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LIMITED LIABILITY PARTNERSHIPS (APPLICATION OF  
COMPANIES ACT 2014 AND INSOLVENCY ACT 2011)  
REGULATIONS 2016

Subsidiary  
2016/060

Subsidiary Legislation made under ss. 14 and 15.

**LIMITED LIABILITY PARTNERSHIPS (APPLICATION  
OF COMPANIES ACT 2014 AND INSOLVENCY ACT  
2011) REGULATIONS 2016**

(LN. 2016/060)

*Commencement*                      **24.3.2016**

Amending  
enactments

Relevant current  
provisions

Commencement  
date

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*In exercise of the powers conferred upon him by sections 14 and 15 of the Limited Liability Partnerships Act 2009, the Minister has made the following Regulations –*

**Title and commencement.**

1. These Regulations may be cited as the Limited Liability Partnerships (Application of Companies Act 2014 and Insolvency Act 2011) Regulations 2016 and come into operation on the day of publication.

**Interpretation.**

2. In these Regulations–

“2011 Act” means the Insolvency Act 2011;

“2014 Act” means the Companies Act 2014;

“limited liability partnership agreement”, in relation to a limited liability partnership, means any agreement express or implied between the members of the limited liability partnership or between the limited liability partnership and the members of the limited liability partnership which determines the mutual rights and duties of the

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members, and their rights and duties in relation to the limited liability partnership;

“shadow member”, in relation to limited liability partnerships, means a person in accordance with whose directions or instructions the members of the limited liability partnership are accustomed to act (but so that a person is not deemed a shadow member by reason only that the members of the limited partnership act on advice given by him in a professional capacity).

**Default provision for limited liability partnerships.**

3. The mutual rights and duties of the members and the mutual rights and duties of the limited liability partnership and the members shall be determined, subject to the provisions of the general law and to the terms of any limited liability partnership agreement, by the rules set out in Schedule 1.

**Expulsion.**

4. No majority of the members can expel any member unless a power to do so has been conferred by express agreement between the members.

**Application of the 2011 Act to limited liability partnerships.**

5.(1) Subject to subregulation (2), the following provisions of the 2011 Act shall apply to limited liability partnerships—

Parts 1, 2, 3, 4, 5, 6, 8, 9, 10, 11, 17, 18, 19 and 20 and Schedules 1 and 2.

(2) The provisions of the 2011 Act referred to in subregulation (1) shall apply to limited liability partnerships, except where the context otherwise requires, with the following modifications—

- (a) references to a company shall include references to a limited liability partnership;
- (b) references to a director or to an officer of a company shall include references to a member of a limited liability partnership;
- (c) references to a shadow director shall include references to a shadow member;

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- (d) references to the 2014 Act or to any of its provisions shall include references to provisions of the 2014 Act as they apply to limited liability partnerships by virtue of these Regulations;
- (e) references to the articles of association of a company, or to the memorandum and articles of association of a company, shall include references to the limited liability partnership agreement;
- (f) the modifications set out in Schedule 2; and
- (g) such further modifications as the context requires for the purpose of giving effect to that legislation as applied by these regulations.

(3) The forms in the Annex to the Notice of Specified Forms (and published as Legal Notice 202 of 2014) specified pursuant to section 1 and 492 of the 2011 Act shall apply to limited liability partnerships with the modifications set out in subregulation (2)(a) to (e) and such other modifications as the context requires, as they are applied to limited liability partnerships.

**Application of the 2014 Act to limited liability partnerships.**

6.(1) Subject to subregulation (2), the following provisions of the 2014 Act shall apply to limited liability partnerships–

sections 2, 69, 72, 73, 74, 75, 76, 145, 146, 147, 148, 152, 153, 164, 165, 166, 167, 168, 168A, 169, 170, 171, 172, 173, 174, 175, 176, 177, 179, 180, 182, 185, 186, 187, 188, 211, 212, 213, 214, 239, 260, 261, 262, 263, 264, 265, 266, 267, 268, 295, 296, 297, 298, 299, 300, 359, 360, 361, 362, 363, 364, 365, 366, 367, 368, 369, 370, 371, 372, 373, 374, 375, 376, 377, 378, 379, 380, 381, 382, 383, 384, 385, 386, 387, 388, 389, 390, 391, 392, 393, 394, 395, 396, 397, 398, 399, 400, 401, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 413, 414, 415, 416, 417, 418, 419, 420, 421, 422, 423, 424, 425, 426, 427, 428, 429, 430, 470, 472, 473, 474, 475, 476, 477, 478, 479, 480, 481, 482, 483, 484, 485, 487 and Schedules 5, 8, 23 and 24.

(2) The provisions of the 2014 Act referred to in subregulation (1) above shall apply to limited liability partnerships, except where the context otherwise requires, with the following modifications–

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- (a) references to a company shall include references to a limited liability partnership;
- (b) references to a director or to an officer of a company shall include references to a member of a limited liability partnership;
- (c) references to the 2011 Act or to any of its provisions shall include references to provisions of the 2011 Act as they apply to limited liability partnerships by virtue of these Regulations;
- (d) references to the articles of association of a company, or to the memorandum and articles of association of a company, shall include references to the limited liability partnership agreement;
- (e) the modifications set out in Schedule 3; and
- (f) such further modifications as the context requires for the purpose of giving effect to the 2014 Act as applied by these Regulations.

(3) The Registrar (as defined in the 2014 Act), with the prior approval of the Minister, must make publicly available, such forms as the Registrar requires for the purposes of ensuring the proper operation of the Limited Liability Partnerships Act 2009, any enactment made under that Act and the 2014 Act, as it applies to limited liability partnerships, and the Registrar may specify the manner that a form is to be delivered to him.

## SCHEDULE 1

### Regulation 3

1. All the members of a limited liability partnership are entitled to share equally in the capital and profits of the limited liability partnership.
2. The limited liability partnership must indemnify each member in respect of payments made and personal liabilities incurred by him—
  - (a) in the ordinary and proper conduct of the business of the limited liability partnership; or
  - (b) in or about anything necessarily done for the preservation of the business or property of the limited liability partnership.
3. Every member may take part in the management of the limited liability partnership.
4. No member shall be entitled to remuneration for acting in the business or management of the limited liability partnership.
5. No person may be introduced as a member or voluntarily assign an interest in a limited liability partnership without the consent of all existing members.
6. Any difference arising as to ordinary matters connected with the business of the limited liability partnership may be decided by a majority of the members, but no change may be made in the nature of the business of the limited liability partnership without the consent of all the members.
7. The books and records of the limited liability partnership are to be made available for inspection at the registered office of the limited liability partnership or at such other place as the members think fit and every member of the limited liability partnership may when he thinks fit have access to and inspect and copy any of them.
8. Each member shall render true accounts and full information of all things affecting the limited liability partnership to any member or his legal representatives.
9. If a member, without the consent of the limited liability partnership, carries on any business of the same nature as and competing with the limited liability partnership, he must account for and pay over to the limited liability partnership all profits made by him in that business.

