



Limited Liability Partnerships Act 2000

2000 CHAPTER 12

Incorporation

2 Incorporation document etc.

- (1) For a limited liability partnership to be incorporated—
 - (a) two or more persons associated for carrying on a lawful business with a view to profit must have subscribed their names to an incorporation document,
 - [^{F1}(b) the incorporation document or a copy of it must have been delivered to the registrar, and]
 - (c) there must have been so delivered a statement ^{F2}... 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—
 - ^{F3}(a)
 - (b) state the name of the limited liability partnership,
 - (c) state whether the registered office of the limited liability partnership is to be situated in England and Wales, in Wales [^{F4}, in Scotland or in Northern Ireland],
 - (d) state the address of that registered office, [^{F5}which must be an appropriate address,]
 - [^{F6}(da) state the intended registered email address of the limited liability partnership, which must be an appropriate email address,]
 - [^{F7}(e) give the required particulars of each of the persons who are to be members of the limited liability partnership on incorporation, [^{F8}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 [^{F9}and].
 - [^{F10}(g) include a statement of initial significant control.]

Changes to legislation: There are currently no known outstanding effects for the Limited Liability Partnerships Act 2000, Cross Heading: Incorporation. (See end of Document for details)

[^{F11}(2ZA) The required particulars mentioned in subsection (2)(e) are the particulars required to be stated in the LLP’s register of members and register of members’ residential addresses.]

^{F12}(2A)

^{F12}(2B)

(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 six 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 two years or a fine, or to both.

[^{F13}(5) In this section—

“appropriate address” means an address at which, in the ordinary course of events—

- (a) a document addressed to the limited liability partnership, and delivered there by hand or by post, would be expected to come to the attention of a person acting on behalf of the limited liability partnership, and
- (b) the delivery of documents there is capable of being recorded by the obtaining of an acknowledgement of delivery;

“appropriate email address” means an email address to which, in the ordinary course of events, emails sent by the registrar would be expected to come to the attention of a person acting on behalf of the limited liability partnership.]

Textual Amendments

- F1** S. 2(1)(b) substituted (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), reg. 2(3), **Sch. 3 para. 1(2)** (with Sch. 3 para. 11)
- F2** Words in s. 2(1)(c) omitted (1.10.2009) by virtue of [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), reg. 2(3), **Sch. 3 para. 1(3)** (with Sch. 3 para. 11)
- F3** S. 2(2)(a) omitted (1.10.2009) by virtue of [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), reg. 2(3), **Sch. 3 para. 1(4)(a)** (with Sch. 3 para. 11)
- F4** Words in s. 2(2)(c) substituted (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), reg. 2(3), **Sch. 3 para. 1(4)(b)** (with Sch. 3 para. 11)
- F5** Words in s. 2(2)(d) inserted (4.3.2024) by [The Limited Liability Partnerships \(Application of Company Law\) Regulations 2024 \(S.I. 2024/234\)](#), regs. 1(2), **3(2)(a)**; S.I. 2024/269, **reg. 2(a)**
- F6** S. 2(2)(da) inserted (4.3.2024) by [The Limited Liability Partnerships \(Application of Company Law\) Regulations 2024 \(S.I. 2024/234\)](#), regs. 1(2), **3(2)(b)**; S.I. 2024/269, **reg. 2(a)**
- F7** S. 2(2)(e) substituted (1.10.2009) by [The Limited Liability Partnerships \(Application of Companies Act 2006\) Regulations 2009 \(S.I. 2009/1804\)](#), reg. 2(3), **Sch. 3 para. 1(4)(c)** (with Sch. 3 para. 11)

Changes to legislation: There are currently no known outstanding effects for the Limited Liability Partnerships Act 2000, Cross Heading: Incorporation. (See end of Document for details)

- F8** Word in s. 2(2)(e) omitted (E.W.S.) (30.6.2016) by virtue of The Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (S.I. 2016/340), reg. 1(2)(c), **Sch. 3 para. 1(a)**
- F9** Word in s. 2(2)(f) inserted (E.W.S.) (30.6.2016) by The Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (S.I. 2016/340), reg. 1(2)(c), **Sch. 3 para. 1(a)**
- F10** S. 2(2)(g) inserted (E.W.S.) (30.6.2016) by The Limited Liability Partnerships (Register of People with Significant Control) Regulations 2016 (S.I. 2016/340), reg. 1(2)(c), **Sch. 3 para. 1(b)**
- F11** S. 2(2ZA) inserted (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 1(5)** (with Sch. 3 para. 11)
- F12** S. 2(2A)(2B) omitted (1.10.2009) by virtue of The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 1(6)** (with Sch. 3 para. 11)
- F13** S. 2(5) inserted (4.3.2024) by The Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234), regs. 1(2), **3(3)**; S.I. 2024/269, **reg. 2(a)**

3 Incorporation by registration.

- [^{F14}(1) The registrar, if satisfied that the requirements of section 2 are complied with, shall—
- (a) register the documents delivered under that section, and
 - (b) give a certificate that the limited liability partnership is incorporated.
- (1A) The certificate must state—
- (a) the name and registered number of the limited liability partnership,
 - (b) the date of its incorporation, and
 - (c) whether the limited liability partnership's registered office is situated in England and Wales (or in Wales), in Scotland or in Northern Ireland.]

(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.

Textual Amendments

- F14** S. 3(1)(1A) substituted for s. 3(1) (1.10.2009) by The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), reg. 2(3), **Sch. 3 para. 2** (with Sch. 3 para. 11)

Changes to legislation:

There are currently no known outstanding effects for the Limited Liability Partnerships Act 2000, Cross Heading: Incorporation.