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STATUTORY INSTRUMENTS

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**2024 No. 234**

**LIMITED LIABILITY PARTNERSHIPS**

**The Limited Liability Partnerships (Application  
of Company Law) Regulations 2024**

*Made - - - - 29th February 2024*

*Coming into force in accordance with regulation 1(2)*

The Secretary of State makes these Regulations in exercise of the powers conferred by sections 15(a), 16(1) and 17(3)(a) of the Limited Liability Partnerships Act 2000<sup>(1)</sup>.

In accordance with section 17(4) and (5)(b) and (d) of the Limited Liability Partnerships Act 2000, a draft of this instrument was laid before Parliament and approved by a resolution of each House of Parliament.

**Part 1**

**GENERAL INTRODUCTORY PROVISIONS**

**Citation, commencement, extent and interpretation**

1.—(1) These Regulations may be cited as the Limited Liability Partnerships (Application of Company Law) Regulations 2024.

(2) These Regulations come into force when section 1 (the registrar’s objectives) of the Economic Crime and Corporate Transparency Act 2023<sup>(2)</sup> comes into force.

(3) These Regulations extend to England and Wales, Scotland and Northern Ireland.

(4) In these Regulations “LLP” means a limited liability partnership registered under the Limited Liability Partnerships Act 2000.

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(1) 2000 c. 12.  
(2) 2023 c. 56.

## Part 2

### AMENDMENTS TO THE LIMITED LIABILITY PARTNERSHIP ACT 2000

#### **Amendments of the 2000 Act**

- 2.—(1) In this Part “the 2000 Act” means the Limited Liability Partnerships Act 2000.
- (2) The 2000 Act is amended in accordance with regulations 3 and 4.

#### **Incorporation document etc**

- 3.—(1) Section 2 of the 2000 Act (incorporation document etc) is amended as follows.
- (2) In subsection (2)—
  - (a) in paragraph (d), after “registered office,” insert “which must be an appropriate address,”
  - (b) after paragraph (d) insert—
    - “(da) state the intended registered email address of the limited liability partnership, which must be an appropriate email address,”.
- (3) After subsection (4) insert—
  - “(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.”.

#### **An LLP’s name**

- 4.—(1) The Schedule to the 2000 Act (names and registered offices) is amended as follows.
- (2) In the heading of the Schedule omit “and registered offices”.
- (3) In paragraph 4(2), after paragraph (b) insert—
  - “(ba) on the determination of a new name by the registrar under section 76C or 76D of the Companies Act 2006 as so applied (names containing computer code or failure to comply with direction);”.
- (4) In paragraph 5 omit sub-paragraphs (3) and (4).
- (5) After paragraph 5, insert—

#### **“Registration of a change of name**

- 5A.—(1) This paragraph applies where—
  - (a) the registrar receives notice of a change of name of a limited liability partnership and the new name is one by which a limited liability partnership may be registered, or
  - (b) the registrar determines a new name for a limited liability partnership under a provision mentioned in paragraph 4(2)(ba).

- (2) The registrar shall—
  - (a) enter the new name on the register in place of the former name, and
  - (b) issue a certificate of the change of name.
- (3) The change of name has effect from the date on which the certificate is issued.”.

## Part 3

### AMENDMENTS TO THE LIMITED LIABILITY PARTNERSHIP (APPLICATION OF COMPANIES ACT 2006) REGULATIONS 2009

#### Chapter 1

#### INTRODUCTION

#### **Amendments to the 2009 Regulations**

**5.**—(1) The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009<sup>(3)</sup> are amended in accordance with regulations 6 to 46.

- (2) In this Part “the 2006 Act” means the Companies Act 2006<sup>(4)</sup>.

#### Chapter 2

#### AN LLP’S NAME

#### **Names for criminal purposes and suggesting connection with foreign governments etc**

**6.**—(1) Regulation 8 (prohibited names and sensitive words and expressions) is amended as follows.

- (2) For “Sections 53 to 56” substitute “Sections 53 to 56A”.
- (3) After section 53 of the 2006 Act, as applied to LLPs by that regulation, insert—

##### **“53A Names for criminal purposes**

**53A.** An LLP must not be registered under the Limited Liability Partnerships Act 2000 by a name if, in the opinion of the Secretary of State, the registration of the LLP by that name is intended to facilitate—

- (a) the commission of an offence involving dishonesty or deception, or
- (b) the carrying out of conduct that, if carried out in any part of the United Kingdom, would amount to such an offence.”.

