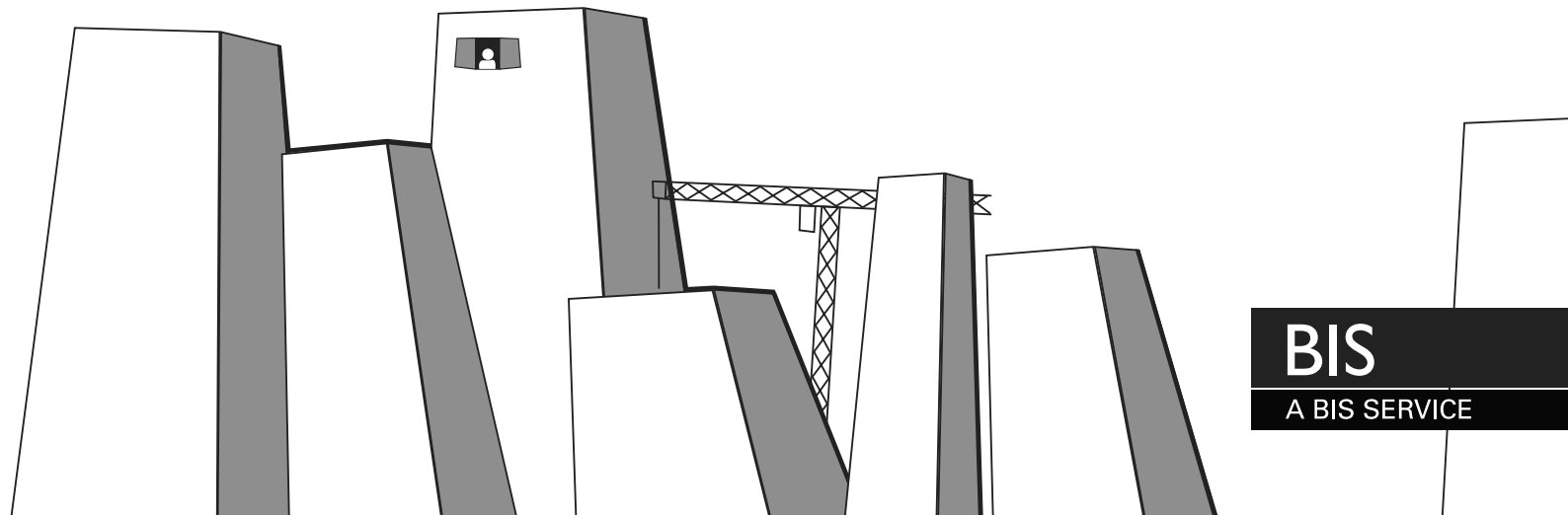




# limited liability partnership strike off, dissolution and restoration

GPLLP3 - June 2011



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This guide is available in alternative formats which include Braille, large print and audio tape. For further details please see our website or email our enquiries section or telephone our contact centre on 0303 1234 500

## Is this guide for you?

This guide will be relevant to you if:

- you are thinking of or wish to dissolve a limited liability partnership; or
- you wish to restore a limited liability partnership to the register.

This guide will be relevant to you if:

- you are a member of a limited liability partnership; or
- you act as an adviser to a limited liability partnership.

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**This guide answers many frequently asked questions and provides information on completing the most commonly used filings relating to this area. The guide is not drafted with unusual or complex transactions in mind. Specialist professional advice may be needed in those circumstances.**

## Introduction

This guide explains how a limited liability partnership (LLP) can be removed from, and restored to the register. This guide applies to all LLPs registered in the United Kingdom (UK) i.e. England, Wales, Scotland and Northern Ireland.

You will find the relevant legislation in The Limited Liability Partnership Act 2000 and in Part 31 of the Companies Act 2006 as applied to LLPs by Part 13 of the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 SI2009/1804

This guide explains

- **Voluntary strike off and dissolution** - how you can ask the registrar to remove your LLP from the register (Chapter 1).
- **LLPs no longer carrying on business or in operation** - how the registrar may remove your LLP from the register if it is no longer carrying on business or in operation (Chapter 2).
- **Restoration to the register by Court Order** - how the court can restore the LLP to the register (Chapter 3).
- **Administrative Restoration** – how a former member may apply to the registrar to have the LLP restored (Chapter 4).