**2009-06**

## Limited Liability Partnerships

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10. Every member must account to the limited liability partnership for any benefit derived by him without the consent of the limited liability partnership from any transaction concerning the limited liability partnership, or from any use by him of the property of the limited liability partnership, name or business connection.

SCHEDULE 2

Regulation 5

MODIFICATIONS TO INSOLVENCY ACT 2011

1. In section 2
  - (a) in subsection (1)–
    - (i) omit definitions of “director”; “directors” and “special resolution”;
    - (ii) in definition of “group”, for “any other company” substitute “any other entity;”;
    - (iii) in definition of “the Rules”, add to existing definition the words “with such modifications as the context requires where relevant to provisions of this Act, as they are applied to limited liability partnerships;”;
    - (iv) in definition of “Insolvency Practitioners Regulations” add to existing definition the words “with such modifications as the context requires where relevant to provisions of this Act, as they are applied to limited liability partnerships;”.
  - (b) in subsection (3) add after existing text: “For the avoidance of doubt, references to individual insolvency shall have no application to limited liability partnerships.”.
2. Omit section 3(2).
3. Omit section 5(1) and (2).
4. In section 7–
  - (a) in subsection (1) omit “or in the bankruptcy of an individual”;
  - (b) in subsections (1)(a) and (b) omit “or individual”;
  - (c) in subsection (3) omit “or in the bankruptcy of an individual”.
5. Omit section 8(1)(a).

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6. Omit section 9(1)(b).
7. Omit section 10(2).
8. In section 12(1)(a) for “the directors of a company” substitute “the limited liability partnership”.
9. In section 15(1) for “the directors” substitute “the limited liability partnership” and add after those words “but where a proposal is made under (a) or (b) above it must also be made to the limited liability partnership”.
10. In section 16–
  - (a) in subsection (1) for “directors of a company” substitute “limited liability partnership”;
  - (b) in subsection (1)(a) for “they believe” substitute “the members believe”;
  - (c) in subsection (1)(b) for “they have passed” substitute “the members have passed”;
  - (d) in subsection (2) for “a director” substitute “a member”.
11. In section 17–
  - (a) in subsection (1) for “the directors shall provide” substitute “the designated members shall provide”;
  - (b) in subsection (2) for “the directors” substitute “the limited liability partnership”;
  - (c) in subsection (3) for “the directors” substitute “the limited liability partnership”.
12. In section 21–
  - (a) in subsection (1)(c)–
    - (i) for “appointed by the directors” substitute “appointed by the limited liability partnership”, and
    - (ii) for “the directors” substitute “the limited liability partnership”;



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- (b) in subsection (1)(d) for “appointed by the directors of a company” substitute “appointed by the limited liability partnership”;
  - (c) in subsection (2) for “appointed by the directors” substitute “appointed by the limited liability partnership”.
13. In section 22–
- (a) in subsection (1) for “directors of a company” substitute “limited liability partnership”;
  - (b) in subsection (2) for “directors of a company” substitute “limited liability partnership”.
14. In section 24(1) omit “or other officer”.
15. In section 25(1) omit “and director”.
16. In section 25–
- (a) in subsection (2) for “director or other officer” substitute “member”;
  - (b) omit subsection (3).
17. In section 26(2)(b) for “the directors” substitute “the limited liability partnership”.
18. In section 27(4) for “directors of a company” substitute “limited liability partnership”.
19. In section 37(1) for “the directors” substitute “the limited liability partnership”.
20. In section 39–
- (a) in subsection (2)(a) for “by the directors of the company” substitute “by the limited liability partnership”;
  - (b) in subsection (2)(b) for “by the directors of the company” substitute “by the limited liability partnership”.
21. In section 40(2) for “by a creditor, director or member of the company” substitute “by a creditor or member of the limited liability partnership”.

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22. In section 41(4) for “directors” substitute “limited liability partnership”.
23. In section 43(1) for “An officer” substitute “A member”.
24. In section 56(1) omit subsection (b).
25. For section 66(1)(g) substitute—
  - “(g) no alteration may be made in the status of the members of the limited liability partnership, whether by way of an amendment of the limited liability partnership agreement or otherwise, except with the leave of the Court;”.
26. In section 71 omit subsection 2(a) and (b).
27. In section 73—
  - (a) in subsection (1) for “the directors and other officers of the company remain in office and their powers, functions and duties continue” substitute “the powers, functions and duties of the members continue”;
  - (b) in subsection (3) omit “or other officers”.
28. For section 99(1)(b)(ii) substitute—
  - “(ii) a member of the limited liability partnership or of a related company or limited liability partnership;”.
29. Omit section 106(3)(b).
30. In section 119(2)(a) omit “its directors”.
31. In section 134 omit—
  - (a) “or an individual in bankruptcy”; and
  - (b) “and in the case of an individual, his bankruptcy”.
32. In section 136 omit subsections (1)(b) and (1)(e)(iii).
33. In section 138—
  - (a) in subsection (1) omit “or the bankruptcy of an individual”;

- (b) in subsections (3) and (4) omit “or the bankruptcy trustee”;
  - (c) in subsection (4)(b) omit “or the trustee”.
34. In section 139(1) omit “or the bankruptcy of an individual”.
35. In section 143(3) omit “or for a bankruptcy order, as the case may be”.
36. In section 146–
- (a) in subsection .(1) for “special resolution” substitute “resolution”;
  - (b) in subsection (2) for “special resolution has been passed by reason of the Official Receiver exercising votes attached to shares in the company of-” substitute “resolution has been passed by reason of the Official Receiver exercising votes which he is entitled to exercise of -”;
  - (c) for subsection (2)(a) substitute–
    - “(a) another company, or a limited liability partnership or an unregistered company of which the Official Receiver is liquidator;”;
  - (d) after subsection (2)(a) insert–

“and the reference in paragraph (a) to “unregistered company” shall be read as a reference to “unregistered company” notwithstanding any other provision of this Act.
  - (e) omit subsection (2)(b)
37. In section 149–
- (a) for subsection (1) substitute–
    - “(1) The Court may appoint the Official Receiver or an eligible insolvency practitioner as the liquidator of a limited liability partnership if–
      - (a) the limited liability partnership has determined that the limited liability partnership be wound up by the court;

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- (b) the limited liability partnership does not commence its business within a year from its incorporation or suspends its business for a whole year;
- (c) the number of members is reduced below two;
- (d) the limited liability partnership is insolvent;
- (e) the Court is of the opinion that it is just and equitable that the limited liability partnership shall be wound up; or
- (f) the Court is of the opinion that it is in the public interest for a liquidator to be appointed.”;

(b) in subsection (2) for “subsection (1)(d)” substitute “subsection (1)(f)”.