- (4) After section 56 of the 2006 Act, as applied to LLPs by that regulation, insert—

##### **“56A Names suggesting connection with foreign governments etc**

**56A.** An LLP must not be registered under the Limited Liability Partnerships Act 2000 by a name that, in the opinion of the Secretary of State, would be likely to give the false impression that the LLP is connected with—

- (a) a foreign government or an agency or authority of a foreign government, or

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(3) [S.I. 2009/1804](#), amended by [S.I. 2013/618](#), [2015/1695](#), [2016/340](#), [2016/423](#), [2016/599](#), [2017/693](#), [2018/528](#), and [2019/1511](#); there are other amending instruments but none are relevant.

(4) [2006 c. 46](#).

- (b) an international organisation whose members include two or more countries or territories (or their governments).”.

### **Names containing computer code**

- 7. After regulation 9 (permitted characters etc) insert—

#### **“Names containing computer code**

- 9A.** Section 57A applies to LLPs, modified so it reads as follows—

##### **“57A Names containing computer code**

**57A.** An LLP must not be registered under the Limited Liability Partnerships Act 2000 by a name that, in the opinion of the Secretary of State, consists of or includes computer code.””

### **Prohibitions on registration of names following direction**

- 8. After regulation 9A (names containing computer code), inserted by regulation 7 of these Regulations, insert—

#### **“Prohibitions on registration of names following direction**

- 9B.** Sections 57B and 57C apply to LLPs, modified so that they read as follows—

##### **“57B Prohibition on re-registering name following direction**

(1) Where an LLP’s name has at any time been changed following a direction under section 67, 75, 76, 76A or 76B, or an order under section 73, the LLP must not subsequently be registered under the Limited Liability Partnerships Act 2000 by the original name or a name that is similar to it.

(2) But subsection (1) does not prevent the registration of the LLP by any name approved by the Secretary of State.

(3) In subsection (1)—

- (a) the reference to the name of an LLP being changed following a direction under a particular section includes a case where a new name is determined for the LLP under section 76D because of its failure to comply with the direction;
- (b) the reference to the name of an LLP being changed following an order under section 73 includes a case where a new name is determined for the LLP under section 73(4) because of its failure to comply with an order.

##### **57C Name that another LLP or a company has been directed to change**

(1) Where an LLP has at any time been directed under section 67, 75, 76, 76A or 76B, or ordered under section 73, to change its name, no other LLP may be registered under the Limited Liability Partnerships Act 2000 by that name or a name that is similar if—

- (a) that LLP is an existing LLP and there is a person who has, or has had, a relevant relationship with both LLPs, or

- (b) an application has been made for the registration of that LLP and, if it is registered, there will on its incorporation be a person who has, or has had, a relevant relationship with both LLPs.
- (2) Where a company has at any time been directed under section 67, 75, 76, 76A or 76B, or ordered under section 73, to change its name, no LLP may be registered under the Limited Liability Partnerships Act 2000 by that name or a name that is similar if—
  - (a) that LLP is an existing LLP and there is a person who has, or has had a relevant relationship with the company and the LLP, or
  - (b) an application has been made for registration of that LLP and, if it is registered, there will on its incorporation be a person who has, or has had, a relevant relationship with the company and the LLP.
- (3) But subsection (1) and (2) does not prevent the registration of the LLP by any name approved by the Secretary of State.
- (4) For the purposes of subsection (1) it is irrelevant whether the person has, or has had, a relevant relationship with both LLPs at the same time.
- (5) For the purposes of subsection (2) it is irrelevant whether the person has, or has had, a relevant relationship with the LLP and the company at the same time.
- (6) For the purposes of this section a person has a “relevant relationship”—
  - (a) with an LLP if the person is a member or former member,
  - (b) with a company if the person is—
    - (i) an officer, or
    - (ii) a member or former member.
- (7) In subsection (1) and (2)—
  - (a) the reference to the name of an LLP or a company being changed following a direction under a particular section includes a case where a new name is determined—
    - (i) for a company under section 76D, or
    - (ii) for an LLP under section 76D, as applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804, “the 2009 Regulations”), because of its failure to comply with the direction;
  - (b) the reference to the name of a company being changed following an order under section 73 or the name of an LLP being changed following an order under section 73, as applied by the 2009 Regulations, includes a case where a new name is determined—
    - (i) for a company under section 73(4),
    - (ii) or for an LLP under section 73(4), as applied by the 2009 Regulations, because of its failure to comply with an order.”

### **Similarity to other name on registrar's index**

9.—(1) Regulation 11 (similarity to other name on registrar’s index) is amended as follows.

(2) In section 67 of the 2006 Act<sup>(5)</sup> (power to direct change of name in case of similarity to existing name), as applied to LLPs by that regulation—

- (a) the words from “The Secretary of State” to the end become subsection (1);
- (b) at the end insert—

“(2) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates (so far as it relates to the LLP to which the direction is given).”.

