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STATUTORY INSTRUMENTS

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**2008 No. 1911**

**The Limited Liability Partnerships (Accounts and Audit)  
(Application of Companies Act 2006) Regulations 2008**

**PART 8**

**REVISION OF DEFECTIVE [F1]ACCOUNTS AND REPORTS]**

**Revision of defective accounts [F1, strategic report][F2]or energy and carbon report]**

**23.** Sections 454 to 456 apply to LLPs, modified so that they read as follows—

**[F3,“Voluntary revision of accounts etc]**

[F4](1) If it appears to the members of an LLP that the LLP’s annual accounts [F5, the LLP’s strategic report] or the LLP’s energy and carbon report did not comply with the requirements of this Act, they may prepare revised accounts [F6, a revised strategic report] or a revised energy and carbon report.]

(2) Where copies of the previous accounts [F7, strategic report][F8]or energy and carbon report] have been sent out to members or delivered to the registrar, the revisions must be confined to—

- (a) the correction of those respects in which the previous accounts [F9, strategic report][F8]or energy and carbon report] did not comply with the requirements of this Act, and
- (b) the making of any necessary consequential alterations.

(3) The Companies (Revision of Defective Accounts and Reports) Regulations 2008 (S.I. 2008/373) apply for the purposes of this section with the following modifications—

- (a) references to a company include references to an LLP; F10...
- (b) references to a director or to an officer of a company include references to a member of an LLP;
- [F11](c) references to a directors’ report include references to an energy and carbon report;
- (d) references to a revised directors’ report include references to revised energy and carbon report except for the purposes of regulation 7;
- (e) references to the date on which the original directors’ report was approved by the board of directors include references to the date on which the original energy and carbon report was approved by the members of an LLP;
- (f) references to the date on which a revised directors’ report is approved by the board of directors include references to the date on which a revised energy and carbon report is approved by the members of an LLP; and

- (g) the reference in regulation 5 to section 419(3) and (4) includes a reference to section 419(2) and (3) as applied and modified by regulation 12B.]

**455 Secretary of State's notice in respect of accounts [<sup>F12</sup>, strategic report][<sup>F13</sup> or energy and carbon report]**

(1) This section applies where copies of an LLP's annual accounts [<sup>F14</sup>, strategic report][<sup>F15</sup> or energy and carbon report] have been delivered to the registrar, and it appears to the Secretary of State that there is, or may be, a question whether the accounts [<sup>F16</sup> or report] comply with the requirements of this Act.

(2) The Secretary of State may give notice to the members of the LLP indicating the respects in which it appears that such a question arises or may arise.

(3) The notice must specify a period of not less than one month for the members to give an explanation of the accounts [<sup>F17</sup>, strategic report][<sup>F18</sup> or energy and carbon report] or prepare revised accounts [<sup>F19</sup>, a revised strategic report][<sup>F20</sup> or a revised energy and carbon report].

(4) If at the end of the specified period, or such longer period as the Secretary of State may allow, it appears to the Secretary of State that the members have not—

- (a) given a satisfactory explanation of the accounts [<sup>F21</sup> or [<sup>F22</sup> reports]] , or
- (b) revised the accounts [<sup>F21</sup> or [<sup>F22</sup> reports]] so as to comply with the requirements of this Act,

the Secretary of State may apply to the court.

(5) The provisions of this section apply equally to revised annual accounts [<sup>F23</sup>, revised strategic reports][<sup>F24</sup> and revised energy and carbon reports], in which case they have effect as if the references to revised accounts [<sup>F25</sup> or reports] were references to further revised accounts [<sup>F25</sup> or reports].

**456 Application to court in respect of defective accounts [<sup>F26</sup>, strategic report][<sup>F27</sup> or energy and carbon report]**

(1) An application may be made to the court—

- (a) by the Secretary of State, after having complied with section 455, or
- (b) by [<sup>F28</sup> the [<sup>F29</sup> Financial Reporting Council Limited]],

for a declaration (in Scotland, a declarator) that the annual accounts of an LLP do not comply, [<sup>F30</sup> a strategic report does not comply][<sup>F31</sup>, or an energy and carbon report does not comply,] with the requirements of this Act and for an order requiring the members of the LLP to prepare revised accounts [<sup>F32</sup> or a revised report].

(2) Notice of the application, together with a general statement of the matters at issue in the proceedings, shall be given by the applicant to the registrar for registration.

(3) If the court orders the preparation of revised accounts, it may give directions as to—

- (a) the auditing of the accounts, <sup>F33</sup> ...
- [<sup>F34</sup>(aa) the revision of any [<sup>F35</sup> strategic report or] energy and carbon report, and]
- (b) the taking of steps by the members to bring the making of the order to the notice of persons likely to rely on the previous accounts,

and such other matters as the court thinks fit.

[<sup>F36</sup>(3A) If the court orders the preparation of a [<sup>F37</sup>revised strategic report or] revised energy and carbon report, it may give directions as to—

- (a) the taking of steps by the members to bring the making of the order to the notice of persons likely to rely on the previous report, and
- (b) such other matters as the court thinks fit.]