38. Omit section 150(1)(d) and (e).

39. Omit section 152(2) and (3).

40. In section 161(2) omit “or a director”.

41. In section 165-

(a) for subsection (1)(b) substitute–

“(b) the members cease to have any powers, functions or duties other than those required or permitted under this Part or authorised by the liquidator;”;

(b) for subsection (1)(c)(iii) substitute–

“(iii) no alteration may be made in the status of the members of the limited liability partnership, whether by way of an amendment of the limited liability partnership agreement or otherwise;”;

(c) omit subsection (1)(d).

42. In section 168(4)(a)(i) omit “special”.

43. In section 171. for “a director, member or creditor” substitute “a member or creditor”.
44. In section 187–
- (a) for subsection (1)–
    - “(1) Unless the limited liability partnership agreement provides that the liability of a member is unlimited, the liability of a members under section 186 is limited to any liability expressly provided for in the limited liability partnership agreement.”;
  - (b) in subsection (2)(b) omit “including a contract for the issue of shares”.
45. Omit section 189.
46. Omit section 190.
47. Omit section 195(4).
48. In section 196(3) for “any company, limited or unlimited,” substitute “any limited liability partnership.”.
49. In section 199(1) omit “whether by way of dividend, profits, redemption proceeds or otherwise.”.
50. Omit section 218(1) (a).
51. Omit section 240(2)(a).
52. In section 242(1) for “or a connected company” substitute “or a connected entity”.
53. In section 242–
- (a) in subsection (2) for “or a connected company” substitute “or a connected entity”;
  - (b) in subsection (3)(b) for “or a connected company” substitute “or a connected entity”.
54. After section 254 insert–

**“Adjustment of withdrawals.**

254A.(1) This section has effect in relation to a person who is or has been a member of a limited liability partnership where, in the course of winding up of that limited liability partnership, it appears that subsection (2) of this section applies in relation to that person.

(2) This subsection applies in relation to a person it—

(a) within a period of two years ending with the appointment of a liquidator, he was a member of the limited liability partnership who withdrew property of the limited liability partnership, whether in the form of a share of profits, salary, repayment of or payment of interest on a loan to the limited liability partnership or any other withdrawal of property, and

(b) it is proved by the liquidator to the satisfaction of the court that at the time of the withdrawal he knew or had reasonable ground for believing that the limited liability partnership—

(i) was at the time of the withdrawal insolvent within the meaning of this Act, or

(ii) would become insolvent after the assets of the limited liability partnership had been depleted by that withdrawal take together with all other withdrawals (if any) made by any members contemporaneously with that withdrawal or in contemplation when that withdrawal was made.

(3) Where this section has effect in relation to any person the court, on the application of the liquidator, may declare that that person is to be liable to make such contribution (if any) to the limited liability partnership’s assets as the court thinks proper.

(4) The court shall not make a declaration in relation to any person the amount of which exceeds the aggregate of the amounts or values of all the withdrawals referred to in subsection (2) made by that person within the period of two years referred to in that subsection.

- (5) The court shall not make a declaration under this section with respect to any person unless that person knew or ought to have concluded that after each withdrawal referred to in subsection (2) there was no reasonable prospect that the limited liability partnership would avoid going into insolvent liquidation.
- (6) For the purposes of subsection (5) the facts which a member ought to know or ascertain and the conclusions which he ought to reach are those which would be known, ascertained, or reached by a reasonably diligent person having both—
- (a) the general knowledge, skill and experience that may reasonably be expected of a person carrying out the same functions as are carried out by that member in relation to the limited liability partnership, and
  - (b) the general knowledge, skill and experience that that member has.
- (7) For the purposes of this section a limited liability partnership goes into insolvent liquidation if it goes into liquidation at a time when its assets are insufficient for the payment of its debts and other liabilities and the expenses of the winding up.
- (8) In this section “member” includes a shadow member.
- (9) This section is without prejudice to section 260.”.

55. For section 270(f) substitute—

- “(f) in the case of a voluntary liquidator, any failure to comply with the requirements of the Companies Act.”.

56. In section 453, in the definition “office holder” omit paragraphs (b) and (c).

57. In section 454—

- (a) in subsection (1) omit reference to “or of a bankrupt”;
- (b) omit subsection (1)(d);
- (c) in subsection (3)(a)(ii) omit “; and”;

(d) omit subsection (3)(b).

58. For section 455(1)(a) substitute-

“(a) in the case of an administrator or a liquidator appointed by the Court, with the Court; or”.

59. In section 457-

(a) in subsection (1) omit “or bankrupt”;

(b) in subsection (1)(b) omit “or bankruptcy”.

60. For section 460(3)(a) substitute-

“(a) in the case of an administrator or a liquidator appointed by the Court, with the Court; or”.

61. In section 464-

(a) in subsection (1)(b) for “liquidator or bankruptcy trustee” substitute “or liquidator”;

(b) in subsection (2) for “liquidator or bankruptcy trustee” substitute “or liquidator”;

(c) omit subsection (3)(b).

62. In section 465-

(a) in subsection (1) for “liquidator or bankruptcy trustee” substitute “or liquidator”;

(b) in subsection (5) for “liquidator or bankruptcy trustee” substitute “or liquidator”.

63. In section 466(1)(a), (b), (c) and (f) for “liquidator or bankruptcy trustee” substitute “or liquidator” on each occasion those words appear.

64. For section 473(a) substitute-

“(a) a reference to the liquidator, provisional liquidator, receiver or supervisor includes the Official Receiver when acting in that capacity; and”.



65. Omit section 476(1)(e) and (f).

66. Omit section 485(1)(d)(ii).

67. Omit section 485(3).

68. For section 490(1) substitute—

“(1) Where this Act provides for the appointment of a supervisor, administrator, receiver, liquidator, or provisional liquidator, 2 or more persons may be jointly appointed to the relevant office.”.

69. In section 494(1) omit “a bankrupt or an individual debtor”.

70. For section 496 substitute—

“496. Unless the context otherwise requires, the Insolvent Partnership Regulations 2014 shall not apply to limited liability partnerships.”.

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**SCHEDULE 3**

Regulation 6

**MODIFICATIONS TO COMPANIES ACT 2014**

1. For section 2(1) substitute-

“2.(1)In this Part, unless the context otherwise requires,-

“annual return” means the return required to be made under section 188;

“the Commission” means the Financial Services Commission established under the Financial Services Commission Act;

“the Court”, used in relation to an limited liability partnership, means the Supreme Court;

“debenture” includes debenture stock, bonds and any other securities of an limited liability partnership whether constituting a charge on the assets of the limited liability partnership or not;

“document” includes summons, notice, order and other legal process and registers;

“Insolvency Act” means the Insolvency Act 2011;

“liquidator” includes a liquidator appointed under the Insolvency Act and a voluntary liquidator;

“the Minister” means the Minister responsible for finance;

“proper books of account” means such books or accounts as are necessary to exhibit and explain the transactions and financial position of the trade or business of the limited liability partnership and includes books containing entries from day to day of all cash received and cash paid and any contracts, invoices or other underlying documentation significant to the trade or business of the limited liability partnership. If the limited liability partnership’s business involves dealing

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in goods, this also includes statements of annual stocktaking and, except in the case of goods sold by way of ordinary retail trade, statements of all goods sold and purchased showing sufficient detail to enable those goods, buyers and sellers to be identified;

“Registrar” means the Registrar of Companies;

“subsidiary”, except in the expression “subsidiary undertaking”, shall be construed in accordance with subsections (4) and (5);

“voluntary liquidation” means the liquidation of a limited liability partnership under Part X;

“voluntary liquidator” means a liquidator appointed under Part X.”.

