STATUTORY INSTRUMENTS

2024 No. 1078

LIMITED LIABILITY PARTNERSHIPS

The Limited Liability Partnerships (Application of Company Law) (No. 2) Regulations 2024

Made - - - -	*29th October 2024*
Laid before Parliament	*31st October 2024*
Coming into force in accordance with regulation 1(3).	

The Secretary of State makes these Regulations in exercise of the powers conferred by section 15(a) of the Limited Liability Partnerships Act 2000(**a**).

Citation and extent

1.—(1) These Regulations may be cited as the Limited Liability Partnerships (Application of Company Law) (No. 2) Regulations 2024.

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

(3) These Regulations come into force on the day section 70 (registrar's power to strike off company registered on false basis) of the Economic Crime and Corporate Transparency Act 2023(**b**) comes fully into force.

Interpretation

2. In these Regulations—

"the 2006 Act" means the Companies Act 2006(**c**);

"the 2009 Regulations" mean the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009(**d**);

"LLP" means a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000.

Amendments to 2009 Regulations

3. The 2009 Regulations are amended in accordance with regulations 4 to 8.

(**a**) 2000 c. 12.
(**b**) 2023 c. 56.
(**c**) 2006 c. 46.
(**d**) S.I. 2009/1804, amended by S.I. 2014/1602, 2015/1695, and 2024/234; there are other amending instruments but none are relevant.

Disqualified member

4. In regulation 17ZC of the 2009 Regulations(**a**) (disqualified member), in section 159A(2) of the 2006 Act (disqualified person cannot become a member of an LLP), as applied to LLPs by that regulation—

(a) in paragraphs (a)(i) and (b)(i) for "company" substitute "LLP";

(b) in paragraphs (a)(ii) and (b)(ii) omit "of companies".

Registrar's power to strike off LLP registered on false basis

5. After regulation 50 (registrar's power to strike off defunct LLP), insert—

"Registrar's power to strike off LLP registered on false basis

50A. Section 1002A applies to LLPs, modified so that it reads as follows—

"1002A. Power to strike off LLP registered on false basis

(1) The registrar may strike an LLP's name off the register if the registrar has reasonable cause to believe that—

(a) any information contained in the application for the registration of the LLP, or in any application for restoration of the LLP to the register, is misleading, false or deceptive in a material particular, or

(b) any statement made to the registrar in connection with such an application is misleading, false or deceptive in a material particular.

(2) In subsection (1) the reference to an application includes any documents delivered to the registrar in connection with the application.

(3) The registrar may not exercise the power in subsection (1) unless—

(a) the registrar has published a notice in the Gazette that, at the end of the period of 28 days beginning with the date of the notice, the name of the LLP mentioned in the notice will, unless cause is shown to the contrary, be struck off the register and the LLP will be dissolved, and

(b) the period mentioned in paragraph (a) has expired.

(4) If the registrar exercises the power in subsection (1), the registrar must publish a notice in the Gazette of the LLP's name having been struck off the register.

(5) On the publication of the notice in the Gazette the LLP is dissolved.

(6) However—

(a) the liability (if any) of every member of the LLP continues and may be enforced as if the LLP had not been dissolved, and

(b) nothing in this section affects the power of the court to wind up an LLP the name of which has been struck off the register.".".

Administrative restoration to the register

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

(**a**) Regulation 17ZC was inserted by S.I. 2024/234.

(2) For section 1024(1) of the 2006 Act(**a**) (application for administrative restoration to the register), as applied to LLPs by that regulation, substitute—

"(1) An application may be made to the registrar to restore to the register an LLP that has been struck off the register under—

(a) section 1000 or 1001 (power of registrar to strike off defunct company), or

(b) section 1002A (power to strike off LLP registered on false basis).".

(3) For section 1025(2) of the 2006 Act(**b**) (requirements for administrative restoration), as applied to LLPs by that regulation, substitute—

"(2) The first condition is that—

(a) in the case of an LLP struck off the register under section 1000 or 1001, the LLP was carrying on business or in operation at the time of its striking off;

(b) in the case of an LLP struck off the register under section 1002A, at the time of its striking off, the registrar did not have reasonable cause to believe the matter set out in section 1002A(1)(a) or (b).".

Restoration to the register by the court

7.—(1) Regulation 57 (restoration to the register by the court) is amended as follows.

(2) In section 1029(1)(c) of the 2006 Act(**c**) (application to court for restoration to the register), as applied to LLPs by that regulation, after sub-paragraph (i) insert—

"(ia) under section 1002A (power to strike off LLP registered on false basis), or".

(3) In section 1030(5) of the 2006 Act(**d**) (when application to the court may be made), as applied to LLPs by that regulation, in paragraph (a) after "defunct LLP)" insert "or section 1002A (power to strike off LLP registered on false basis)".

(4) In section 1031(1) of the 2006 Act(**e**) (decision on application for restoration by the court), as applied to LLPs by that regulation—

(a) after paragraph (a) insert—

"(aa) if the LLP was struck off the register under section 1002A (power to strike off LLP registered on false basis) and the court considers that, at the time of the striking off, the registrar did not have reasonable cause to believe the matter set out in section 1002A(1)(a) or (b);";

(b) in paragraph (c) for the words "other case" substitute "case (including a case falling within paragraph (a), (aa) or (b))".

Financial penalties

8. In regulation 73 (general provisions) of the 2009 Regulations, after section 1132 of the 2006 Act (production and inspection of documents where offence suspected), as applied to LLPs by that regulation, insert—

(**a**) Section 1024 of the Companies Act 2006 was amended by section 70(3) of the Economic Crime and Corporate Transparency Act 2023 (c. 56) ("the 2023 Act").

(**b**) Section 1025 of the Companies Act 2006 was amended by the 2023 Act. Relevant amendments were made by section 70(4).

(**c**) Section 1029 of the Companies Act 2006 was amended by section 70(6) of the 2023 Act.

(**d**) Section 1030(5) of the Companies Act 2006 was amended by section 70(7) of the 2023 Act.

(**e**) Section 1031 of the Companies Act 2006 was amended by section 70(8) of the 2023 Act.

"Financial penalties

1132A. Regulations 2 to 9 of the Economic Crime and Corporate Transparency Act 2023 (Financial Penalty) Regulations 2024 (S.I. 2024/445) apply to limited liability partnerships ("LLPs") with the modification that references in those Regulations to "relevant offence" mean—

(a) any offence in a provision of this Act as applied to LLPs with or without modifications by regulations made under section 15 of the Limited Liability Partnerships Act 2000 ("the 2000 Act"), other than Part 16 of this Act as so applied;

(b) any offence in an enactment other than this Act which is applied to LLPs with or without modifications by regulations made under section 15 of the 2000 Act; and

(c) any offence in the 2000 Act.".

Justin Madders
Parliamentary Under Secretary of State
Department for Business and Trade

29th October 2024

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").

Regulation 4 makes minor amendments to the application of section 159A(2) of the 2006 Act by regulation 17ZC of the 2009 Regulations (disqualified member).

Regulations 5 to 7 amend Part 13 of the 2009 Regulations by giving the registrar a power to strike off LLP registered on false basis.

Regulation 8 amends regulation 73 of the 2009 Regulations and applies section 1132A of the 2006 Act so as to allow the registrar to impose financial penalties on LLPs and their members in default for certain offences.

A full Impact Assessment has not been prepared for this instrument as no, or no significant, impact on the private, voluntary or public sector is foreseen.

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