If, after reading this guide, you are in doubt about your responsibilities, you should consider seeking professional advice from a solicitor or accountant.

## Chapter 1

### Voluntary strike off and dissolution

#### 1. In what circumstances may an LLP apply to be struck off the register?

An LLP may apply to the registrar to be struck off the register and dissolved. The LLP can do this if it is no longer needed. For example, the members may wish to retire and there is no-one to take over from them; or the number of members may have fallen below the statutory requirement for 2 for more than 6 months, thereby exposing the remaining member to personal liability for the LLP's debts; or it is a subsidiary whose name is no longer needed; or it was set up to exploit an idea that turned out not to be feasible. Some LLP's who are dormant or non-trading choose to apply for strike off. If you have decided that you no longer want to retain your LLP and wish to have it struck off, the registrar will not normally pursue any outstanding late filing penalties unless you restore the LLP to the register at a later stage.

Please note: If the Registrar has already started dissolution action under section 1000 (power to strike off company not carrying on business or in operation) we will not accept the application.

This procedure is not an alternative to formal insolvency proceedings where these are appropriate. Even if the LLP is struck off and dissolved, creditors and others could apply for the LLP to be restored to the register. Further information about restoration can be found in Chapter 3. A list of persons who can apply to the court for a LLP to be restored can be found in question 1 of chapter 3.

## **2. When can I not apply to the registrar to strike my LLP off the register?**

An application for voluntary striking off may be made by a majority of the members. However, if there are only 2 members it must be made by both of them and if there is only 1 remaining member that member can apply.

Sections 1004 and 1005 of the Companies Act 2006, as applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 set out the circumstances in which the LLP may not apply to be struck off. For example, the LLP may not make an application for voluntary strike off if, at any time in the last 3 months, it has:

- traded or otherwise carried on business;
- changed its name;
- made a disposal for value of property or rights that, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business. For example, an LLP in business to sell apples could not continue selling apples during that 3 month period but it could sell the truck it once used to deliver the apples or the warehouse where they were stored; or
- engaged in any other activity except one which is necessary or expedient for the purpose of:
  - making an application for strike off or deciding whether to do so. For example, an LLP may seek professional advice on the application and pay the cost of submitting the application Form LL DS01;
  - concluding the affairs of the LLP;
  - complying with any statutory requirement.

An LLP also cannot apply to be struck off if it is the subject, or proposed subject, of:

- any insolvency proceedings (such as liquidation, including where a petition has been presented but has not yet been dealt with);
- a scheme under section 895 of the Companies Act 2006 as applied to LLPs (that is a compromise or arrangement between an LLP and its creditors or members).

However, an LLP can apply for strike off if it has settled trading or business debts in the previous 3 months.

You can find further circumstances in which you cannot make an application in sections 1004 & 1005 of the Companies Act 2006 as applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009. Please note you will commit an offence if you make an application which is prohibited by these sections (see question 12).

### **3. What should I do before applying?**

There are safeguards for those who are likely to be affected by an LLP's dissolution. If your LLP has creditors, members etc, you must warn all the people listed in question 5, before applying, as any of them may object to the LLP being struck off. You should deal with any loose ends, such as closing the LLP's bank account, the transfer of any domain names **before** you apply.

You may notify any other organisation or party who may have an interest in the LLP's affairs, otherwise they might later object to the application. Examples include Her Majesty's Revenue and Customs, local authorities, especially if the LLP is under any obligation involving planning permission or health and safety issues, training and enterprise councils and government agencies.

From the date of dissolution, any assets of a dissolved LLP will belong to the Crown. The LLP's bank account will be frozen and any credit balance in the account will pass to the Crown. Further information on what happens to the assets when the LLP is dissolved is covered in Chapter 2 question 4.

### **4. How do I apply?**

You must complete the Striking off application by an LLP – Form LL DS01. This is available from our website or available from the sources listed in Chapter 6.

The form must be signed and dated:

- by the majority of members;
- if there are only 2 members, by them both; or
- if there is only 1 remaining member, by that member.