(3) In section 68 of the 2006 Act<sup>(6)</sup> (direction to change names: supplementary provisions) as applied to LLPs by that regulation, after subsection (2) insert—

“(2A) The period must be a period of at least 28 days beginning with the date of the direction.”.

### **Similarity to other name in which person has goodwill**

**10.**—(1) Regulation 12 (similarity to other name in which person has goodwill) is amended as follows.

(2) In section 69 of the 2006 Act<sup>(7)</sup> (objection to LLP’s registered name), as applied to LLPs by that regulation—

- (a) in subsection (1)(b)—
  - (i) after “in the United Kingdom” insert “or elsewhere”;
  - (ii) after “mislead” insert “members of the public in the United Kingdom or elsewhere”;
- (b) in subsection (3), for the second sentence substitute “Any member or person who was a member at the time at which the name was registered may be joined as a respondent.”;
- (c) in subsection (4), omit paragraph (b) (and the “or” at the end of that paragraph);
- (d) in subsection (5), omit “, (b)”.

(3) In section 73 of the 2006 Act<sup>(8)</sup> (order requiring name to be changed), as applied to LLPs by that regulation, after subsection (6) insert—

“(7) Where an order is made under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the order relates.”.

### **Other powers of the Secretary of State and the registrar**

**11.**—(1) In the heading of Chapter 3 of Part 3 (other powers of the Secretary of State), after “Secretary of State” insert “and the registrar”.

(2) Regulation 13 (provision of misleading information etc) is amended as follows.

(3) In section 75 of the 2006 Act<sup>(9)</sup> (provision of misleading information etc), as applied to LLPs by that regulation—

- (a) after subsection (2) insert—
  - “(2A) The period must be at least 28 days beginning with the date of the direction.”;
- (b) after subsection (4) insert—

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(5) Section 67 of the 2006 Act was amended by section 14 of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

(6) Section 68 of the 2006 Act was amended by section 13 of the 2023 Act.

(7) Section 69 of the 2006 Act was amended by section 15 of the 2023 Act.

(8) Section 69 of the 2006 Act was amended by section 14 of the 2023 Act.

(9) Section 69 of the 2006 Act was amended by sections 13 and 14 of the 2023 Act.

“(4A) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.”.

(4) In section 76 of the 2006 Act<sup>(10)</sup> (misleading indication of activities), as applied to LLPs by that regulation—

(a) in subsection (1), for “be likely to cause harm to the public” substitute “pose a risk of harm to the public in the United Kingdom or elsewhere”;

(b) for subsections (2) and (3) substitute—

“(2) The direction must be in writing and must specify the period within which the LLP is to change its name.

(2A) The period must be a period of at least 28 days beginning with the date of the direction.

(3) The Secretary of State may by further direction in writing extend the period. Any such direction must be given before the end of the period for the time being specified.”;

(c) for subsection (4) substitute—

“(4) An LLP may apply to the court to set aside a direction under subsection (1).

(4A) Any application under subsection (4) must be made within the period of three weeks beginning with the date of the direction.”;

(d) after subsection (5) insert—

“(5A) If an LLP applies to the court under subsection (4) to set aside a direction, it is not required to comply with the direction while the proceedings are ongoing.”;

(e) after subsection (5A) (as inserted by paragraph (d)) insert—

“(5B) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.”;

(f) in subsection (6), for “this section” substitute “subsection (1)”.

### **Direction to change name used for criminal purposes**

12. After regulation 13 (provision of misleading information etc) insert—

#### **“Direction to change name used for criminal purposes**

13A. Section 76A applies to LLPs, modified so that it reads as follows—

##### **“76A Power to direct change of name used for criminal purposes**

(1) The Secretary of State may direct an LLP to change its name if it appears to the Secretary of State that the name has been used, or is intended to be used, by the LLP to facilitate—

(a) the commission of an offence involving dishonesty or deception, or

(b) the carrying out of conduct that, if carried out in any part of the United Kingdom, would amount to such an offence.

(2) The direction must be in writing and must specify the period within which the LLP is to change its name.

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<sup>(10)</sup> Section 67 of the 2006 Act was amended by section 13, 14 and 16 of the Economic Crime and Corporate Transparency Act 2023.

(3) The period must be a period of at least 28 days beginning with the date of the direction.

(4) The Secretary of State may by further direction in writing extend the period. Any such direction must be given before the end of the period for the time being specified.

(5) An LLP may apply to the court to set aside a direction under subsection (1).

(6) Any application under subsection (5) must be made within the period of three weeks beginning with the date of the direction.

(7) The court may set the direction aside or confirm it. If the direction is confirmed, the court shall specify the period within which the direction is to be complied with.

