
STATUTORY INSTRUMENTS

2024 No. 234

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 4

AN LLP'S MEMBERS

Disqualified member

18. In Chapter 1 of Part 5 (an LLP's members), before regulation 17A insert—

“Disqualified member

17ZC. Section 159A applies to LLPs, modified so that it reads as follows—

“159A Disqualified person cannot become a member of an LLP

(1) A person may not become a member of an LLP if the person is disqualified under the directors disqualification legislation (see subsection (2)).

(2) In the table—

(a) Part 1 defines “disqualified under the directors disqualification legislation” for the purposes of provisions of this Act so far as relating to—

(i) an company registered in England and Wales or Scotland, or

(ii) the delivery of a document to the registrar of companies for England and Wales or Scotland or a statement contained in such a document;

(b) Part 2 defines “disqualified under the directors disqualification legislation” for the purposes of provisions of this Act so far as relating to—

(i) an company registered in Northern Ireland, or

(ii) the delivery of a document to the registrar of companies for Northern Ireland or a statement contained in such a document.

Status: This is the original version (as it was originally made). This item of legislation is currently only available in its original format.

<i>For those purposes a person (P) is disqualified under the directors disqualification legislation if:</i>	<i>Except in the application of the provision in relation to P acting in a capacity, or doing anything, for which P has the permission of a court or the authority of a licence, or in respect of which an exception applies, by virtue of:</i>
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Part 1: England and Wales and Scotland

P is subject to a disqualification order or undertaking under the Company Directors Disqualification Act 1986 (c. 46).	Section 1(1), 1A(1) or 9B(4) of the 1986 Act.
Any of the circumstances mentioned in section 11 of the Company Directors Disqualification Act 1986 (bankruptcy etc) apply to P.	Section 11 of the 1986 Act.
P is subject to director disqualification sanctions within the meaning of section 11A of the Company Directors Disqualification Act 1986.	Section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018 (c. 13) (exceptions and licences)
Section 12 of the Company Directors Disqualification Act 1986 (disabilities on revocation of administration order against an individual) applies to P.	Section 12 of the 1986 Act.
P is subject to a disqualification order or undertaking mentioned in section 12A or 12B of the Company Directors Disqualification Act 1986 (recognition of Northern Ireland disqualification orders and undertakings).	Section 12A or 12B of the 1986 Act.
P is disqualified as mentioned in section 1184(2)(a) or (b) or is subject to a disqualification undertaking under section 1184(3).	Section 1184(5).

Part 2: Northern Ireland

P is subject to a disqualification order or undertaking under the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/3150 (N.I. 4)).	Section 1(1), 1A(1) or 9B(4) of the 1986 Act.
Any of the circumstances mentioned in Article 15	Section 11 of the 1986 Act.

<i>For those purposes a person (P) is disqualified under the directors disqualification legislation if:</i>	<i>Except in the application of the provision in relation to P acting in a capacity, or doing anything, for which P has the permission of a court or the authority of a licence, or in respect of which an exception applies, by virtue of:</i>
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of the Company Directors Disqualification (Northern Ireland) Order 2002 (bankruptcy etc) apply to P.

P is subject to director disqualification sanctions within the meaning of Article 15A of the Company Directors Disqualification (Northern Ireland) Order 2002.

Section 15(3A) of the Sanctions and Anti-Money Laundering Act 2018 (exceptions and licences).

Article 16 of the Company Directors Disqualification (Northern Ireland) Order 2002 (disabilities on revocation of administration order against an individual) applies to P.

Article 16 of the 2002 Order.

P is subject to a disqualification order or undertaking mentioned in Article 17 of the Company Directors Disqualification (Northern Ireland) Order 2002 (recognition of GB disqualification orders and undertakings).

Article 17 of the 2002 Order.

P is disqualified as mentioned in section 1184(2)(a) or (b) or is subject to a disqualification undertaking under section 1184(3).

Section 1184(5).

(3) Nothing in this section affects any liability of a person under any provision of the Limited Liability Partnerships Act 2000 or any other enactment if the person purports to act as a member of an LLP.””

