



# Limited Partnerships Act 1907

1907 CHAPTER 24 7 Edw 7

*[<sup>F1</sup>Notification of information about partners*

## Textual Amendments

- F1** [Ss. 8R-8W](#) and cross-heading inserted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 122, 219\(1\)\(2\)\(b\)](#)

## **8R** Duty to notify registrar of change in partners

- (1) The general partners in a limited partnership must give notice to the registrar if a person—
  - (a) becomes a general partner or limited partner in the limited partnership, or
  - (b) ceases to be a general partner or limited partner in the limited partnership.
- (2) A notice under subsection (1)(a) must contain the required information about the general partner or limited partner (see Part 2 of the Schedule).
- (3) A notice under subsection (1)(a) of a person becoming a general partner must contain a statement that the new general partner is not disqualified under the directors disqualification legislation (see section 8J(3)).
- (4) A notice under subsection (1)(a) of a legal entity becoming a general partner must be accompanied by a statement by the general partner specifying the name of its proposed registered officer, who must be an individual who meets the requirements in section 8K(1)(a) to (c).
- (5) A notice under subsection (1)(a) of a legal entity becoming a general partner must be accompanied by one of the following statements by the general partner—
  - (a) a statement that the general partner does not have any corporate managing officers, or

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- (b) if the general partner has one or more corporate managing officers, a statement specifying, for each corporate managing officer, the name of the proposed named contact for the corporate managing officer.
- (6) The proposed named contact for a corporate managing officer must be an individual who is a managing officer of the corporate managing officer.
- (7) A statement under subsection (4) must—
  - (a) contain the required information about the proposed registered officer (see Part 3 of the Schedule), and
  - (b) be accompanied by a statement by the individual who is the proposed registered officer confirming that the individual meets the requirements in section 8K(1)(a) to (1)(c).
- (8) A statement under subsection (5)(b) must—
  - (a) contain the required information about each proposed named contact specified in the statement (see Part 4 of the Schedule), and
  - (b) be accompanied by a statement by each proposed named contact confirming that the proposed named contact is a managing officer of the corporate managing officer concerned.
- (9) Subsection (1)(a) does not require the general partners, on registration of the limited partnership, to give notice in relation to a person named as a proposed general partner or a proposed limited partner in the application for registration under section 8A.
- (10) A notice under subsection (1) must specify the date on which the person became or ceased to be a general partner or limited partner in the limited partnership.
- (11) A notice under subsection (1) must be given within the period of 14 days beginning with the day on which the person becomes or ceases to be a general partner or a limited partner.

## **8S Duty to notify registrar of changes of information about partners**

- (1) The general partners in a limited partnership must give notice to the registrar of any change in the required information about a partner (see Part 2 of the Schedule).
- (2) The general partners in a limited partnership that is not a private fund limited partnership must give notice to the registrar of any change to the sum contributed by any limited partner.
- (3) The general partners in a private fund limited partnership that was registered as a limited partnership before 6th April 2017 must give notice to the registrar of any withdrawal by a limited partner of the partner's contribution which has the effect that the amount of the partner's contribution is less than it was on the date on which the limited partnership was designated as a private fund limited partnership.
- (4) A notice under this section must specify the date on which the change to which it relates occurred.
- (5) A notice under this section must be given within the period of 14 days beginning with the day on which the change occurs.

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**Modifications etc. (not altering text)**

- C1** S. 8S(1) restricted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 111\(3\)\(4\)\(a\)](#), [219\(1\)\(2\)\(b\)](#)
- C2** S. 8S(1) excluded (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), [ss. 123\(3\)\(4\)\(a\)](#), [219\(1\)\(2\)\(b\)](#)

**8T Notification of changes occurring before registration**

- (1) The general partners in a limited partnership must give notice to the registrar if a person named as a proposed general partner or a proposed limited partner in the application for registration under section 8A did not become a general partner or limited partner on registration of the limited partnership.
- (2) The general partners in a limited partnership must give notice to the registrar of any change in the required information about a proposed general partner or a proposed limited partner (see Part 2 of the Schedule) that occurred—
  - (a) after the application for the limited partnership’s registration under section 8A was delivered to the registrar, but
  - (b) before the limited partnership was registered.
- (3) A notice under subsection (2) must specify the date on which the change occurred.
- (4) But the general partners are not required to give notice under subsection (2) in respect of a person if they give notice under subsection (1) in respect of the person.
- (5) A notice under this section must be given within the period of 14 days beginning with the day on which the limited partnership was registered.