(8) If an LLP applies to the court under subsection (5) to set aside a direction, it is not required to comply with the direction while the proceedings are ongoing.

(9) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.

(10) If an LLP fails to comply with a direction under subsection (1), an offence is committed by—

(a) the LLP, and

(b) every designated member of the LLP who is in default.

(11) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.””

### **Direction to change name wrongly registered**

**13.** After regulation 13A (direction to change name used for criminal purposes), inserted by regulation 12 of these Regulations, insert—

#### **“Direction to change name wrongly registered**

**13B.** Section 76B applies to LLPs, modified so that it reads as follows—

#### **“76B Direction to change name wrongly registered**

(1) The Secretary of State may direct an LLP to change its name if—

(a) it appears to the Secretary of State that the LLP’s registration by that name was in contravention of any requirement imposed by the provisions of this Part that are applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804), or

(b) the Secretary of State did not, at the time at which the name was registered, form the opinion mentioned in section 53, 56A or 57A, but had proper grounds for doing so.

(2) The direction must be in writing and must specify the period within which the LLP is to change its name.

(3) The period must be a period of at least 28 days beginning with the date of the direction.



(4) The Secretary of State may by further direction in writing extend the period. Any such direction must be given before the end of the period for the time being specified.

(5) An LLP may apply to the court to set aside a direction under subsection (1).

(6) Any application under subsection (5) must be made within the period of three weeks beginning with the date of the direction.

(7) On an application under subsection (5) the court may set the direction aside or confirm it.

(8) If on an application under subsection (5) the direction is confirmed, the court must specify the period within which the direction is to be complied with.

(9) Where a direction is given under subsection (1), the registrar may omit from the material on the register that is available for public inspection any mention of the name to which the direction relates.

(10) If an LLP applies to the court under subsection (5) to set aside a direction, the LLP is not required to comply with the direction while the proceedings are ongoing.

(11) If an LLP fails to comply with a direction under subsection (1), an offence is committed by—

(a) the LLP, and

(b) every designated member of the LLP who is in default.

(12) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.””

### **Registrar’s powers to change name**

14. After regulation 13B (direction to change name wrongly registered), inserted by regulation 13 of these Regulations, insert—

#### **“Registrar’s powers to change name**

13C. Sections 76C and 76D apply to LLPs, modified so that they read as follows—

##### **“76C Registrar’s power to change name containing computer code**

(1) Where, in the opinion of the registrar, an LLP’s registered name consists of or includes computer code, the registrar may—

(a) determine a new name for the LLP, and

(b) remove from the register any reference to the LLP’s old name.

(2) If the registrar determines a new name for an LLP under this section, the registrar must—

(a) give the LLP notice of the determination, and

(b) place a note of the determination in the register.

(3) Where an LLP is given a direction under section 76B to change its name—

(a) that does not affect the registrar’s power to act under subsection (1), but

(b) if the registrar does so, the direction lapses.

### **76D Registrar’s power to change name for failure to comply with direction**

(1) Where an LLP fails to comply with a direction to change its name, the registrar may determine a new name for the LLP.

(2) The reference in subsection (1) to a direction to change an LLP’s name is to a direction under section 67, 75, 76, 76A or 76B.

(3) If the registrar determines a new name for an LLP under this section, the registrar must—

- (a) give the LLP notice of the determination, and
- (b) place a note of the determination in the register.””

### **Exceptions on registration of a name based on national security etc**

**15.** After regulation 13C (Registrar’s powers to change name), inserted by regulation 14 of these Regulations, insert—

#### **“Exceptions based on national security etc**

**13C.** Section 76E applies to LLPs, modified so that it reads as follows—

#### **“76E Exceptions based on national security etc**

(1) Nothing in Part 5 that is applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 ([S.I. 2009/1804](#)) prevents the registration of an LLP under the Limited Liability Partnerships Act 2000 by a name if the Secretary of State is satisfied that the registration of the LLP by that name is necessary—

- (a) in the interests of national security, or
  - (b) for the purposes of preventing or detecting serious crime.
- (2) For the purposes of subsection (1)(b)—
- (a) “crime” means conduct which—
    - (i) constitutes a criminal offence, or
    - (ii) is, or corresponds to, any conduct which, if it all took place in any one part of the United Kingdom, would constitute a criminal offence, and
  - (b) crime is “serious” if—
    - (i) the offence which is or would be constituted by the conduct is an offence for which the maximum sentence (in any part of the United Kingdom) is imprisonment for 3 years or more, or
    - (ii) the conduct involves the use of violence, results in substantial financial gain or is conduct by a large number of persons in pursuit of a common purpose.””