2. In section 69(1) for “the company may after that date” substitute “the members may after that date”.

3. After section 72(1) insert-

“(1A)This is without prejudice to section 8 of the Limited Liability Partnerships Act 2009 (members as agents).”.

4. For section 73(2) to (7) substitute-

“(2) A document is validly executed by a limited liability partnership if it is signed on behalf of the limited liability partnership –

(a) by two members duly authorised to execute it, or

(b) by an authorised member of the limited liability partnership in the presence of a witness who attests the signature.

(3) A document signed in accordance with subsection (2) and expressed, in whatever words, to be executed by the limited liability partnership has the same effect as if executed under the common seal of the limited liability partnership.

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- (4) In favour of a purchaser a document is deemed to have been duly executed by a limited liability partnership if it purports to be signed in accordance with subsection (2).

A “purchaser” means a purchaser in good faith for valuable consideration and includes a lessee, mortgagee or other person who for valuable consideration acquires an interest in property.

- (5) Where a document is to be signed by a person on behalf of more than one limited liability partnership, or on behalf of an limited liability partnership and a company, it is not duly signed by that person for the purposes of this section unless he signs it separately in each capacity.
- (6) References in this section to a document being (or purporting to be) signed by a member are to be read, in a case where that member is a firm, as references to its being (or purporting to be) signed by an individual authorised by the firm to sign on its behalf.
- (7) This section applies to a document that is (or purports to be) executed by an limited liability partnership in the name of or on behalf of another person whether or not that person is also an limited liability partnership.”.

5. Omit section 145(2).

6. Omit section 146(4).

7. For section 147(2)(e) substitute—

“(e) provide for the purchase of the interest of any members of the limited liability partnership by other members.”.

8. For section 152 substitute—

“152.(1) Subject to subsection (2) notwithstanding anything in limited liability partnership agreement, it shall not be lawful for the limited liability partnership to register a transfer of debentures of the limited liability partnership unless a proper instrument of transfer has been delivered to the limited liability partnership.

(2) Nothing in subsection (1) shall prejudice any power of the limited liability partnership to register as debenture holder any

person to whom the right to any debentures of the limited liability partnership has been transmitted by operation of law.

- (3) If a limited liability partnership refuses to register a transfer of debentures, the limited liability partnership shall, within 2 months after the date on which the transfer was lodged with the limited liability partnership, send to the transferee notice of the refusal.
- (4) If default is made in complying with subsection (3), the limited liability partnership and every member or other officer of the limited liability partnership who is knowingly a party to the default shall be guilty of an offence and liable on summary conviction to a fine of one half of the amount at level 1 on the standard scale for every day during which default continues.”.

9. In section 164—

- (a) for subsections (1) and (2) substitute—

“(1) Every register of holders of debentures of a limited liability partnership shall, except when duly closed, be open to the inspection of the registered holder of any such debentures and any member of the limited liability partnership, but subject to such reasonable restrictions as may be imposed by the limited liability partnership agreement.

- (2) For the purposes of subsection (1), a register shall be deemed to be duly closed if closed in accordance with provisions contained in the limited liability partnership agreement or in the debentures, but the register shall not be closed for more than 30 days in any year.”

- (b) in subsection (3) omit “and every holder of shares”.

10. Omit section 168(8) to (11).

11. In section 179(2) for “the company and every officer of the company who is in default” substitute “the limited liability partnership and every member of the limited liability partnership who is in default”.

12. In section 180-

- (a) omit subsection (1)(d) and (e) and the tailpiece;

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- (b) in subsection 180(3) for “officer of a company” substitute “member of a limited liability partnership”.

13. For section 182 substitute–

“182.(1) Every limited liability partnership shall keep in one or more books a register of its members.

- (2) The register must contain the required particulars (see section 182(3) and 182(4)) of each person who is a member of the limited liability partnership.

- (3) A limited liability partnership’s register of members must contain the following particulars in the case of an individual–

- (a) name and any name by which the individual was formerly known for business purposes;
- (b) the country or state in which he is usually resident;
- (c) date of birth;
- (d) whether he is a designated member.

- (4) A limited liability partnership’s register of members must contain the following particulars in the case of a body corporate, or a firm that is a legal person under the law by which it is governed –

- (a) corporate or firm name;
- (b) registered or principal office;
- (c) in the case of an EEA company to which the First Company Law Directive (68/151/EEC) applies, particulars of–
  - (i) the register in which the company file mentioned in Article 3 of that Directive is kept (including details of the relevant state), and
  - (ii) the registration number in that register;
- (d) in any other case, particulars of–

- (i) the legal form of the company or firm and the law by which it is governed, and
  - (ii) if applicable, the register in which it is entered (including details of the state) and its registration number in that register;
- (e) whether it is a designated member.
- (5) If default is made in complying with this section, the limited liability partnership and every member of the limited liability partnership who is in default shall be guilty of an offence and liable on summary conviction to a default fine.”.

14. For section 188 substitute—

- “188.(1) Every limited liability partnership shall deliver to the Registrar successive annual returns each of which is made up to a date not later than the date which is from time to time the limited liability partnership’s “return date”, that is—
- (a) the anniversary of the limited liability partnership’s incorporation, or
  - (b) if the limited liability partnership’s last return delivered in accordance with this section was made up to a different date, the anniversary of that date.
- (2) Each return shall—
- (a) be in the form prescribed in Schedule 5;
  - (b) contain the information required by this Act;
  - (c) be signed by a designated member of the limited liability partnership; and
  - (d) be delivered to the registrar within 30 days after the date to which it is made up.
- (3) Every annual return must state the date to which it is made up and contain the following information—

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**LIMITED LIABILITY PARTNERSHIPS (APPLICATION OF  
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- (a) the address of the limited liability partnership's registered office;
  - (b) the particulars of the members of the limited liability partnership required to be entered in the register of members by sections 182(3) and 182(4) of this Act.
- (4) If default is made in complying with this section, the limited liability partnership and every member of the limited liability partnership who is in default shall be guilty of an offence and liable on summary conviction to a default fine.
- (5) The references in this section to a return being delivered "in accordance with this Act" are to a return with respect to which all of the requirements of subsection (2) are complied with."

