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DRAFT STATUTORY INSTRUMENTS

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**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 8

THE REGISTRAR

**Provisions of general application**

**26.** In regulation 60 (provisions of general application) in paragraph (2) at the appropriate place insert—

“section 1081A (registrar’s objectives to promote integrity of registers etc),”;

“section 1084A (recording of optional information on register),”;

“sections 1092A to 1092C (powers to require further information),”;

“sections 1110E to 1110G (disclosure of information),”;

“section 1112B (false statement offences: national security etc defence).”.

**The register**

**27.** After regulation 63 (public notice of receipt of certain documents) insert—

**“The register**

**63A.** Section 1080(2) applies to LLPs, modified so that it reads as follows—

“(2) The records relating to LLPs are referred to collectively in the provisions of this Act that are applied to LLPs, in the Limited Liability Partnerships Act 2000 and in any regulations made under section 15 of that Act as ‘the register’.”

**Annotation and unique identifiers**

**28.—(1)** Regulation 64 (the register) is amended as follows.

(2) Substitute “The register” in the heading of that regulation with “Annotation and unique identifiers”.

### Records relating to dissolved LLPs

- 29.**—(1) Regulation 65 (records relating to dissolved LLPs) is amended as follows.
- (2) In section 1084 of the 2006 Act<sup>(1)</sup>, as applied to LLPs by that regulation—
- (a) in subsection (1) at the end insert “and a reference in this section to “the relevant date” is to the date on which the LLP was dissolved”;
- (b) after subsection (1) insert—
- “(1A) The registrar need not make any information contained in records relating to the LLP available for public inspection at any time after the end of the period of 20 years beginning with the relevant date.”;
- (c) for subsections (2) and (3) substitute—
- “(2) The registrar of companies for England and Wales may, at any time after the period of two years beginning with the relevant date, direct that any records relating to the LLP or institution that are held by the registrar are to be removed to the Public Record Office.
- (2A) The registrar of companies for Northern Ireland may, at any time after the period of two years beginning with the relevant date, direct that any records relating to the LLP or institution that are held by the registrar are to be removed to the Public Record Office of Northern Ireland.
- (3) Records in respect of which a direction is given under subsection (2) or (2A) are to be disposed of under the enactments relating to the Public Record Office or, as the case may be, the Public Record Office of Northern Ireland.”;
- (d) omit subsections (3A) and (4).

### Inspection of the register

- 30.** In regulation 66 (inspection etc of the register), for section 1085(3) of the 2006 Act<sup>(c)</sup>, as applied to LLPs by that regulation, substitute—
- “(3) This section has effect subject to—
- (a) sections 67(2), 73(7), 75(6), 76(9), 76A(9) and 76B(9) (which confer powers to suppress an LLP’s name that it has been directed or ordered to change);
- (b) section 1084(2) (records relating to LLPs that have been dissolved);
- (c) section 1087 (material not available for public inspection).”.

### Right to copy of material not on the register

- 31.**—(1) Regulation 66 (inspection etc of the register) is amended as follows.
- (2) In section 1086 of the 2006 Act<sup>(2)</sup>, as applied to LLPs by that regulation—
- (a) in subsection (1), at the end insert “that is available for public inspection”;
- (b) omit subsection (3).

### Material not available for public inspection

- 32.**—(1) Regulation 66 (inspection etc of the register) is amended as follows.

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(1) Section 1084 of the 2006 Act was amended the Economic Crime and Corporate Transparency Act 2023. Relevant amendments were made by section 82.

(2) Section 1086 of the 2006 Act was amended the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”). Relevant amendments were made by section 89(2).