It will help Companies House if you give the name, address, and telephone number of the person we should contact if we have any queries about the application. You should be aware that this information will appear on the LLP's public record when we register the form. You should then send the completed form, with the fee to the registrar of that part of the United Kingdom in which your LLP is registered. Further information on the fee payable is in question 13.

### **5. Who must I inform?**

The members making the application must send a copy to the following people, within 7 days of sending the application to the registrar:

- **members** of the LLP, except for the members making the application;
- **employees** of the LLP;
- **creditors** of the LLP. Including all contingent (existing) and prospective (likely) creditors such as banks, suppliers, former employees if the LLP owes them money, landlords, tenants (for example, where a bond is refundable), guarantors and personal injury claimants. Also, you must notify appropriate offices of Her Majesty's Revenue and Customs (HMRC) and Department of Work and Pensions (DWP) if there are outstanding, contingent or prospective liabilities; and
- **a manager or trustee of any employee pension fund of the LLP.**

The members must also give a copy of the application to any person who, after the application has been made, becomes a member, employee or creditor of the LLP, or a manager or trustee of any employee pension fund of the LLP within 7 days of their appointment. This obligation continues until the dissolution of the LLP or the withdrawal of the application. Further information on the offence for not circulating the notice to the various parties is covered in question 12.

## **6. How should I inform the various parties?**

You can post a copy of the Form LL DS01 to, or leave it at:

- the last known address (if an individual);
- the principal / registered office (if an LLP or other body)

It is also permissible to make a creditor of the LLP aware of the application by leaving a copy of it at, or posting a copy of it to the place of business with which the LLP has had dealings in relation to the current debts (for example, the branch from where you ordered goods or which invoiced you). However, if there is more than one such place of business, you should deliver a copy of the application to each of those places. It is advisable to keep proof of delivery or posting.

## **7. What happens when Companies House receives the application?**

Companies House will examine the form and, if it is acceptable, put it on the LLP's public record. We will send an acknowledgement to the address shown on the form. We will also notify the LLP at its registered office address to enable it to object if the application is bogus.

The registrar will publish notice of the proposed striking off in the Gazette to allow interested parties the opportunity to object. A copy of this notice will be placed on the LLP's public record. If the registrar sees no reason to do otherwise, he will strike off

the LLP not less than 3 months after the date of the notice. The LLP will be dissolved on publication of a further notice stating this in the relevant Gazette.

## **8. What is the Gazette?**

The Gazettes are the official newspapers of record in the United Kingdom. There are 3 of them: the London Gazette, for LLPs incorporated in England and Wales; the Edinburgh Gazette, for LLPs incorporated in Scotland; and the Belfast Gazette, for LLPs incorporated in Northern Ireland.

When the registrar publishes a notice to strike off or restore an LLP in the Gazette, the notice will appear in the Gazette for the part of the United Kingdom in which the LLP was incorporated. The Gazettes are published weekly and further information can be found on the Gazette website.

## **9. What if the LLP ceases to be eligible or I change my mind and want to withdraw my application?**

The members must notify Companies House using the Withdrawal of striking off application by an LLP – Form LL DS02 if they change their mind or the LLP ceases to be eligible for striking-off. This may be because, after applying to be struck off, the LLP:

- trades or otherwise carries on business;
- changes its name;
- for value, disposes of any property or rights except those it needed in order to make or proceed with the application (for example an LLP may continue the application if it disposes of a telephone which it kept to deal with enquiries about its application);
- becomes subject to formal insolvency proceedings or makes an application under section 899 of the Companies Act 2006, as applied to LLPs (a compromise or arrangement between an LLP and its creditors); or
- engages in any other activity, unless it was necessary or expedient in order to:
  - make or proceed with a striking-off application;
  - conclude those of its affairs that are outstanding because of what has been necessary or expedient to make or proceed with an application (such as paying the costs of running office premises while concluding its affairs and then finally disposing of the office); or
  - comply with a statutory requirement.

Any member may complete and sign the withdrawal of striking off application - Form LL DS02 and send it to the registrar.

Section 1009 of the Companies Act 2006, as applied by LLPs by the Limited Liability

Partnerships (Application of Companies Act 2006) Regulations 2009, contain the full circumstances that mean you must withdraw an application for strike off and question 12 contains information on the offences for failure to withdraw an application.