## Chapter 3

### LLP REGISTERED OFFICE AND EMAIL ADDRESS

#### **Registered offices**

**16.**—(1) Regulation 16 (general) is amended as follows.

(2) For section 86 of the 2006 Act(11) (an LLP’s registered office), as applied to LLPs by that regulation substitute—

**“86 Duty to ensure registered office at appropriate address**

(1) An LLP must ensure that its registered office is at all times at an appropriate address within the meaning given by section 2(5) of the Limited Partnerships Act 2000.

(2) If an LLP fails, without reasonable excuse, to comply with this section an offence is committed by—

- (a) the LLP, and
- (b) every designated member of the LLP who is in default.

(3) 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.

(4) Subsection (1) does not apply in relation to an LLP during any period for which the address of its registered office is a default address nominated by virtue of regulation 3 of the Registered Office Address (Rectification of Register) Regulations 2024 (S.I. 2024/233)(12).”.

(3) In section 87 of the 2006 Act(13) (change of address of registered office), as applied to LLPs by that regulation, after subsection (1) insert—

“(1A) The notice must include a statement that the new address is an appropriate address within the meaning given by section 2(5) of the Limited Liability Partnerships Act 2000.”.

**Registered email addresses**

17. After Part 4 (an LLP’s registered office) insert—

**“Part 4A**

**REGISTERED EMAIL ADDRESS**

**Registered email addresses**

17ZA. Sections 88A and 88B apply to LLPs, modified so they read as follows—

**“88A Duty to maintain a registered email address**

(1) An LLP must ensure that its registered email address is at all times an appropriate email address within the meaning of section 2(5) of the Limited Liability Partnerships Act 2000.

(2) If an LLP fails, without reasonable excuse, to comply with this section an offence is committed by—

- (a) the LLP, and

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(11) Section 86 of the 2006 Act was substituted by section 28 of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

(12) Regulation 3 is applied to LLPs by regulation 67 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 S.I. 2009/1804, amended by S.I. 2024/234.

(13) Section 87 of the 2006 Act was amended by section 28 of the 2023 Act.

- (b) every designated member of the LLP who is in default.
- (3) 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.

### **88B Change of registered email address**

- (1) An LLP may change its registered email address by giving notice to the registrar.
- (2) The notice must include a statement that the new address is an appropriate email address within the meaning given by section 2(5) of the Limited Liability Partnerships Act 2000.
- (3) The change takes effect upon the notice being registered by the registrar.”.

### **Registered email addresses - transitional provisions**

- 17ZB.**—(1) This regulation applies in relation to an LLP registered under the Limited Liability Partnerships Act 2000 pursuant to an application for registration delivered to the registrar before regulation 17 of the LLP (Application of Company Law) Regulations 2024 (S.I. 2024/234, “2024 Regulations”) comes into force.
- (2) On the first occasion on which the LLP delivers a confirmation statement with a confirmation date that is after the day on which regulation 17 of the 2024 Regulations comes into force—
- (a) it must, at the same time, deliver to the registrar a statement specifying its registered email address for the purposes of section 88A;
  - (b) section 853CB does not apply.
- (3) Section 853A(1)(b)(ii) has effect as if it included a reference to the duty imposed by paragraph (2) (and section 853L applies accordingly).
- (4) Section 88A does not apply in relation to the LLP until it has delivered the confirmation statement mentioned in paragraph (2) or, if it does not deliver the statement on time, the latest time by which it was required to do so.
- (5) In this regulation—
- “confirmation statement” has the meaning given by section 853A;
  - “the registrar” has the meaning given by section 18 of the Limited Liability Partnerships Act 2000.”.

## 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.

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<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	Section 12A or 12B of the 1986 Act.

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<p><i>For those purposes a person (P) is disqualified under the directors disqualification legislation if:</i></p>	<p><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></p>
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in section 12A or 12B of the Company Directors Disqualification Act 1986 (recognition of Northern Ireland disqualification orders and undertakings).

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 of the Company Directors Disqualification (Northern Ireland) Order 2002 (bankruptcy etc) apply to P.

Section 11 of the 1986 Act.

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.

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<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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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(**14**) (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 (**15**) (protected information: restriction on use or disclosure by registrar), as applied to LLPs by that regulation, is amended as follows—

(a) in subsection (3)—

- (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(**16**) (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(**17**) (putting the address on the public record), as applied to LLPs by that regulation, substitute—

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

**(15)** 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”).

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

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



#### **“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).”.

### Chapter 5

#### AN LLP’S ANNUAL RETURN

#### **Confirmation statements and confirmation of lawful purposes**

**21.**—(1) Regulation 30 (duty to deliver confirmation statements and notify relevant events) is amended as follows.

(2) For “Sections 853A and 853B” substitute “Sections 853A to 853BA”.