15. In section 213(2) for "as the company may direct in general meeting" substitute "as the limited liability partnership may resolve".

16. For section 239(1) substitute—

- "(1) Members must maintain proper books of account with respect to—
- (a) all sums of money received and expended by the limited liability partnership and the matters in respect of which the receipt and expenditure takes place;
  - (b) all sales and purchases of goods by the limited liability partnership; and
  - (c) the assets and liabilities of the limited liability partnership,

for a period of 5 years."

17. In section 264—

- (a) in subsection (2) omit "private";
- (b) in subsection (2)(a), (b) and (c) for "by the company" substitute "by the members of the limited liability partnership" on each occasion those words appear;
- (c) omit subsection (3);



(d) in subsection (5) for “an ordinary resolution” substitute “a resolution”.

18. In section 268(4)(a) omit “, where that undertaking is not a company,”.

19. For sections 295 to 300 substitute—

**“Application of sections 296 to 300.**

295. The provisions of sections 296 to 300 apply where a compromise or arrangement is proposed between an limited liability partnership and—

- (a) its creditors, or any class of them, or
- (b) its members, or any class of them.

**Court order for holding of a meeting.**

296.(1) The court may, on an application under this section, order a meeting of the creditors or class of creditors, or of the members of the limited liability partnership or class of members (as the case may be), to be summoned in such manner as the court directs.

(2) An application under this section may be made by—

- (a) the limited liability partnership,
- (b) any creditor or member of the limited liability partnership,
- (c) if the limited liability partnership is being wound up, the liquidator, or
- (d) if the limited liability partnership is in administration, the administrator.

**Statement to be circulated or made available.**

297.(1) Where a meeting is summoned under section 296—

- (a) every notice summoning the meeting that is sent to a creditor or member must be accompanied by a statement complying with this section, and

## Limited Liability Partnerships

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- (b) every notice summoning the meeting that is given by advertisement must either—
  - (i) include such a statement, or
  - (ii) state where and how creditors or members entitled to attend the meeting may obtain copies of such a statement.
- (2) The statement must—
  - (a) explain the effect the compromise or arrangement; and
  - (b) in particular, state—
    - (i) any material interests of the members of the limited liability partnership, whether as members or as creditors of the limited liability partnership or otherwise, and
    - (ii) the effect on those interests of the compromise or arrangement, in so far as it is different from the effect on the like interests of other persons.
- (3) Where the compromise or arrangement affects the rights of debenture holders of the limited liability partnership, the statement must give the like explanation as respects the trustees of any deed for securing the issue of the debentures as it is required to give as respects the limited liability partnership's members.
- (4) Where a notice given by advertisement states that copies of an explanatory statement can be obtained by creditors or members entitled to attend the meeting, every such creditor or members is entitled, on making application in the manner indicated by the notice, to be provided by the limited liability partnership with a copy of the statement free of charge.
- (5) Subject to subsection (7) below, if an limited liability partnership makes default in complying with any requirement of this section, an offence is committed by—
  - (a) the limited liability partnership, and

- (b) every member of the limited liability partnership who is in default.
- (6) For this purpose the following are treated as members of the limited liability partnership—
  - (a) a liquidator or administrator of the limited liability partnership, and
  - (b) a trustee of a deed for securing the issue of debentures of the limited liability partnership.
- (7) A person is not guilty of an offence under this section if he shows that the default was due to the refusal of a member or trustee for debenture holders to supply the necessary particulars of his interests.
- (8) A person guilty of an offence under this section is liable—
  - (a) on conviction on an indictment, to a fine;
  - (b) on summary conviction, to a fine not exceeding the statutory maximum.

## **Duty of members and trustees to provide information.**

298.(1) It is the duty of—

- (a) any member of the limited liability partnership; and
- (b) any trustee for its debenture holders,

to give notice to the limited liability partnership of such matters relating to himself as may be necessary for the purposes of section 297.

- (2) Any person who makes default in complying with this section commits an offence.
- (3) A person guilty of an offence under this section shall be liable on summary conviction to a fine not exceeding level 3 on the standard scale.

## **Court sanction for compromise or arrangement.**

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- 299.(1) If a majority in number representing 75% in value of the creditors or class of creditors or members or class of members (as the case may be), present and voting either in person or by proxy at the meeting summoned under section 296, agree a compromise or arrangement, the court may, on an application under this section, sanction the compromise or arrangement.
- (2) An application under this section may be made by—
- (a) the limited liability partnership,
  - (b) any creditor or member of the limited liability partnership,
  - (c) if the limited liability partnership is being wound up, the liquidator, or
  - (d) if the liquidator is in administration, the administrator.
- (3) A compromise or agreement sanctioned by the court is binding on—
- (a) all creditors or the class of creditors or on the members or class of members (as the case may be), and
  - (b) the limited liability partnership or, in the case of an limited liability partnership in the course of being wound up, the liquidator and contributories of the limited liability partnership.
- (4) The court's order has no effect until a copy of it has been delivered to the registrar.
- (5) A limited liability partnership in relation to which an order is made under this section must cause a copy of the order to be delivered to the Registrar within 7 days after its making.

**Power of court to facilitate reconstruction or amalgamation.**

- 300.(1) This section applies where application is made to the court under section 299 to sanction a compromise or arrangement and it is shown that—
- (a) The compromise or arrangement is proposed for the purposes of, or in connection with, a scheme for the

reconstruction of any limited liability partnership or limited liability partnerships, or the amalgamation of any two or more relevant bodies corporate (where one or more of them is an limited liability partnership); and

- (b) under the scheme the whole or any part of the undertaking or the property of any limited liability partnership concerned in the scheme (“a transferor limited liability partnership”) is to be transferred to another relevant body corporate (“the transferee body corporate”).
- (2) The court may, either by the order sanctioning the compromise or arrangement or by a subsequent order, make provision for all or any of the following matters—
- (a) the transfer to the transferee body corporate of the whole or any part of the undertaking and of the property or liabilities of any transferor limited liability partnership;
  - (b) the allotting or appropriation by the transferee body corporate of any shares, debentures, policies or other like interests in that body corporate which under the compromise or arrangement are to be allotted or appropriated by that body corporate to or for any person;
  - (c) the continuation by or against the transferee body corporate of any legal proceedings pending by or against any transferor limited liability partnership;
  - (d) the dissolution, without winding up, of any transferor limited liability partnership;
  - (e) the provision to be made for any persons who, within such time and in such manner as the court directs, dissent from the compromise or arrangement;
  - (f) such incidental, consequential and supplemental matters as are necessary to secure that the reconstruction or amalgamation is fully and effectively carried out.
- (3) If an order under this section provides for the transfer of property liabilities—