## **10. Can anyone object to dissolution?**

Any interested party can object to the registrar.

## **11. How and why can they object?**

Objections or complaints must be in writing and sent to Companies House with any supporting evidence, such as copies of invoices that may prove the LLP is trading. Reasons could include:

- if the LLP has broken any of the conditions of its application for example, it has traded, changed its name or become subject to insolvency proceedings during the 3 month period before the application, or afterwards;
- if the members have not informed interested parties;
- if any of the declarations on the form are false;
- if some form of action is being taken, or is pending, to recover any money owed (such as a winding-up petition or action in a small claims court);
- if other legal action is being taken against the LLP;
- if the members have wrongfully traded or committed a tax fraud or some other offence.

Further information can be found in sections 1004 & 1005 of the Companies Act 2006, as applied by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009.

## **12. Offences and penalties**

It is an offence:

- to apply when the LLP is ineligible for striking-off, see question 2;
- to provide false or misleading information in, or in support of, an application;
- not to copy the application to all relevant parties within 7 days;
- not to withdraw the application if the LLP becomes ineligible.

The offences attract a fine of up to a maximum of £5,000 on summary conviction (before a Magistrates' Court or Sheriff Court) or an unlimited fine on indictment (before a jury). If the members breach the requirements to give a copy of the application to relevant parties and do so with the intention of concealing the application they are also potentially liable to not only a fine but also up to 7 years

imprisonment.

**Anyone convicted of these offences may also be disqualified from being a member for up to 15 years.**

### **13. Do I need to send a fee with my application?**

Yes. A fee of £10 is payable to cover the cost of providing the service. We will not refund the fee if you withdraw the application after we have registered it. A further fee will be payable for a new application. Please make cheques payable to 'Companies House' and write the LLP number on the reverse.

## **Chapter 2**

### **LLPs no longer carrying on business or in operation**

#### **1. Can the registrar strike off an LLP on his own initiative?**

Yes, if it is neither carrying on business nor in operation. The registrar may take this view if, for example:

- he has not received documents from an LLP that should have sent them to him;
- mail that the registrar has sent to an LLP's registered office is returned undelivered; or
- the LLP has no members.

Before striking off the register, the registrar must write two formal letters and send notice to the LLP's registered office to inquire whether it is still carrying on business or in operation. If he is satisfied that it is not, he will publish a notice in the relevant Gazette stating that he intends to strike the LLP off the register unless he is shown reason not to do so.

A copy of the notice will be placed on the LLP's public record. If the registrar sees no reason to do otherwise, he will strike off the LLP not less than 3 months after the date of the notice. The LLP will be dissolved on publication of a further notice stating this in the relevant Gazette. Further information on the Gazette is covered in Chapter 1 question 8.

Further details of the procedure can be found in section 1000 of the Companies Act 2006, as applied to LLPs.

#### **2. How can I avoid this action?**

If you want your LLP to remain on the register, you must reply promptly to any formal inquiry letter from the registrar and deliver any outstanding documents. Failure to deliver the necessary documents may also result in the members being prosecuted.

### 3. Can I object?

The registrar will take into account representations from the LLP and other interested parties, for example, creditors. If there is good reason not to strike the LLP off the register, he may suspend the action until the objection is resolved.

### 4. What happens to the assets of a dissolved LLP?

From the date of dissolution, any assets of a dissolved LLP will be “bona vacantia”. Bona vacantia literally means “vacant goods”, and is the technical name for property that passes to the Crown because it does not have a legal owner. The LLP’s bank account will be frozen and any credit balance in the account will be passed to the Crown.

You should address any enquiries about bona vacantia property, as appropriate, to:

<b>If the LLP is incorporated in Northern Ireland</b>	The Crown Solicitor Royal Courts of Justice Chichester Street Belfast BT1 3JY
<b>If the LLP is incorporated in Scotland</b>	The Queen's and Lord Treasurer's Remembrancer (QLTR Unit) Crown Office Unit 5 14a South St Andrew Street Edinburgh EH2 2AZ
<b>If the LLP's registered office is in Lancashire</b>	The Solicitor to the Duchy of Lancaster 66 Lincoln's Inn Fields London WC2A 3LH
<b>If the LLP's registered office is in Cornwall or the Isles of Scilly</b>	The Solicitor to the Duke of Cornwall 66 Lincoln's Inn Fields London WC2A 3LH
<b>In all other cases:</b>	The Treasury Solicitor (BV) One Kemble Street London WC2B 4TS Website <a href="http://www.bonavacantia.gov.uk">www.bonavacantia.gov.uk</a>

### Chapter 3 Restoration by Court Order

Unless an LLP is administratively restored to the register, see chapter 4, the registrar can only restore an LLP to the register if he receives a court order. Anyone who intends to make an application to the court to restore an LLP is advised to obtain independent legal advice.