**8U Failure to notify information about partners**

- (1) If the general partners fail to comply with section 8R, 8S or 8T an offence is committed by each general partner who is in default.
- (2) But where the general partner is a legal entity, it does not commit an offence as a general partner in default unless one of its managing officers is in default.
- (3) Where any such offence is committed by a general partner that is a legal entity, or any such offence is by virtue of this subsection committed by a managing officer that is a legal entity, any managing officer of the legal entity also commits the offence if—
  - (a) the managing officer is an individual who is in default, or
  - (b) the managing officer is a legal entity that is in default and one of its managing officers is in default.
- (4) 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.

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- (5) A general partner or managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.

#### **8V Prohibition on acting unless general partner notified**

- (1) This section applies where—
- (a) a person has become a general partner in a limited partnership otherwise than on its registration, and
  - (b) notice under section 8R of the person having done so has not been given within the period mentioned in subsection (11) of that section.
- (2) The general partner may not take part in the management of the partnership business until notice is given under section 8R.
- (3) If a general partner contravenes subsection (2) an offence is committed by—
- (a) the general partner, and
  - (b) if the general partner is a legal entity, any of its managing officers who is in default.
- (4) But it is a defence for a person charged with an offence under this section to prove that they reasonably believed that notice had been given under section 8R.
- (5) 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.
- (6) A managing officer is “in default” for the purposes of this section if they authorise or permit, participate in, or fail to take all reasonable steps to prevent, the contravention.
- (7) But a corporate managing officer does not commit an offence as a managing officer in default unless one of its managing officers is in default.
- (8) Where any such offence is committed by a corporate managing officer the managing officer in question also commits the offence (subject to subsection (7)).
- (9) The only consequence of contravening subsection (2) is the offence provided for by this section (so that, for example, a contravention does not in any way affect the validity of the general partner’s actions).
- (10) Nothing in this section shall affect the liability of the general partner for all debts and obligations of the firm.

#### **8W Regulations about change of general partner’s address by registrar**

- (1) The Secretary of State may by regulations make provision authorising or requiring the registrar to—
- (a) change a registered service address of a general partner in a limited partnership if satisfied that the address does not meet the requirements of section 1141(1) and (2) of the Companies Act 2006;

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- (b) change the address registered as the principal office of a general partner in a limited partnership if satisfied that the address is not in fact their principal office.
- (2) In this section—
- “address registered as the principal office”, in relation to a general partner, means the address for the time being shown in the register as the address of the general partner’s current principal office;
  - “registered service address”, in relation to a general partner, means the address for the time being shown in the register as the general partner’s current service address.
- (3) The regulations may authorise or require the address to be changed on the registrar’s own motion or on an application by another person.
- (4) The regulations—
- (a) may include provision corresponding or similar to any provision that may be included in regulations under section 1097B of the Companies Act 2006;
  - (b) must include—
    - (i) provision about appeals corresponding to the provision that must be included in regulations under section 1097B by virtue of subsections (7) and (8) of that section;
    - (ii) provision corresponding to subsection (9) of that section.
- (5) Regulations under this section are subject to the affirmative resolution procedure.]

**[<sup>F29</sup> Registration of changes in partnerships.**

- [<sup>F3</sup>(1) If during the continuance of a limited partnership any change is made or occurs as mentioned in subsection (1A), a statement, signed by the firm, specifying the nature of the change must within seven days be sent by post or delivered to the registrar.
- (1A) The changes are—
- (a) in the case of any limited partnership, changes to—
    - (i) the firm name,
    - (ii) the principal place of business,
    - (iii) the partners or the name of any partner,
    - (iv) the liability of any partner by reason of the partner becoming a limited instead of a general partner or a general instead of a limited partner;
  - (b) in the case of a limited partnership that is not a private fund limited partnership, changes to—
    - (i) the general nature of the business,
    - (ii) the term or character of the partnership,
    - (iii) the sum contributed by any limited partner;
  - (c) in the case of a private fund limited partnership that was registered as a limited partnership before 6th April 2017, any withdrawal by a limited partner of the partner’s contribution which has the effect that the amount of the partner’s contribution is less than it was on the date on which the limited partnership was designated as a private fund limited partnership.]
- (2) If default is made in compliance with the requirements of this section each of the general partners shall, on conviction under [<sup>F4</sup> the ]<sup>M1</sup> Magistrates’ Courts Act 1952,

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be liable to a fine not exceeding one pound for each day during which the default continues. ]