(4) If the court finds that the accounts [<sup>F38</sup>or report] did not comply with the requirements of this Act it may order that all or part of—

- (a) the costs (in Scotland, expenses) of and incidental to the application, and
- (b) any reasonable expenses incurred by the LLP in connection with or in consequence of the preparation of revised accounts [<sup>F39</sup>or a revised report],

are to be borne by such of the members as were party to the approval of the defective accounts [<sup>F38</sup>or report]. For this purpose every member of the LLP at the time of the approval of the accounts [<sup>F38</sup>or report] shall be taken to have been a party to the approval unless he shows that he took all reasonable steps to prevent that approval.

(5) Where the court makes an order under subsection (4) it shall have regard to whether the members party to the approval of the defective accounts [<sup>F38</sup>or report] knew or ought to have known that the accounts [<sup>F38</sup>or report] did not comply with the requirements of this Act, and it may exclude one or more members from the order or order the payment of different amounts by different members.

(6) On the conclusion of proceedings on an application under this section, the applicant must send to the registrar for registration a copy of the court order or, as the case may be, give notice to the registrar that the application has failed or been withdrawn.

(7) The provisions of this section apply equally to revised annual accounts [<sup>F40</sup>, revised strategic reports][<sup>F41</sup>and revised energy and carbon reports], in which case they have effect as if the references to revised accounts [<sup>F42</sup>or reports] were references to further revised accounts [<sup>F42</sup>or reports].”

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| <b>F1</b> | Words in <a href="#">reg. 23</a> heading inserted (with effect for financial years beginning on or after 6.4.2021) by <a href="#">The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153)</a> , regs. 1, <b>15(2)</b> |
| <b>F2</b> | Words in <a href="#">reg. 23</a> heading inserted (1.4.2019) by <a href="#">The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155)</a> , regs. 2, <b>21(2)</b>                                                                                       |
| <b>F3</b> | Words in <a href="#">reg. 23</a> inserted (with effect for financial years beginning on or after 6.4.2021) by <a href="#">The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153)</a> , regs. 1, <b>15(3)(a)</b>      |
| <b>F4</b> | Words in <a href="#">reg. 23</a> substituted (1.4.2019) by <a href="#">The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155)</a> , regs. 2, <b>21(3)(a)</b>                                                                                         |
| <b>F5</b> | Words in <a href="#">reg. 23</a> inserted (with effect for financial years beginning on or after 6.4.2021) by <a href="#">The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153)</a> , regs. 1, <b>15(3)(b)</b>      |
| <b>F6</b> | Words in <a href="#">reg. 23</a> inserted (with effect for financial years beginning on or after 6.4.2021) by <a href="#">The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153)</a> , regs. 1, <b>15(3)(c)</b>      |
| <b>F7</b> | Words in <a href="#">reg. 23</a> inserted (with effect for financial years beginning on or after 6.4.2021) by <a href="#">The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153)</a> , regs. 1, <b>15(3)(d)</b>      |
| <b>F8</b> | Words in <a href="#">reg. 23</a> inserted (1.4.2019) by <a href="#">The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155)</a> , regs. 2, <b>21(3)(b)</b>                                                                                            |

- F9** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(3)(e)**
- F10** Word in reg. 23 omitted (1.4.2019) by virtue of The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(3)(c)**
- F11** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(3)(d)**
- F12** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(4)(a)**
- F13** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(4)(a)**
- F14** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(4)(b)**
- F15** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(4)(b)(i)**
- F16** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(4)(b)(ii)**
- F17** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(4)(c)**
- F18** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(4)(c)(i)**
- F19** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(4)(d)**
- F20** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(4)(c)(ii)**
- F21** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(4)(d)**
- F22** Word in reg. 23 substituted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(4)(e)**
- F23** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(4)(f)**
- F24** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(4)(e)(i)**
- F25** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(4)(e)(ii)**
- F26** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(5)(a)**
- F27** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(5)(a)**
- F28** Words in reg. 23 substituted (2.7.2012) by The Supervision of Accounts and Reports (Prescribed Body) and Companies (Defective Accounts and Directors' Reports) (Authorised Person) Order 2012 (S.I. 2012/1439), arts. 1(2), **8(2)**
- F29** Words in reg. 23 substituted (6.5.2021) by The Supervision of Accounts and Reports (Prescribed Body) and Companies (Defective Accounts and Reports) (Authorised Person) Order 2021 (S.I. 2021/465), arts. 1(2), **6(2)** (with art. 9)

- F30** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(5)(b)**
- F31** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(5)(b)(i)**
- F32** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(5)(b)(ii)**
- F33** Word in reg. 23 omitted (1.4.2019) by virtue of The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(5)(c)(i)**
- F34** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(5)(c)(ii)**
- F35** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(5)(c)**
- F36** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(5)(d)**
- F37** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(5)(d)**
- F38** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(5)(e)(i)**
- F39** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(5)(e)(ii)**
- F40** Words in reg. 23 inserted (with effect for financial years beginning on or after 6.4.2021) by The European Grouping of Territorial Cooperation and Limited Liability Partnerships etc. (Revocations and Amendments) (EU Exit) Regulations 2021 (S.I. 2021/153), regs. 1, **15(5)(e)**
- F41** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(5)(f)(i)**
- F42** Words in reg. 23 inserted (1.4.2019) by The Companies (Directors Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 (S.I. 2018/1155), regs. 2, **21(5)(f)(ii)**

**Changes to legislation:**

There are currently no known outstanding effects for the The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, Section 23.