Any LLP which is restored to the register is deemed to have continued in existence

as if it had not been struck off and dissolved.

## **1. Who can apply to the Court to restore an LLP to the register?**

Generally, any of the following may make an application for restoration:

- any former member, creditor or liquidator;
- any person who had a contractual relationship with the LLP or who had a potential legal claim against the LLP;
- any person who had an interest in land or other property in which the LLP also had an interest, right or obligation;
- any manager or trustee of the LLP's former employees' pension fund;
- any other person who appears to the Court to have an interest in the matter.

## **2. How long have I got to make an application to the Court?**

Except in cases of personal injury, you must make the application within 6 years of the date of dissolution. For the purposes of bringing a claim for damages for personal injury, you may make an application for restoration at any time, but the Court may not make an order for restoration where it appears that the claim would fail due to legal time limits placed on it.

## **3. Where do I apply for a Court Order for restoration?**

### **Restoration in England and Wales**

If you are restoring an LLP that was registered in England or Wales, you must apply to the Court by completing a Part 8 claim form, this is the standard form that starts proceedings. You can download it from the Court's website.

The Registrar of the Companies Court in London usually hears restoration cases in chambers once a week on Friday afternoons. Cases are also heard at the District Registries. Alternatively, you can make an application to a County Court that has the authority to wind up the LLP.

More detailed guidance on the restoration process in England and Wales is covered in the "TSols Guide to Company Restoration and Dissolution Void Applications" available on the Treasury Solicitors web site. If you require further information about restoration in Northern Ireland or in Scotland please contact your solicitor.

You must give the registrar at least 10 days notice of the hearing to allow him time to deal with the matter and instruct the Solicitor representing him.

### **Restoration in Scotland**

If you are restoring an LLP that was registered in Scotland, you must apply to the Court of Session or to the Sheriff Court in the Sheriffdom in which the LLP has its registered office.

You can find information and locations of Sheriff Courts at the Scottish Courts website.

You must serve the petition to restore on the registrar of companies in Scotland and any other bodies directed by the court. There is no witness statement required and the period required for responses is set by the Court and only commences when the petition is served on the registrar.

### **Restoration in Northern Ireland**

If you are restoring an LLP that was registered in Northern Ireland, you should serve the originating summons on both of the following:

The Registrar of Companies  
Companies House  
Second Floor  
The Linenhall  
32-38 Linenhall Street  
Belfast  
Northern Ireland  
BT2 8BG  
DX 481 N.R. Belfast 1

Royal Courts of Justice  
Chichester Street  
Belfast BT1 3JY

The registrar will also require a copy of the witness statement in support of the application.

### **4. How do I serve documents?**

You should serve the claim form and supporting evidence (see question 6) on the appropriate registrar of companies and the solicitor dealing with any bona vacantia assets, namely:

#### **For LLPs registered in England and Wales:**

The Treasury Solicitor, unless the LLP's registered office is in Lancaster or Cornwall when it should be served on the solicitor to the Duchy of Lancaster or Cornwall.

#### **For LLPs registered in Scotland:**

The Lords Advocate.

#### **For LLPs registered in Northern Ireland:**

The Crown Solicitor in Northern Ireland.  
The details of the relevant registrars are:

<b>Registrar of Companies for England and Wales</b>	<b>Registrar of Companies for Scotland</b>	<b>The Registrar of Companies for Northern Ireland</b>
Registration Customer Support Companies House Crown Way Cardiff CF14 3UZ  DX: 33050 Cardiff	Companies House Fourth Floor Edinburgh Quay 2 139 Fountainbridge Edinburgh EH3 9FF  DX: ED235 Edinburgh 1 LP – 4 Edinburgh 2	The Registrar of Companies Companies House Second Floor The Linenhall 32-38 Linenhall Street Belfast Northern Ireland BT2 8BG DX 481 N.R. Belfast 1

Documents can be delivered by post and we suggest recorded delivery for safe delivery. The registrars will also accept delivery by hand during normal office hours at Companies House, Cardiff (at any time); Companies House, Bloomsbury Street, London; Companies House, Belfast; and Companies House, Edinburgh.