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- (a) the property is by virtue of the order transferred to, and vests in, the transferee body corporate; and
  - (b) the liabilities are, by virtue of the order, transferred to and become liabilities of that body corporate.
- (4) The property, if the order so directs, vests freed from any charge that is by virtue of the compromise or arrangement to cease to have effect.
- (5) Every limited liability partnership in relation to which an order is made under this section must cause a copy of the order to be delivered to the Registrar within 7 days after its making.
- (6) If default is made in complying with subsection (5) an offence is committed by—
- (a) the limited liability partnership; and
  - (b) every member of the limited liability partnership who is in default.
- (7) A person guilty of an offence under subsection (6) shall be 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.”.
20. In section 360(2) for “a director of the company” substitute “a member of the limited liability partnership”.
21. For section 362(1) substitute—
- “(1) Where it is proposed to appoint a voluntary liquidator under this Part, the members of a limited liability partnership, or in the case of a limited liability partnership having more than two members, the majority of them, shall make a statutory declaration of solvency in accordance with subsection (2)”.
22. For section 364(1) substitute—
- “(1) Subject to section 365, a limited liability partnership may appoint a person eligible to act under Section 360 as the voluntary liquidator of the limited liability partnership in the manner provided for in the limited liability partnership

agreement or, in the absence of such provision, by resolution passed by a majority of members at a meeting of members at which more than half of all members are present.”

23. For section 370(2)(b) substitute—

“(b) the members shall cease to have any powers, functions or duties other than those required or permitted under this Part or authorised by the voluntary liquidator.”

24. For section 371 substitute—

“371. Any alteration in the status of the members of the limited liability partnership, made after the commencement of a voluntary liquidation, shall be void.”

25. In section 374(4) for “special resolution” substitute “resolution”.

26. In section 377(2)(a) for “special resolution” substitute “resolution”.

27. For section 380 substitute—

“380.(1) If a vacancy occurs by death, resignation or otherwise in the office of voluntary liquidator, then, subject to any arrangement with the limited liability partnership’s creditors, the members may fill the vacancy in the manner provided for in the limited liability partnership agreement or, in the absence of such provision, by resolution passed by a majority of members at a meeting of members at which more than half of all members are present.

(2) If for any cause there is no voluntary liquidator acting, the Court may appoint a voluntary liquidator.”

28. For section 381 substitute—

“381.(1) The voluntary liquidator of a limited liability partnership may be removed only—

(a) by an order of the Court, for cause shown; or

(b) in the manner provided for in the limited liability partnership agreement or, in the absence of such provision, by resolution passed by a majority of

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members at a meeting of members at which more than half of all members are present.

- (2) If a voluntary liquidator removed under subsection (1) is the sole voluntary liquidator, the Court or the meeting of members shall appoint a replacement voluntary liquidator at the same time as the sole voluntary liquidator is removed.”.

29. For section 382(5) substitute—

- “(5) Where the voluntary liquidator of a limited liability partnership intends to resign on one of the grounds referred to in subsection (3) or under subsection (4), he shall call a meeting of the members of the limited liability partnership for the purposes of receiving his resignation.”.

30. In section 384—

- (a) for subsection (1) substitute—

“384.(1) Where a limited liability partnership is proposed to be, or is in course of being, voluntarily liquidated, and the whole or part of its business or property is proposed to be transferred or sold to another limited liability partnership or company, whether a company within the meaning of this Act or not (in this section referred to as “the transferee company”) the voluntary liquidator of the limited liability partnership (in this section referred to as “the transferor limited liability partnership”) with the sanction of a resolution of the limited liability partnership, conferring either a general authority on the voluntary liquidator or an authority in respect of any particular arrangement,

- (a) may receive in compensation or part compensation for the transfer or sale, shares, policies or other like interests in the transferee company, for distribution among the members of the transferor limited liability partnership; or
- (b) may enter into any other arrangement whereby the members of the transferor limited liability partnership may, in lieu of receiving cash, shares, policies, or other like interests, or in



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addition to that, participate in the profits of or receive any other benefit from the transferee company.”;

- (b) in subsection (3)–
  - (i) for “transferor company” substitute “transferor limited liability partnership”, and
  - (ii) for “special resolution” substitute “resolution”;
- (c) in subsections (4) and (5) for “special resolution” substitute “resolution”.

31. In section 387(1) omit “, whether by way of dividend, profits, redemption proceeds or otherwise,”.

32. For section 396(2) substitute–

“(2) An application under this section may be made by the voluntary liquidator, a member or a creditor of the limited liability partnership.”.

33. In section 397(1) for “a general meeting of the company” substitute “a meeting of the members of the limited liability partnership”.

34. In section 398–

(a) in subsection (1) for “a person who, being a past or present director, manager or other officer of a company” substitute “a person who, being a past or present member of an limited liability partnership”;

(b) for subsection (4) substitute–

“(4) For the purposes of this section, “member” includes any person in accordance with whose directions or instructions the members of an limited liability partnership have been accustomed to act.”.

35. In section 399 “A director, manager or other officer, or member of any company” substitute “A member of any limited liability partnership”.

36. In section 400 for “a director, manager or other officer of a company” substitute “a member of an limited liability partnership”.

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37. In section 401(1) for “every director, manager or other officer of the company” substitute “every member of the limited liability partnership”.

38. In section 402. for “any past or present director, manager or liquidator, or any officer of the company” substitute “any past or present member of the limited liability partnership” and for “director, manager, liquidator or officer” substitute “or any member of the limited liability partnership”.

39. In section 403(1) and (3)(a) for “any past or present director, manager or other officer or any member of the company” substitute “any past or present member of the limited liability partnership”.

40. In section 405(1)(c) for “extraordinary resolution” substitute “resolution”.

41. In section 411(1) omit “, other than a public limited company,”.

42. In section 412(5)(a) for “every director, managing officer and member of the company” substitute “every member of the limited liability partnership”.

43. In section 413–

(a) for subsection (2)(a) substitute–

“(a) must be made on the limited liability partnership’s behalf in writing by one or more of its members acting pursuant to a resolution of its members;”.

(b) for subsection (5)(a) substitute–

“(a) the liability (if any) of every member of the limited liability partnership shall continue and may be enforced as if the limited liability partnership had not been dissolved; and”.

44. In section 430–

(a) for subsection (1)(c) substitute–

“(c) any return relating to a limited liability partnership’s register of members, or notification of a change among its members;”;

# Limited Liability Partnerships

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(b) omit subsection (1)(j) and (k).

45. In section 476(a) for “a limited company” substitute “a limited liability partnership”.

46. For section 477(2) substitute—

“(2) The persons to whom this section applies are persons acting in a particular capacity in relation to an limited liability partnership, namely—

(a) the members of an limited liability partnership; and

(b) persons employed by an limited liability partnership as auditors, whether they are or are not officers of the limited liability partnership.”.