(3) For paragraph (b) of section 853A(1) of the 2006 Act<sup>(18)</sup>, as applied to LLPs by that regulation, substitute—

“(b) a statement (“a confirmation statement”) confirming—

- (i) that the LLP has delivered to the registrar, or is delivering to the registrar at the same time as the confirmation statement, all of the information that it is required to deliver in relation to the confirmation period concerned under any duty to notify a relevant event (see section 853B), and
- (ii) that the LLP is delivering to the registrar at the same time as the confirmation statement any information that it is required to deliver by virtue of a duty imposed by any of sections 853BA, 853CA and 853CB.”.

(4) For subsections (7) and (8) of section 853A of the 2006 Act, as applied to LLPs by that regulation, substitute—

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<sup>(18)</sup> Section 853A of the 2006 Act was amended by section 59 of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

“(7) For the purpose of making a confirmation statement an LLP is entitled to assume that information that has been delivered to the registrar has been properly delivered unless the registrar has notified the LLP otherwise.”.

- (5) In section 853B of the 2006 Act(19), as applied to LLPs by that regulation, omit paragraph (a).  
 (6) After section 853B of the 2006 Act, as applied to LLPs by that regulation, insert—

**“Duty to confirm lawful purposes**

**853BA.** Where an LLP makes a confirmation statement it must at the same time deliver to the registrar a statement that the intended future activities of the LLP are lawful.”.

**Duty to notify a change in registered office and email address**

**22.** After regulation 30 (duty to deliver confirmation statements and notify relevant events) insert—

**“Duty to notify a change in registered office and email address**

**30A.** Sections 853CA and 853CB apply to LLPs, modified so that they read as follows—

**“853CA Duty to notify a change in registered office**

- (1) This section applies where—
- (a) an LLP makes a confirmation statement,
  - (b) the LLP’s registered office is not at an appropriate address within the meaning given by section 2(5) of the Limited Liability Partnerships Act 2000, and
  - (c) the LLP has not given a notice under section 87 (change of registered office), that is awaiting registration by the registrar.
- (2) The LLP must deliver a notice under section 87 at the same time as it delivers the confirmation statement.

**853CB Duty to notify a change in registered email address**

- (1) This section applies where—
- (a) an LLP makes a confirmation statement,
  - (b) the LLP’s registered email address is not an appropriate email address within the meaning given by section 2(5) of the Limited Liability Partnerships Act 2000, and
  - (c) the LLP has not given a notice under section 88B (change of registered email address), that is awaiting registration by the registrar.
- (2) The LLP must deliver a notice under section 88B, at the same time as it delivers the confirmation statement.””

**Failure to deliver confirmation statement**

**23.—**(1) Regulation 31ZA (failure to deliver confirmation statement) is amended as follows.

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(19) Section 853B of the 2006 Act was amended by the 2023 Act. Relevant amendments were made by section 28(5).

(2) In section 853L of the 2006 Act (failure to deliver confirmation statement), as applied to LLPs by that regulation—

- (a) in subsection (1), at the end of paragraph (b) insert “who is in default”;
- (b) omit subsection (4).

## Chapter 6

### AN LLP's REGISTER OF PEOPLE WITH SIGNIFICANT CONTROL

#### Protection from disclosure

24. In regulation 31L (protection from disclosure), omit paragraph (2)(c).

## Chapter 7

### RESTORATION TO THE REGISTER

#### Requirements for administrative restoration

25.—(1) Regulation 56 (administrative restoration to the register) is amended as follows.

(2) In section 1025 of the 2006 Act(20) (requirements for administrative restoration), as applied to LLPs by that regulation, for subsection (5) substitute—

“(5) The third condition is that the applicant has delivered to the registrar such documents relating to the LLP as are necessary to ensure that if the LLP is restored to the register the records kept by the registrar relating to the LLP will be up to date.

(5A) The fourth condition is—

- (a) that any outstanding penalties under section 453 or corresponding earlier provisions (civil penalty for failure to deliver accounts) in relation to the LLP have been paid, and
- (b) that each relevant person has paid any outstanding fines or financial penalties relating to LLPs imposed on them in respect of an offence under the Companies Act 2006 as applied to LLPs or under the Limited Liability Partnerships Act 2000.”.

(3) In subsection (6) substitute “fourth” with “fifth”.

(4) After subsection (6) insert—

“(6A) In subsection (5A)(b) “relevant person” means—

- (a) the applicant,
- (b) any person who—
  - (i) was a member of the LLP immediately before it was dissolved or struck off, and
  - (ii) if the LLP is restored to the register, will be a member immediately after its restoration, or
- (c) any person who is a relevant officer of a firm where the firm is—
  - (i) a person mentioned in paragraph (a) or (b), or
  - (ii) a person falling within this paragraph.