## 5. What evidence must I give?

The Court will require;

- evidence the originating document was served;
- written confirmation that the solicitor dealing with the bona vacantia assets has no objection to the restoration of the LLP (you should attach a copy of his or her letter to the affidavit or witness statement). This does not apply in Scotland;
- when the LLP was incorporated and the nature of its objects (you should attach a copy of the certificate of incorporation and incorporation document);
- its membership
- its trading activity and, if applicable, when it stopped trading;
- an explanation of any failure to deliver accounts, annual returns or notices to the registrar;
- details of the striking-off and dissolution;
- comments on the LLP's solvency; and
- any other information that explains the reason for the application.

In England and Wales and in Northern Ireland the above information must be provided in an affidavit or witness statement. In Scotland this information can be provided in the petition to restore.

More detailed guidance on the restoration process in England and Wales is covered in the “TSols Guide to Company Restoration and Dissolution Void Applications” available on the Treasury Solicitors web site. If you require further information about restoration in Northern Ireland or Scotland please contact your solicitor.

The registrar will provide information to assist in an application to the Court. Before the Court hearing, the registrar will normally require delivery of any statutory documents to bring the LLP’s public file up to date. You should send these to the registrar at least 5 working days before the hearing, to allow him time to process or return them for amendment.

## **6. Why might an LLP be restored with a different name?**

The registrar will normally restore an LLP to the register with the name it had before it was struck off and dissolved. However, if at the date of restoration the LLP’s former name is the same as another name on the registrar’s index of company names, he cannot restore the LLP to the register with its former name. You can check the registrar’s index of company names by using the WebCheck service on our website.

If the name is no longer available, the Court Order may state another name by which the LLP is to be restored. On restoration, we will issue a change of name certificate as if the LLP had changed its name.

Alternatively, the LLP may be restored to the register as if its registered number is also its name. The members then have **14 days** from the date of restoration to deliver the notice of Change of name for an LLP – Form LL NM01 to Companies House, with the appropriate fee. If the document is accepted we will issue a change of name certificate. Further information on how to change an LLP’s name is in our guide Limited Liability Partnerships Incorporation and Names.

**Please note:** the change of name does not take effect until we have issued the certificate.

**It is an offence if the LLP does not change its name within 14 days of being restored with the LLP number as its name.**

## **7. Are there costs or penalties?**

Yes. Where property has become bona vacantia, the Court may direct that the claimant meets costs of the Crown representative in dealing with the property during the period of dissolution or in connection with the proceedings. The Court may also direct that the claimant meets the registrar’s costs in connection with the proceedings for the restoration.

The LLP must normally pay any statutory penalties for late filing of accounts delivered to the registrar outside the period allowed for filing. The penalties that may be due are:

- unpaid penalties outstanding on accounts delivered late before the LLP was dissolved;
- penalties due for accounts delivered on restoration, if the accounts were overdue at the date the LLP was dissolved.

The appropriate filing fee must also be paid on submission of outstanding documents.

The level of any late filing penalty depends on how late the accounts are when the registrar receives them. For example, a set of accounts that you should have delivered 2 months before an LLP was dissolved are normally regarded as 2 months late if you deliver them on restoration and you must pay the relevant penalty. The LLP is not liable for late filing penalties for accounts received on restoration but which became due while the LLP was dissolved.

Further information on late filing penalties is in our guide Limited Liability Partnerships Late Filing Penalties.

## **8. What happens when the court makes an order for restoration?**

The applicant must deliver a copy of the court order to the registrar to restore the LLP. An LLP is restored when you deliver the order. When restoring an LLP that was registered in Scotland, the registrar in Scotland will require a copy of the order certified by the court.