47. For Schedule 5 substitute—

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**Form of Annual Return of a Limited Liability Partnership In  
accordance with Section 188 of the Companies Act 2014 as applied by  
the Limited Liability Partnerships (Application of Companies Act 2014  
and Insolvency Act 2011) Regulations 2016**

LLP Number

LLP Name

Annual Return made up to the

day of

The address of the Registered Office of the LLP is situated at:-

Total  
amount of

Indebtedness of the LLP in respect of all Mortgages and Charges of the kind which are required to be registered with the Registrar of Companies, in accordance with the Companies Act as applied by the Limited Liability Partnerships (Application of Companies Act 2014 and Insolvency Act 2011) Regulations 2016:-

State Amount \_\_\_\_\_

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Presented by	Name
	Address
	Tel
	e-mail

## Particulars of the Members of

**LLP Name**

**at the date of the Annual Return**

## Members of the LLP

The following should include details of the LLP members at the date to which this annual return is made up.

For a **member** who is an individual, go to **Section A**.

For a **corporate member**, go to **Section B**.

**Signature**

\_\_\_\_\_  
Write Name in Full  
Designated Member

**SECTION A  
Individual Member Details**

**Print as many pages as  
needed**

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Please use this section to list all  
the individual members of the  
LLP.

Title	Date of Birth <span style="color: red;">dd mm yyyy</span>
Present Forename (s)	Any Former Forename (s)
Present Surname	Any Former Surname (s)
<b>Address</b>	
Building name/number	_____
Street	_____
Town	_____
Region or State	_____
Postcode	_____
Country	_____
Nationality	Nationality of Origin
<b>Designated member?</b> (Please tick)	Yes <input type="checkbox"/> No <input type="checkbox"/>

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**Print as many pages as needed**

## SECTION B

### Corporate Member Details

Please use this section to list all the corporate members of the LLP.

<b>Name of corporate name or firm</b>	
<b>Registered or Principal Office</b>	
Building name/number	_____
Street	_____
Town	_____
Region or State	_____
Postcode	_____
Country	_____
	_____
	_____
	_____
<b>Where the company/firm is registered (to be completed by EEA companies only)</b>	
<b>Registration number (to be completed by EEA companies only)</b>	

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<b>Legal form of the body corporate or firm (to be completed by non-EEA companies only)</b>	
<b>Governing Law (to be completed by non-EEA companies only)</b>	
<b>If applicable, where the company/firm is registered (to be completed by non-EEA companies only)</b>	
<b>If applicable, the registration number (to be completed by non-EEA companies only)</b>	
<b>Designated member? (Please tick)</b>	Yes <input type="checkbox"/> No <input type="checkbox"/>



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**This page is not shown on the public record**

Statistics made up to \_\_\_\_\_

To be delivered to the Registrar together with every Annual Return

LLP Number

LLP Name

## Main Activity of the LLP

Main Activity of the LLP Enter  
Reference Code as per attached  
schedule:

## Size of LLP

Please tick the appropriate box  
(only one box must be ticked)

Size of LLP as per Schedule 9 of the Companies Act 2014 as applied by the Limited Liability Partnerships (Application of Companies Act 2014 and Insolvency Act 2011) Regulations 2016

large

medium-sized LLP

small LLP

micro-entity

A micro-entity is defined under EU Directive 2012/6/EU as meeting two of the three following criteria: balance sheet total £316,000 or less; net turnover £632,000<sup>1</sup> or less; average number of employees during the financial year 10 or fewer.

<sup>1</sup> The exchange rate of €1= £0.85995 is that published in the Official Journal of the European

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## Limited Liability Partnerships

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Union as at the date of  
the accounting  
directive's entry into  
force on the 19th July  
(2013/C 206/03).

**Number of Employees**

Enter number of employees

Number of Employees  
excluding directors

Financial Year End

dd/mm

Signature

\_\_\_\_\_  
Write Name in Full

Director, Manager or Secretary

## Classification of a LLP's main activity

**Under EU Regulation each member state must collect information on the main activity of companies incorporated within its jurisdiction. The LLP must therefore define its main activity and provide the information to Companies House by entering the relevant activity code in the box provided on the previous page.**

**We have listed below some of the more common activities and their corresponding codes. If your LLP does not fall within one of these categories, please refer to our website at: [www.companieshouse.gi](http://www.companieshouse.gi) where you will find a complete list of activities and codes.**

**Please enter only one code for the LLP.**

### **SECTION F**

#### **Construction**

41100	Development of building projects
41201	Construction of commercial buildings
41202	Construction of domestic buildings
42110	Construction of roads and motorways
43910	Roofing activities
43991	Scaffold erection

### **SECTION G**

#### **Wholesale and retail trade; repair of motor vehicles and motorcycles**

45111	Sale of new cars and light motor vehicles
45112	Sale of used cars and light motor vehicles
45190	Sale of other motor vehicles
45200	Maintenance and repair of motor vehicles
45310	Wholesale trade of motor vehicle parts and accessories
45320	Retail trade of motor vehicle parts and accessories
45400	Sale, maintenance and repair of motorcycles and related parts and accessories
47110	Retail sale in non-specialised stores with food, beverages or tobacco predominating
47190	Other retail sale in non-specialised stores
47240	Retail sale of bread, cakes, flour confectionery and sugar confectionery in specialised stores
47260	Retail sale of tobacco products in specialised stores

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<b>SECTION H</b>	<b>Transportation and storage</b>
49320	Taxi operation
52241	Cargo handling for water transport activities
52242	Cargo handling for air transport activities
53100	Postal activities under universal service obligation
53201	Licensed carriers
<b>SECTION I</b>	<b>Accommodation and food service activities</b>
55100	Hotels and similar accommodation
56101	Licensed restaurants
56103	Take-away food shops and mobile food stands
56302	Public houses and bars
<b>SECTION J</b>	<b>Information and communication</b>
58130	Publishing of newspapers
<b>SECTION K</b>	<b>Financial and insurance activities</b>
64110	Central banking
64191	Banks
64192	Building societies
64202	Activities of production holding companies
64203	Activities of construction holding companies
64204	Activities of distribution holding companies
64205	Activities of financial services holding companies
64206	Holding of a Private Residence / Real Estate
64207	Holding of a Yacht / Vessel
64208	Holding of Personal Assets
64209	Activities of other holding companies n.e.c.
64301	Activities of investment trusts
64302	Activities of unit trusts
64303	Activities of venture and development capital companies
64304	Activities of open-ended investment companies
64305	Activities of property unit trusts
64306	Activities of real estate investment trusts
64910	Financial leasing
64921	Credit granting by non-deposit taking finance houses and other specialist consumer credit grantors
64922	Activities of mortgage finance companies

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64929	Other credit granting n.e.c.
64991	Security dealing on own account
64992	Factoring
64999	Financial intermediation not elsewhere classified
65110	Life insurance
65120	Non-life insurance
65201	Life reinsurance
65202	Non-life reinsurance
65300	Pension funding
66110	Administration of financial markets
66120	Security and commodity contracts dealing activities
66190	Activities auxiliary to financial intermediation n.e.c.
66210	Risk and damage evaluation
66220	Activities of insurance agents and brokers
66290	Other activities auxiliary to insurance and pension funding
66300	Fund management activities