- (2) In section 1087(1) of the 2006 Act(3), as applied to LLPs by that regulation—
- (a) before paragraph (a), insert—
- “(za) an email address delivered to the registrar under—
- (i) section 2(2)(da) of the Limited Liability Partnerships Act 2000 or section 88B (initial registered email address and change of address);
- (ii) regulation 17ZB of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009(4) (S.I. 2009/1804);”;
- (b) in paragraph (e), at the end insert “before the repeal of that section by the Economic Crime and Corporate Transparency Act 2023(5)”;
- (c) for paragraph (ea), substitute—
- “(ea) relevant date of birth information that section 1087A provides is not to be made available for public inspection;”;
- (d) after paragraph (f), insert—
- “(fa) any information provided to the registrar under section 1092A (power to require further information);”;
- (e) in paragraph (ha), for “1097A (rectification of LLP registered office)” substitute “1097A, 1097B or 1097C (rectification of registered office, service address or principal office address)”;
- (f) after paragraph (j), insert—
- “(ja) any record of the information contained in a document (or part of a document) mentioned in any of the previous paragraphs of this subsection.”.

### **Required particulars available for public inspection for limited period**

**33.** In regulation 66 (inspection etc of the register), omit section 1087ZA of the 2006 Act(6), as applied to LLPs by that regulation.

### **Protection of date of birth information**

**34.** In regulation 66 (inspection of the register), for section 1087A and 1087B of the 2006 Act(7), as applied to LLPs by that regulation, substitute—

#### **“1087A Protection of date of birth information**

- (1) The registrar must not make available for public inspection—
- (a) so much of any document delivered to the registrar as is required to contain relevant date of birth information;
- (b) any record of the information contained in part of a document that is unavailable because of paragraph (a).
- (2) This section has limited application in relation to documents delivered before it comes fully into force: see section 1087B.

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(3) Section 1087 of the 2006 Act was amended of the 2023 Act. Relevant amendments were made by sections 29(7), 68(3), 80(4), 83(4) and 90.

(4) S.I. 2009/1804. This regulation was inserted by S.I. 2024/[xxx].

(5) Section 1075 of the 2006 Act referred in section 1087(1)(e) of the 2006 Act, as applied to LLPs, was repealed by section 80(2) of the 2023 Act.

(6) Section 1087ZA of the 2006 Act was omitted by section 82(3) of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

(7) Section 1087A of the 2006 Act was amended by section 52(3) of the 2023 Act.

(3) “Relevant date of birth information” means—

- (a) information as to the day of the month (but not the month or year) on which a LLP member (or proposed LLP member) was born;
- (b) information as to the day of the month (but not the month or year) on which a registrable person in relation to the LLP was born.

(4) Information about a LLP member (or proposed LLP member) or registrable person does not cease to be relevant date of birth information when they cease to be a LLP member (or proposed LLP member) or registrable person.

(5) Subsection (1)(b) does not affect the availability for public inspection of the same information contained in material derived from a part of a document that was not required to contain the information.

(6) In this section “registrable person”, in relation to an LLP, has the meaning given by section 790C(4).

### **1087B Protection of date of birth information in old documents**

(1) This section limits the extent to which section 1087A applies in relation to documents delivered to the registrar before that section comes fully into force (“old documents”).

(2) Section 1087A does not apply in relation to any old documents registered before 10 October 2015.

(3) Section 1087A does not apply in relation to any old document that is—

- (a) a statement of the proposed members of the proposed LLP delivered under section 2 of the Limited Liability Partnerships Act 2000 in circumstances where the proposed members gave notice of election under section 167A (election to keep information on central register) in respect of the LLP’s register of members when the statement was delivered;
- (b) a document delivered by the LLP under section 167D (duty to notify registrar of changes while election in force);
- (c) a statement of initial significant control delivered under section 2 of the Limited Liability Partnerships Act 2000 in circumstances where the subscribers wishing to form an LLP gave notice of an election under section 790X in respect of an LLP when the statement was delivered;
- (d) a document containing a statement or updated statement delivered by the LLP under section 790X(6)(b) or (7) (statement accompanying notice of election made after incorporation);
- (e) a document delivered by the LLP under section 790ZA (duty to notify registrar of changes while election in force).