(6B) In subsection (6A)(c) “relevant officer”—

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(20) Section 1025 of the 2006 Act was amended by the Economic Crime and Corporate Transparency Act 2023. Relevant amendments were made by section 71.

- (a) in relation to a company, means a director;
- (b) in relation to a firm the affairs of which are managed by its members, means one of those members;
- (c) in relation to any other firm, means an officer of the firm whose functions correspond to that of a director of a company.”.

## 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>(21)</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—

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

“(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(c), 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(**22**), 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.

(2) In section 1087(1) of the 2006 Act(**23**), 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);

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(22) 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).

(23) 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.

- (ii) regulation 17ZB of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009<sup>(24)</sup> (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<sup>(25)</sup>”;
- (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<sup>(26)</sup>, 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<sup>(27)</sup>, 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.
- (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.

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<sup>(24)</sup> S.I. 2009/1804. This regulation was inserted by S.I. 2024/234.

<sup>(25)</sup> 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.

<sup>(26)</sup> Section 1087ZA of the 2006 Act was omitted by section 82(3) of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

<sup>(27)</sup> Section 1087A of the 2006 Act was amended by section 52(3) of the 2023 Act.

(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(**28**), 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(**29**), 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(**30**), 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
- (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”.

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(28) Section 1090 of the 2006 Act was amended by section 89(4) of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

(29) Section 1091 of the 2006 Act was amended by section 89(5) of the 2023 Act.

(30) Section 1093 of the 2006 Act was amended by section 84 of the 2023 Act.



### **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(**31**), 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(**32**), 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. 2024/233) 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. 2024/234) 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))—

(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);

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

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

- (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. 2024/235) 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<sup>(33)</sup>, 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. 2024/236) 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)),
    - (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).

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<sup>(33)</sup> Section 1097B of the 2006 Act was inserted by section 106 of the Economic Crime and Corporate Transparency Act 2023.

(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<sup>(34)</sup>, 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—

#### **“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.

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<sup>(34)</sup> Section 1112 of the 2006 Act was amended by section 102(3) of the Economic Crime and Corporate Transparency Act 2023.

(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<sup>(35)</sup>, 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<sup>(36)</sup>, 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—

#### **“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”.”.

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<sup>(35)</sup> Section 1126 of the 2006 Act was amended by section 102(4) of the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”).

<sup>(36)</sup> Section 1140 of the 2006 Act was amended by section 108 of the 2023 Act.

## Chapter 9

### BUSINESS NAMES

#### Business names

46. After regulation 79 (minor definitions) insert—

#### “Business names

79A. Sections 1198A, 1198B and 1199A of the 2006 Act apply to LLPs, modified to read as follows—

#### “Name that an LLP has been required to change

1198A.—(1) Where a relevant direction has been given to an LLP to change its name, or it has been ordered under section 73 to change its name, the LLP must not carry on business in the United Kingdom under the name that it was directed or ordered to change, except as mentioned in subsection (2).

(2) Subsection (1) does not prevent the use by an LLP of a name if—

- (a) the period for complying with the direction or order has not yet expired,
- (b) the LLP complied with the direction or order and has since become registered with the name again following approval given under section 57B, or
- (c) the direction was given, or the order was made, before regulation 47 of the Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234) came into force.

(3) If an LLP uses a name in contravention of this section 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 to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.

(5) In this section—

“LLP” includes overseas LLP;

“relevant direction” means a direction under section 67, 75, 76, 76A or 76B, other than a direction under section 76B(1)(b) given on the basis that, at the time at which an LLP’s name was registered, the Secretary of State had proper grounds for forming the opinion mentioned in section 57A.

#### Name that another LLP has been required to change

1198B.—(1) Where a relevant direction has been given to an LLP to change its name, or it has been ordered under section 73 to change its name, another LLP must not carry on business in the United Kingdom under the name that the first LLP was directed or ordered to change if there is a person who has, or has had, a relevant relationship with both LLPs.