#### Textual Amendments

- F2** S. 9 omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 125(3)**, 219(1)(2)(b)
- F3** S. 9(1)(1A) substituted for s. 9(1) (6.4.2017) by [The Legislative Reform \(Private Fund Limited Partnerships\) Order 2017 \(S.I. 2017/514\)](#), arts. 1(2), **2(10)**
- F4** Words substituted by virtue of [Interpretation Act 1978 \(c. 30\)](#), **s. 17(2)(a)**

#### Modifications etc. (not altering text)

- C3** S. 9 modified (6.6.2013) by [The Collective Investment in Transferable Securities \(Contractual Scheme\) Regulations 2013 \(S.I. 2013/1388\)](#), regs. 1, **16(6)** (with reg. 24) (as amended (6.4.2017) by [S.I. 2017/514](#), arts. 1(2), **5(3)**)
- C4** S. 9: power to modify conferred (temp.) (26.6.2020) by [Corporate Insolvency and Governance Act 2020 \(2020 c. 12\)](#), **ss. 39(1)**, **40(a)**, 49(1) (with ss. 2(2), 5(2), 39(8)(9))
- C5** S. 9(1) modified (temp.) (27.6.2020) by [The Companies etc. \(Filing Requirements\) \(Temporary Modifications\) Regulations 2020 \(S.I. 2020/645\)](#), regs. 2, **37**

#### Marginal Citations

- M1** 1952 c. 55 .

## 10 Advertisement in Gazette of statement of general partner becoming a limited partner and of assignment of share of limited partner.

- (1) Notice of any arrangement or transaction under which any person will cease to be a general partner in any firm [<sup>F5</sup>that is not a private fund limited partnership], and will become a limited partner in that firm, or under which the share of a limited partner in a firm [<sup>F5</sup>that is not a private fund limited partnership] will be assigned to any person, shall be forthwith advertised in the Gazette, and until notice of the arrangement or transaction is so advertised the arrangement or transaction shall, for the purposes of this Act, be deemed to be of no effect.
- [<sup>F6</sup>(1A) Notice of any arrangement or transaction under which any person will cease to be a general partner in a private fund limited partnership shall be forthwith advertised in the Gazette.
- (1B) Where a person deals with a private fund limited partnership after an arrangement or transaction of the type referred to in subsection (1A), that person is entitled to treat the person who is ceasing to be a general partner as still being a general partner of the firm until the person has notice of the arrangement or transaction.
- (1C) Advertisement of a notice in accordance with subsection (1A) is notice to a person dealing with the firm for the purpose of subsection (1B).]
- [<sup>F7</sup>(2) For the purposes of this section, the expression “ the Gazette ” means—  
In the case of a limited partnership registered in England, the London Gazette;  
In the case of a limited partnership registered in Scotland, the Edinburgh Gazette;  
In the case of a limited partnership registered in [<sup>F8</sup>Northern Ireland], [<sup>F9</sup>the Belfast Gazette].]

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**Textual Amendments**

- F5** Words in s. 10(1) inserted (6.4.2017) by [The Legislative Reform \(Private Fund Limited Partnerships\) Order 2017 \(S.I. 2017/514\)](#), arts. 1(2), **2(11)(a)**
- F6** S. 10(1A)-(1C) inserted (6.4.2017) by [The Legislative Reform \(Private Fund Limited Partnerships\) Order 2017 \(S.I. 2017/514\)](#), arts. 1(2), **2(11)(b)**
- F7** S. 10(2) omitted (26.10.2023 but only so far as it confers a power to make regulations or relates to the exercise of the power, otherwise prosp.) by virtue of [Economic Crime and Corporate Transparency Act 2023 \(c. 56\)](#), **ss. 141(4)**, 219(1)(2)(b)
- F8** Words in s. 10(2) substituted (1.10.2009) by [The Companies Act 2006 \(Consequential Amendments, Transitional Provisions and Savings\) Order 2009 \(S.I. 2009/1941\)](#), art. 1(2), **Sch. 1 para. 3(3)(a)** (with art. 10)
- F9** Words substituted by virtue of S.R. & O. 1921/1804 (Rev. XVI, p. 967; 1921, p. 422), art. 7(a)

**Modifications etc. (not altering text)**

- C6** S. 10 modified (6.6.2013) by [The Collective Investment in Transferable Securities \(Contractual Scheme\) Regulations 2013 \(S.I. 2013/1388\)](#), regs. 1, **16(7)** (with reg. 24)
- C7** Reference to Ireland to be construed as exclusive of Republic of Ireland: S.R. & O. 1923/405 (Rev. X p. 298; 1923, p. 400), art. 2

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