**SECTION L Real estate activities**

68310	Real estate agencies
68320	Management of real estate on a fee or contract basis

**SECTION M Professional, scientific and technical  
activities**

69101	Barristers at law
69102	Solicitors
69201	Accounting and auditing activities
71111	Architectural activities

**SECTION N Administrative and support service  
activities**

80100	Private security activities
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**SECTION Q Human health and social work activities**

86210	General medical practice activities
86230	Dental practice activities
87300	Residential care activities for the elderly and disabled

**SECTION R Arts, entertainment and recreation**

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93120 Activities of sport clubs

**SECTION S Other service activities**

95230 Repair of footwear and leather goods

95250 Repair of watches, clocks and jewellery

**SECTION U Activities of extraterritorial organisations  
and bodies**

99999 Dormant LLP

48. In Schedule 8–

- (a) for paragraph 1(2) substitute–
  - “(2) The appointment may be made on application of the limited liability partnership.”;
- (b) in paragraph 1(4) omit “or applicants”;
- (c) omit paragraph 2(4);
- (d) in paragraph 4(1) for “all officers and agents of the company” substitute “all members and agents of the limited liability partnership”;
- (e) in paragraph 4(2) for “other than an officer or agent of the company or other corporate body” substitute “not falling within paragraph 4(1) above”;
- (f) omit paragraph 5(a);
- (g) in paragraph 6(1)(a) for “officer or agent” substitute “member”;
- (h) in paragraph 7(3) omit “(iv) the applicants for the investigation,”;
- (i) in paragraph 12(2) omit “and in particular limit the investigation to matters connected with particular shares in the company”;
- (j) omit paragraph 12(3);
- (k) omit paragraph 14;

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(l) after paragraph 15(1)(a) insert—

“(aa) a limited liability partnership;”.

49. For Schedule 24 substitute—

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**“SCHEDULE 24  
TABLE OF FEES TO BE PAID TO THE REGISTRAR  
BY OR IN RESPECT OF LIMITED LIABILITY PARTNERSHIPS**

ITEM	FEE
	£
1. (a)	£100.00
	Incorporation of a limited liability partnership
(b)	£200.00
	Same day urgency fee for incorporation of a limited liability partnership (correct documents to be lodged with the Registrar before 12.00 midday)
(c)	£100.00
	Registration of change of name
(d)	£200.00
	Same day urgency fee for registration of a change of name of a limited liability partnership (correct before 12.00 midday)
(e)	£75.00
	Lodging of annual return for the current Year
(f)	<b>Supplementary Fees for late filing of Annual Returns [see section 426(4) and Schedule 24 of the Companies Act (as applied by the Limited Liability Partnerships (Application of Companies Act 2014 and Insolvency Act 2011) Regulations 2016)]</b>
	Lodging of the late Annual Return or Substitution of an annual return after date due for the filing of that return
	1 <sup>st</sup> Year £105.00
	2 <sup>nd</sup> Year £135.00
	3 <sup>rd</sup> Year £165.00
	after 3 Years £195.00



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(g) Lodging of particulars of members or any change of members £15.00

(h) Lodging any document required to be given, delivered, sent, forwarded, lodged or filed by the Registrar (except where otherwise specified) or to lodge a substitute document for a document lodged or filed in the Register (other than an Annual Return) £15.00

**Supplementary Fees for late filing of any document other than Annual Returns and the filing of Accounts [see section 426(4)(c) of the Companies Act as applied by the Limited Liability Partnerships (Application of Companies Act 2014 and Insolvency Act 2011) Regulations 2016]**

Lodging or filing of any document other than Annual Returns and the filing of Accounts after the due date for filing or Lodging of that document or filing of a substitute document after the due date for filing or lodging of that document £15.00

(i) Mortgage

(i) Lodging prescribed particulars for Registration of a charge or any other Security £25.00

(ii) The fee prescribed under section 172(1) of the Companies Act as applied by the Limited Liability Partnerships (Application of Companies Act 2014 and Insolvency Act 2011) Regulations 2016 for entry in the Register of Charges and issue of certificate

(iii) Entry of memorandum of satisfaction Under section 174 of the Companies Act as applied by the Limited Liability Partnerships (Application of Companies Act 2014 and Insolvency Act 2011) £50.00

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(iv) Certificate of discharge under section 174

£20.00

(j) Filing of accounts

£30.00

**Supplementary Fees for late filing of  
Accounts [see section 426(4) of the  
Companies Act as applied by the  
Limited Liability Partnerships  
(Application of Companies Act 2014  
and Insolvency Act 2011)  
Regulations 2016]**

£15.00

a. more than 13 months but not more than 24  
months after the end of the financial  
Period to which they relate; or

£50.00

b. more than 24 months after the end of the  
Financial period to which they relate

(k) Application to the Registrar to restore  
to the Register a limited liability  
partnership which has been struck off

£100.00

£200.00

(l) Certificate of good standing

£45.00

(m) **Inspection of document:–**

(i) Personal search

£15.00

(ii) Electronic archive copy of limited  
liability partnership record

(manual)

(on-line)

£15.00

(iii) Electronic archive copy of limited  
liability  
Partnership record (within same day)

£10.00

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- |  |        |
|--|--------|
| (iv) <b>Certified copy of a certificate:-</b>  |        |
| (aa) if available from the original record<br>(exclusive of search)  | £20.00 |
| (bb) 1 <sup>st</sup> copy produced from electronic<br>archive  |        |
| (cc) each subsequent copy supplied on<br>the same occasion and of the<br>same limited liability partnership<br>from electronic archive                     | £5.00  |
|  | £15.00 |
| (v) <b>Certified copy of any other<br/>document:-</b>  | £10.00 |
| (aa) If available from the original<br>record, per page (exclusive<br>of search)   | £00.50 |
| (bb) 1 <sup>st</sup> copy produced from<br>electronic archive; per<br>document   | £15.00 |
| (cc) 1 <sup>st</sup> copy produced from<br>electronic archive; per<br>document (within same<br>day), per document  | £30.00 |
| (dd) Each subsequent copy<br>supplied on the same<br>occasion and of the same<br>limited liability partnership<br>from electronic archive, per<br>document |        |
|  | £10.00 |
| (vi) <b>Copy of any document:-</b>   |        |
| (aa) If available from the original<br>record, per page (exclusive   |        |

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	of search)	£00.25
(bb)	1 <sup>st</sup> copy produced from electronic archive; per document (inclusive of search)	£15.00
(cc)	1 <sup>st</sup> copy produced from electronic archive; per document (within same day), per document	£15.00
(dd)	each subsequent copy supplied on the same occasion and of the same limited liability partnership from electronic archive, per document	£2.50
(n)	Postal Search (electronic archive copy of limited liability partnership record)	£15.00
(o)	Exceptional Work (per hour)	£300.00