(2) Subsection (1) does not prevent the use by an LLP of a name if—

- (a) it is registered under the Limited Liability Partnerships Act 2000 by that name,
  - (b) the period for complying with the direction or order has not yet expired, or
  - (c) the direction was given, or the order was made, before regulation 47 of the Limited Liability Partnerships (Application of Company Law) Regulations 2024 (S.I. 2024/234) came into force.
- (3) For the purposes of subsection (1) it is irrelevant whether the person has, or has had, a relevant relationship with both LLPs at the same time.
- (4) For the purposes of this section a person has a “relevant relationship” with an LLP if the person is—
- (a) a person mentioned in section 2(1)(a) of the Limited Liability Partnerships Act 2000 in relation to the LLP, or
  - (b) an officer of the LLP.
- (5) If an LLP uses a name in contravention of this section an offence is committed by—
- (a) the LLP, and
  - (b) every designated member of the LLP who is in default.
- (6) A person guilty of an offence under this section is liable on summary conviction to a fine not exceeding level 3 on the standard scale and, for continued contravention, a daily default fine not exceeding one-tenth of level 3 on the standard scale.
- (7) In this section—
- “LLP” includes overseas LLP;
  - “relevant direction” means a direction under section 67, 75, 76A or 76B, other than a direction under section 76B(1)(b) given on the basis that, at the time at which an LLP’s name was registered, the Secretary of State had proper grounds for forming the opinion mentioned in section 57A.

#### **Exceptions based on national security etc**

**1199A.**—(1) The Secretary of State may, by written notice given to a person, provide that a prohibition imposed by section 1198A or section 1198B does not apply in relation to the carrying on of a business by that person under a name specified in the notice, if satisfied that to do so is necessary—

- (a) in the interests of national security, or
- (b) for the purposes of preventing or detecting serious crime.

(2) For the purposes of subsection (1)(b)—

- (a) “crime” means conduct which—
  - (i) constitutes a criminal offence, or
  - (ii) is, or corresponds to, any conduct which, if it all took place in any one part of the United Kingdom, would constitute a criminal offence, and
- (b) crime is “serious” if—

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

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- (i) the offence which is or would be constituted by the conduct is an offence for which the maximum sentence (in any part of the United Kingdom) is imprisonment for 3 years or more, or
- (ii) the conduct involves the use of violence, results in substantial financial gain or is conduct by a large number of persons in pursuit of a common purpose.””

29th February 2024

*Kevin Hollinrake*  
Parliamentary Under Secretary of State  
Department for Business and Trade



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## EXPLANATORY NOTE

*(This note is not part of the Regulations)*

The Limited Liability Partnerships Act 2000 (c. 12), provides for the creation of limited liability partnerships (“LLPs”) and for the making of regulations concerning them.

These Regulations amend provisions of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 (S.I. 2009/1804, “2009 Regulations”) which apply to LLPs provisions of the Companies Act 2006 (c. 46) (“the 2006 Act”).

The 2006 Act was significantly amended by the Economic Crime and Corporate Transparency Act 2023 (“the 2023 Act”). These Regulations introduce new provisions into the 2009 Regulations which apply provisions of the 2006 Act and the 2023 Act, as well as modifying the 2009 Regulations’ application of certain the 2006 Act’s provisions, so they apply to LLPs.

Part 1 of the Regulations contains general introductory provisions on citation, commencement and interpretation. The Regulations come into force when section 1 (the registrar’s objectives) of the 2023 Act comes into force.

Part 2 of the Regulations amends the Limited Liability Partnerships Act 2000. Changes in regulation 3 and 4 are consequential and supplemental to changes introduced by regulations 16 and 14.

Part 3 of the Regulations amends the 2009 Regulations.

Chapter 1 of this Part contains general introductory provisions.

Chapter 2 amends Part 3 of the 2009 Regulations (an LLP’s name) applying some provisions of Part 5 of the 2006 Act (a company’s name) to LLPs.

Chapter 3 amends Part 4 of the 2009 Regulations (an LLP’s registered office) applying provisions of Part 6 of the 2006 Act (a company’s registered office and email address) to LLPs.

Chapter 4 amends Part 5 of the 2009 Regulations (an LLP’s members) applying some provisions of Chapters 1 and 8 of Part 10 of the 2006 Act (a company’s directors) to LLPs.

Chapter 5 amends Part 8 of the 2009 Regulations (an LLP’s annual return) applying some provisions of Part 24 of the 2006 Act (annual confirmation of accuracy of information on register) to LLPs.

Chapter 6 introduces an amendment to Part 8A of the 2009 Regulations (an LLP’s register of people with significant control) applying provisions of Part 21A of the 2006 Act (information about people with significant control) to LLPs.

Chapter 7 amends Part 13 of the 2009 Regulations (dissolution and restoration to the register) applying some provisions of Part 31 of the 2006 Act (dissolution and restoration to the register) to LLPs.

Chapter 8 amends Part 15 of the 2009 Regulations (the registrar of companies) applying some provisions of Part 31 of the 2006 Act (the registrar of companies) to LLPs.

Chapter 9 inserts a new regulation 79A into the 2009 Regulations, applying some provisions of Part 41 of the 2006 Act (business names) to LLPs.

No impact assessment has been prepared in connection with these Regulations.