;

(b) in Scotland or Northern Ireland, 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.

88B Change of registered email address

(1) An LLP may change its registered email address by giving notice to the registrar.

(2) The notice must include a statement that the new address is an appropriate email address within the meaning given by section 2(5) of the Limited Liability Partnerships Act 2000.

(3) The change takes effect upon the notice being registered by the registrar.”.

Registered email addresses - transitional provisions

17ZB.—(1) This regulation applies in relation to an LLP registered under the Limited Liability Partnerships Act 2000 pursuant to an application for registration delivered to the registrar before regulation 17 of the LLP (Application of Company Law) Regulations 2024 (S.I. 2024/[xxx], “2024 Regulations”) comes into force.

(2) On the first occasion on which the LLP delivers a confirmation statement with a confirmation date that is after the day on which regulation 17 of the 2024 Regulations comes into force—

- (a) it must, at the same time, deliver to the registrar a statement specifying its registered email address for the purposes of section 88A;
 - (b) section 853CB does not apply.
- (3) Section 853A(1)(b)(ii) has effect as if it included a reference to the duty imposed by paragraph (2) (and section 853L applies accordingly).
- (4) Section 88A does not apply in relation to the LLP until it has delivered the confirmation statement mentioned in paragraph (2) or, if it does not deliver the statement on time, the latest time by which it was required to do so.
- (5) In this regulation—
- “confirmation statement” has the meaning given by section 853A;
 - “the registrar” has the meaning given by section 18 of the Limited Liability Partnerships Act 2000.”.