Duty to ensure disqualified person is not a member

19. After regulation 17A insert—

“Duty to ensure disqualified person is not a member

17B. Section 169A applies to LLPs, modified so that it reads as follows—

“169A Duty to remove disqualified members

(1) The members of an LLP must take any steps that are necessary to ensure that any member of the LLP who becomes disqualified under the directors disqualification legislation (see section 159A(2)) ceases to be a member of the LLP.

(2) Nothing in this section affects any liability of a person under any provision of the Limited Liability Partnerships Act 2000 or any other enactment, if, having ceased to hold office by virtue of subsection (1), the person purports to act as a member of an LLP.

(3) In relation to a person who became a member of an LLP before the time when regulation 19 of the Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234) comes into force, the reference in subsection (1) to a person who becomes disqualified includes a reference to a person who, at that time, is already disqualified.

(4) If the members fail to comply with this section an offence is committed by each member of the LLP who is in default.

(5) Where any such offence is committed by a member that is a legal entity, any officer of the member also commits the offence if—

- (a) the officer is an individual who is in default, or
- (b) the officer is a legal entity that is in default and one of its officers is in default.

(6) 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.

(7) A member 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.””

Members’ residential addresses: protection from disclosure

20.—(1) Regulation 19 (members’ residential addresses: protection from disclosure) is amended as follows.

(2) In section 241 of the 2006 Act⁽¹⁾ (protected information: restriction on use or disclosure by LLP), as applied to LLPs by that regulation, after subsection (2) insert—

“(3) If an LLP uses or discloses information in contravention of subsection (1), an offence is committed by—

- (a) the LLP, and
- (b) every designated member of the LLP who 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.”.

(3) Section 242 of the 2006 Act⁽²⁾ (protected information: restriction on use or disclosure by registrar), as applied to LLPs by that regulation, is amended as follows—

- (a) in subsection (3)—

⁽¹⁾ Section 241 of the 2006 Act was amended by section 95 of the Economic Crime and Corporate Transparency Act 2023.

⁽²⁾ Section 242 of the 2006 Act was amended by sections 94 and 97 of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

- (i) omit the “or” at the end of paragraph (a);
 - (ii) at the end of paragraph (b) insert “, or (c) as permitted by section 1110F (general powers of disclosure by the registrar).”;
 - (iii) omit “use or” in each place it occurs;
- (b) in the heading, omit “use or”.
- (4) Section 243 of the 2006 Act⁽³⁾ (permitted use or disclosure by the registrar), as applied to LLPs by that regulation, is amended as follows—
- (a) for subsection (2) substitute—

“(2) The registrar may disclose protected information to a credit reference agency.”;
 - (b) in subsection (6), omit—
 - (i) the definition of “public authority”;
 - (ii) the “and” before that definition.
- (5) For section 246 of the 2006 Act⁽⁴⁾ (putting the address on the public record), as applied to LLPs by that regulation, substitute—

“246 Putting the address on the public record

- (1) If the registrar decides in accordance with section 245 that a member’s usual residential address is to be put on the public record, the registrar must proceed as if each relevant LLP had given notice under section 167H—
- (a) stating a change in the member’s service address, and
 - (b) stating the member’s usual residential address as their new service address.
- (2) The registrar must give notice of having done so—
- (a) to the member, and
 - (b) to every relevant LLP.
- (3) The notice must state the date of the registrar’s decision to put the member’s usual residential address on the public record.
- (4) Where a member’s usual residential address has been put on the public record by the registrar under this section, for the period of five years beginning with the date of the registrar’s decision no service address may be registered for the member other than their usual residential address (but see subsection (5)).
- (5) Subsection (4)—
- (a) does not limit the service address that may be registered for the member under regulations under section 1097B (rectification of register), and
 - (b) ceases to apply in relation to the member if a new service address is registered for the member under those regulations.
- (6) In this section “relevant LLP” means each LLP given notice under section 245(2)(b).”.

⁽³⁾ Section 243 of the 2006 Act was amended by the 2023 Act. The relevant amendments were made by section 97.

⁽⁴⁾ Section 246 of the 2006 Act was amended by section 45 of the 2023 Act.