(4) Section 1087A does not apply in relation to any old document if—

- (a) the document is—
  - (i) a statement of proposed members delivered under section 2 of the Limited Liability Partnerships Act 2000 (Incorporation document etc), or
  - (ii) notice given under section 9 of the Limited Liability Partnership Act 2000 (registration of membership changes) of a person having become a member of the LLP,
- (b) after the delivery of the document an election was made under section 167A in respect of the LLP’s register of members, and

(c) the relevant date of birth information relates to a person who was a members of the LLP when that election took effect.

(5) References in subsections (3)(a) to (e) and (4)(a) to (c) to a provision of this Act are to the provision as it had effect at the time at which the document was delivered (the provisions in question were repealed by the Economic Crime and Corporate Transparency Act 2023).

#### **1087C Disclosure of date of birth information**

(1) The registrar must not disclose relevant date of birth information except—

- (a) in accordance with subsection (2) or (3), or
- (b) as permitted by section 1110F (general powers of disclosure by the registrar).

(2) The registrar may disclose relevant date of birth information if the information is made available for public inspection.

(3) The registrar may disclose relevant date of birth information to a credit reference agency (as defined by section 243(6)).

(4) Subsections (2) to (7) of section 243 (permitted disclosure of address information by the registrar) apply for the purposes of subsection (3) as for the purposes of that section (reading references there to protected information as references to relevant date of birth information).

(5) In this section “relevant date of birth information” has the meaning given by section 1087A(3).”.

#### **Form and manner in which copies to be provided**

**35.** In regulation 66 (inspection etc of the register), in section 1090 of the 2006 Act<sup>(8)</sup>, as applied to LLPs by that regulation, at the end insert “under section 1086”.

#### **Certification of copies as accurate**

**36.** In regulation 66 (inspection etc of the register), section 1091 of the 2006 Act<sup>(9)</sup>, as applied to LLPs by that regulation, for subsections (1) and (2) substitute—

“(1) A copy provided under section 1086 must be certified by the registrar as a true copy if the applicant expressly requests such certification.”.

#### **Registrar's notice to resolve inconsistency**

**37.**—(1) Regulation 67 (correction or removal of material on the register) is amended as follows.

(2) In section 1093 of the 2006 Act<sup>(10)</sup>, as applied to LLPs by that regulation—

(a) For subsections (1) and (2) substitute—

“(1) Where it appears to the registrar that the information contained in a document delivered to the registrar in relation to an LLP is inconsistent with other information contained in records kept by the registrar under section 1080, the registrar may give notice to the LLP to which the document relates—

- (a) stating in what respects the information contained in it appears to be inconsistent with other information in records kept by the registrar under section 1080, and

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<sup>(8)</sup> Section 1090 of the 2006 Act was amended by section 89(4) of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

<sup>(9)</sup> Section 1091 of the 2006 Act was amended by section 89(5) of the 2023 Act.

<sup>(10)</sup> Section 1093 of the 2006 Act was amended by section 84 of the 2023 Act.

- (b) requiring the LLP, within the period of 14 days beginning with the date on which the notice is issued, to take all such steps as are reasonably open to it to resolve the inconsistency by delivering replacement or additional documents or in any other way.
- (2) The notice must state the date on which it is issued.”.
- (b) In the heading, omit “on the register”.

### **Rectification of the register under court order**

- 38.**—(1) Regulation 67 (correction or removal of material on the register) is amended as follows.
- (2) In section 1096 of the 2006 Act(**11**), as applied to LLPs by that regulation—
    - (a) for subsection (3) substitute—
 

“(3) The court may make an order for the removal from the register of anything the registration of which had legal consequences only if satisfied that the interest of the LLP, or (if different) the applicant, in removing the material outweighs any interest of other persons in the material continuing to appear on the register.”;
    - (b) after subsection (5) insert—
 

“(5A) This section does not apply to any material delivered to the registrar under provisions of Part 15 that have been applied to LLPs.”;
    - (c) in subsection (6), omit paragraph (a) and the “or” at the end of that paragraph.

