

SCHEDULE 5

Regulation 9

GENERAL AND CONSEQUENTIAL AMENDMENTS IN OTHER LEGISLATION

The Bills of Sale Act (1878) Amendment Act 1882 c. 43

1. In section 17, after “incorporated company” insert “or by any limited liability partnership” and after “such company” insert “or a limited liability partnership”.

The Third Parties (Rights Against Insurers) Act 1930 c. 25

2. After section 3, insert—

“Application to limited liability partnerships.

3A.—(1) This Act applies to limited liability partnerships as it applies to companies.

(2) In its application to limited liability partnerships, references to a resolution for a voluntary winding-up being passed are references to a determination for a voluntary winding-up being made.”

The Corporate Bodies' Contracts Act 1960 c. 46

3. In section 2, insert at the end “or to a limited liability partnership”.

The Criminal Justice Act 1967 c. 80

4. In section 9(8)(d), insert at the end—

“; and in paragraph (d) of this subsection references to the secretary, in relation to a limited liability partnership, are to any designated member of the limited liability partnership.”

The Solicitors Act 1974 c. 47

5. In section 87, after the definition of “non-contentious business”, insert—

““officer”, in relation to a limited liability partnership, means a member of the limited liability partnership;”.

The Sex Discrimination Act 1975 c. 65

6. In section 11, insert at the end—

“(6) This section applies to a limited liability partnership as it applies to a firm; and, in its application to a limited liability partnership, references to a partner in a firm are references to a member of the limited liability partnership.”

The Race Relations Act 1976 c. 74

7. In section 10, insert at the end—

“(5) This section applies to a limited liability partnership as it applies to a firm; and, in its application to a limited liability partnership, references to a partner in a firm are references to a member of the limited liability partnership.”

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The Betting and Gaming Duties Act 1981 c. 63

8. After section 32, insert—

“Application to limited liability partnerships.

32A.—(1) This Act applies to limited liability partnerships as it applies to companies.

(2) In its application to a limited liability partnership, references to a director of a company are references to a member of the limited liability partnership.”

The Companies Act 1985 c. 6

9. In section 26,(1) in subsection (1), after paragraph (bb) insert—

“(bbb) which includes, at any place in the name, the expression “limited liability partnership” or its Welsh equivalent (“partneriaeth atebolrwydd cyfyngedig”);”.

The Business Names Act 1985 c. 7.

10. In section 1, in subsection (1), insert at the end—

“(d) in the case of a limited liability partnership, does not consist of its corporate name without any addition other than one so permitted.”

11.—(1) Section 4 is amended as follows.

(2) In subsection (1)(a), for “subject to subsection (3)” substitute “subject to subsections (3) and (3A)”, omit the word “and” at the end of sub-paragraph (iii) and after that sub-paragraph insert—

“(iiia) In the case of a limited liability partnership, its corporate name and the name of each member, and”.

(3) In subsection (2), for “the subsection next following” substitute “subsection (3) or (3A)”.

(4) After subsection (3) insert—

“(3A) Subsection (1)(a) does not apply in relation to any document issued by a limited liability partnership with more than 20 members which maintains at its principal place of business a list of the names of all the members if—

(a) none of the names of the members appears in the document otherwise than in the text or as a signatory; and

(b) the document states in legible characters the address of the principal place of business of the limited liability partnership and that the list of the members' names is open to inspection at that place.”

(5) After subsection (4) insert—

“(4A) Where a limited liability partnership maintains a list of the members' names for the purposes of subsection (3A), any person may inspect the list during office hours.”

(6) In subsection (7), after “subsection (4)” insert “or (4A)” and after “any partner of the partnership concerned” insert “,or any member of the limited liability partnership concerned.”.

The Administration of Justice Act 1985 c. 61

12. In section 9(8), after the definition of “multi-national partnership”, insert—

(1) Section 26 was amended by regulation 75 of, and paragraph 4 of Part I of Schedule 8 to, S.I. 1996/2827.

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““officer”, in relation to a limited liability partnership, means a member of the limited liability partnership;”.

13. In section 39(1), after the definition of “the Council”, insert—

““director”, in relation to a limited liability partnership, means a member of the limited liability partnership;”.

14. In paragraph 1(3) of Schedule 2, insert at the end

“; and references in this Schedule to a director, in relation to a limited liability partnership, are references to a member of the limited liability partnership.”

The Insolvency Act 1986 c. 45

15.—(1) Section 110 is amended as follows.