### **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(**12**), 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/[xxx]) 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/[xxx]) 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))—

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(11) Section 1096 of the 2006 Act was amended by section 86 of the 2023 Act.

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

- (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);
    - (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.”.

### **Rectification of register relating to LLP relevant persons’ service addresses**

**40.** In regulation 67 (correction or removal of material on the register), after section 1097A of the 2006 Act, as applied to LLPs by that regulation, insert—

**“Rectification of register relating to LLP relevant persons’ service addresses**

**1097B.**—(1) Regulations 2 to 19 of the Service Address (Rectification of Register) Regulations 2024 (S.I. 2024/[xxx]) apply to LLPs with the modifications set out in paragraphs (2) to (5).

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

(3) In those Regulations—

(a) “registered service address” means, in relation to a relevant person, the address for the time being shown in the register as the person’s current service address;

(b) “relevant person” means—

(i) a member of an LLP that is not an overseas LLP (within the meaning of section 1051(3) (trading disclosures)), or

(ii) a registrable person or registrable relevant legal entity in relation to an LLP (within the meanings given by section 790C (key terms)); and

(c) “firm” has the meaning given by section 1173 (minor definitions: general).

(4) In regulation 6 (notice that registrar intends to change address to default address), for paragraph (4) substitute—

“(4) In paragraph (2)(a) “the applicable notice requirement” means (as applicable) section 9 of the Limited Liability Partnerships Act 2000, or sections 167D or 790ZA of the 2006 Act.”.

(5) In regulation 19 (offence for failure to comply with regulation 18)—

(a) in paragraph (1)(b) for “officer” substitute “designated member”;

(b) omit paragraph (2).

(6) On an appeal under regulation 13 or 14 of those Regulations, the court must direct the registrar to register such an address as the relevant person’s service address as the court considers appropriate in all the circumstances of the case.”.

**Rectification of register relating to LLP relevant persons’ principal office addresses**

**41.** In regulation 67 (correction or removal of material on the register), after section 1097B of the 2006 Act(13), as applied to LLPs by that regulation, insert—

**“Rectification of register relating to LLP relevant persons’ principal office addresses**

**1097C.**—(1) Regulations 2 to 19 of the Principal Office Address (Rectification of Register) Regulations 2024 (S.I. 2024/[xxx]) apply to LLPs with the modifications set out in paragraphs (3) to (5).

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

(3) In those Regulations—

(a) “address registered as the principal office” means, in relation to a relevant person, the address for the time being shown in the register as the relevant person’s current principal office;

(b) “relevant person” means—

(i) a member of an LLP that is not an overseas LLP (within the meaning of section 1051(3) (trading disclosures)),

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(13) Section 1097B of the 2006 Act was inserted by section 106 of the Economic Crime and Corporate Transparency Act 2023.



- (ii) a registrable relevant legal entity in relation to an LLP (within the meaning given by section 790C (key terms)), or
  - (iii) a registrable person in relation to an LLP (within the meaning given by section 790C (key terms)) who falls within section 790C(12) so applied; and
  - (c) “firm” has the meaning given by section 1173 (minor definitions: general).
- (4) In regulation 6 (notice that registrar intends to change address to default address), for paragraph (4) substitute—
- “(4) In paragraph (2)(a) “the applicable notice requirement” means (as applicable) section 9 of the Limited Liability Partnerships Act 2000, or sections 167D or 790ZA of the 2006 Act.”.
- (5) In regulation 19 (offence for failure to comply with regulation 18)—
- (a) in paragraph (1)(b) for “officer” substitute “designated member”;
  - (b) omit paragraph (2).
- (6) On an appeal under regulation 13 or 14, the court must direct the registrar to register such an address as the relevant person’s service address as the court considers appropriate in all the circumstances of the case.”.

### General false statement offences

- 42.**—(1) Regulation 69 (supplementary provisions) is amended as follows.
- (2) For “sections 1112 and 1113” substitute “1112, 1112A and 1113”.
  - (3) For section 1112 of the 2006 Act(**14**), as applied to LLPs by that regulations, insert—

#### “1112 False statements: basic offence

- (1) It is an offence for a person, without reasonable excuse, to—
    - (a) deliver or cause to be delivered to the registrar, for any relevant purpose, a document that is misleading, false or deceptive in a material particular, or
    - (b) make to the registrar, for any relevant purpose, a statement that is misleading, false or deceptive in a material particular.
  - (2) Where the offence is committed by a firm, every officer of the firm who is in default also commits the offence.
  - (3) A person guilty of an offence under this section is liable—
    - (a) on summary conviction in England and Wales, to a fine;
    - (b) on summary conviction in Scotland, to a fine not exceeding level 5 on the standard scale;
    - (c) on summary conviction in Northern Ireland, to a fine not exceeding level 5 on the standard scale.
  - (4) In this section “relevant purpose” means any purpose of this Act (or any purpose of instruments made under this Act), or any purpose of the Limited Liability Partnerships Act 2000.”.
- (4) After section 1112 of the Companies Act, as applied to LLPs by that regulations, insert—

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(14) Section 1112 of the 2006 Act was amended by section 102(3) of the Economic Crime and Corporate Transparency Act 2023.

### “1112A False statements: aggravated offence

- (1) It is an offence for a person knowingly to—
  - (a) deliver or cause to be delivered to the registrar, for any relevant purpose, a document that is misleading, false or deceptive in a material particular, or
  - (b) make to the registrar, for any relevant purpose, a statement that is misleading, false or deceptive in a material particular.
- (2) Where the offence is committed by a firm, every officer of the firm who is in default also commits the offence.
- (3) A person guilty of an offence under this section is liable—
  - (a) on conviction on indictment, to imprisonment for a term not exceeding two years or a fine (or both);
  - (b) on summary conviction—
    - (i) in England and Wales, to imprisonment for a term not exceeding the general limit in a magistrates’ court or a fine (or both);
    - (ii) in Scotland, to imprisonment for a term not exceeding 12 months or a fine not exceeding the statutory maximum (or both);
    - (iii) in Northern Ireland, to imprisonment for a term not exceeding 6 months or a fine not exceeding the statutory maximum (or both).
- (4) In this section “relevant purpose” has the meaning given in section 1112(4).”.

### Consents required for certain prosecutions

**43.** In regulation 72 (consents for certain prosecutions), section 1126(1) of the 2006 Act(**15**), as applied to LLPs by that regulation, after “section 1112” insert “or 1112A”.

### Service of documents on members and others

- 44.**—(1) Regulation 75 (service addresses) is amended as follows.
- (2) For subsection (1) of section 1140 of the 2006 Act(**16**), as applied to LLPs, substitute—
- “(1) A document may be served on a person to whom this section applies by leaving it at, or sending it by post to, the person’s registered address.
- (1A) A document may be served on—
- (a) a member of an LLP,
  - (b) a person who is a registrable person or a registrable relevant legal entity in relation to an LLP (within the meanings given by section 790C);
  - (c) a person appointed in relation to an LLP as a judicial factor (in Scotland).”.

### Communications in electronic form

- 45.** After regulation 75 (service addresses), insert—

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(15) Section 1126 of the 2006 Act was amended by section 102(4) of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

(16) Section 1140 of the 2006 Act was amended by section 108 of the 2023 Act.

**“Communications in electronic form**

**75A.** Section 1141(1) (service addresses) of and paragraph 4A of Schedule 4 (documents and information sent or supplied to a company) to the Companies Act 2006 have effect as if any reference to “company” in that paragraph is a reference to “LLP”.”.