(2) In subsection (1), after “sold” insert “(a)” and at the end insert—

“, or

(b) to a limited liability partnership (the “transferee limited liability partnership”).”

(3) In subsection (2), for the words “sale,” onwards substitute

“sale—

(a) in the case of the transferee company, shares, policies or other like interests in the transferee company for distribution among the members of the transferor company, or

(b) in the case of the transferee limited liability partnership, membership in the transferee limited liability partnership for distribution among the members of the transferor company.”

(4) In subsection (4), for the words “company may,” onwards substitute

“company may—

(a) in the case of the transferee company, in lieu of receiving cash, shares, policies or other like interests (or in addition thereto) participate in the profits of, or receive any other benefit from, the transferee company, or

(b) in the case of the transferee limited liability partnership, in lieu of receiving cash or membership (or in addition thereto), participate in some other way in the profits of, or receive any other benefit from, the transferee limited liability partnership.”

The Building Societies Act 1986 c. 53

16. In paragraph 1(2) of Schedule 21, after “In this Schedule—”, insert—

““director”, in relation to a limited liability partnership, means a member of the limited liability partnership;”.

The Courts and Legal Services Act 1990 c. 41

17. In section 119(1), after the definition of “multi-national partnership” insert—

““officer”, in relation to a limited liability partnership, means a member of the limited liability partnership;”.

The Employment Rights Act 1996 c. 18

18.—(1) Section 166 is amended as follows.

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(2) In subsection (5), omit the word “and” at the end of paragraph (a), and insert at the end of paragraph (b)

“, and

(c) where the employer is a limited liability partnership, if (but only if) subsection (8) is satisfied.”

(3) After subsection (7) insert—

“(8) This subsection is satisfied in the case of an employer which is a limited liability partnership—

- (a) if a winding-up order, an administration order or a determination for a voluntary winding-up has been made with respect to the limited liability partnership,
- (b) if a receiver or (in England and Wales only) a manager of the undertaking of the limited liability partnership has been duly appointed, or (in England and Wales only) possession has been taken, by or on behalf of the holders of any debentures secured by a floating charge, of any property of the limited liability partnership comprised in or subject to the charge, or
- (c) if a voluntary arrangement proposed in the case of the limited liability partnership for the purpose of Part I of the Insolvency Act 1986 has been approved under that Part of that Act.”

19.—(1) Section 183 is amended as follows.

(2) In subsection (1), omit the word “and” at the end of paragraph (a), and insert at the end of paragraph (b)

“, and

(c) where the employer is a limited liability partnership, if (but only if) subsection (4) is satisfied.”

(3) After subsection (3) insert—

“(4) This subsection is satisfied in the case of an employer which is a limited liability partnership—

- (a) if a winding-up order, an administration order or a determination for a voluntary winding-up has been made with respect to the limited liability partnership,
- (b) if a receiver or (in England and Wales only) a manager of the undertaking of the limited liability partnership has been duly appointed, or (in England and Wales only) possession has been taken, by or on behalf of the holders of any debentures secured by a floating charge, of any property of the limited liability partnership comprised in or subject to the charge, or
- (c) if a voluntary arrangement proposed in the case of the limited liability partnership for the purposes of Part I of the Insolvency Act 1986 has been approved under that Part of that Act.”

The Contracts (Rights of Third Parties) Act 1999 c. 31

20. In section 6, after subsection (2) insert—

“(2A) Section 1 confers no rights on a third party in the case of any incorporation document of a limited liability partnership or any limited liability partnership agreement as defined in the Limited Liability Partnerships Regulations 2001 (S.I.No. 2001/).”

The Financial Services and Markets Act 2000 c. 8

- 21.** In each of sections 177(2), 221(2) and 232(2) insert at the end—
“; and “officer”, in relation to a limited liability partnership, means a member of the limited liability partnership.”

Culpable officer provisions

22.—(1) A culpable officer provision applies in the case of a limited liability partnership as if the reference in the provision to a director (or a person purporting to act as a director) were a reference to a member (or a person purporting to act as a member) of the limited liability partnership.

(2) A culpable officer provision is a provision in any Act or subordinate legislation (within the meaning of the Interpretation Act 1978) to the effect that where—

- (a) a body corporate is guilty of a particular offence, and
 - (b) the offence is proved to have been committed with the consent or connivance of, or to be attributable to the neglect on the part of, (among others) a director of the body corporate,
- he (as well as the body corporate) is guilty of the offence.