## **9. What happens when the LLP has been restored?**

When it has been restored, the general effect is that an LLP is deemed to have continued in existence as if it had not been dissolved or struck off the register. The Court may give directions or make provisions to put the LLP and all other persons in the same position as they were before the LLP was dissolved or struck off. The registrar will also place a notice of the restoration in the relevant Gazette.

## **Chapter 4 Administrative Restoration**

### **1. What is Administrative Restoration?**

Under certain conditions, where the registrar dissolved an LLP because it appeared to be no longer carrying on business or in operation, a former member may apply to the registrar to have the LLP restored. This is called 'administrative restoration'. If the registrar restores the LLP it is deemed to have continued in existence as if it had not been dissolved and struck off the register. Section 1025 of the Companies Act 2006 as applied to LLPs by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 gives details of the requirements relating to administrative restoration.

Administrative Restoration is available where the company was struck off under either section 652 of the Companies Act 1985 or section 1000 and 1001 of the

Companies Act 2006 (as applied).

## **2. Who can apply to have a LLP restored to the register?**

Only a former member of the LLP can apply.

## **3. Can an application for administrative restoration be made in respect of any LLP?**

No. To be eligible for administrative restoration, the LLP must have been:

- struck off the register under sections 1000 and 1001 of the Companies Act 2006, as applied by the Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 or section 652 of the Companies Act 1985 (as applied by the Limited Liability Partnership Regulations 2001) ; and
- dissolved for no more than six years at the date the registrar receives your application for restoration.

If an LLP meets the above criteria, an application for restoration can be made if it meets the following conditions:

- it must have been carrying on business or in operation at the time it was struck off;
- if any property or rights belonging to the LLP became bona vacantia, the applicant must provide the registrar with a statement in writing from the relevant Crown Representative giving consent to the LLP's restoration. This statement contains more details on the Crown Representative. This statement is called a 'Bona Vacantia waiver letter', and must be obtained from the relevant Crown representative. A fee will be applicable, for more information please see chapter 2 question 4 and
- the applicant must have delivered all documents necessary to bring the LLP's records up to date to the registrar and paid any outstanding late filing penalties. Question 5 contains further information on the costs and penalties.

## **4. How do I apply for administrative restoration?**

You must send an Application for administrative restoration of an LLP to the Register – Form LL RT01 to the registrar together with a statement of compliance confirming that the applicant is legally entitled to make the application and that the conditions for restoration are met.

The fee for processing this application is £100 Please make cheques payable to 'Companies House' and write the LLP number on the reverse.

## **5. What are the other costs or penalties involved in making an application for administrative restoration?**

The applicant must meet the Crown representative's costs or expenses (if demanded). The LLP must pay any statutory penalties for late filing of accounts delivered to the registrar outside the period allowed for filing. The penalties that may be due are:

- unpaid penalties outstanding on accounts delivered late before the LLP was dissolved; and
- penalties due for accounts delivered on restoration, if the accounts were overdue at the date the LLP was dissolved.

The level of any late filing penalty depends on how late the accounts are when the registrar receives them. For example, a set of accounts that you should have delivered 2 months before an LLP was dissolved are normally regarded as 2 months late if you deliver them on restoration and you must pay the relevant penalty before the restoration of the LLP.

The LLP is not liable for late filing penalties for accounts received on restoration but which became due while the LLP was dissolved.

Further information on late filing penalties is in our guide Limited Liability Partnerships Late Filing Penalties.

## 6. What happens next?

The registrar will give notice to the person who has applied for restoration of his decision.

If the registrar restores the LLP to the register, the restoration will take effect from the date he sends the notice. The notice will include the LLP's registered number and the name of the LLP. If the LLP is restored to the register under a different name or with the LLP number as its name, that name and its former name will appear on the notice.

If the registrar does **not** restore the LLP to the register, the applicant has 28 days from the date the notice is issued by the registrar in which to apply to the Court for restoration. Further information on restoration by the Court is in Chapter 3.

## 7. Why would an LLP be restored with a different name?

If at the date of restoration the LLP's former name is the same as another name on the registrar's index of company names it will need to choose an alternative name. The application for restoration may state another name by which the LLP is to be restored. You can check the registrar's index of company names by using the WebCheck service on our website. On restoration, we will issue a change of name certificate as if the LLP had changed its name.

Alternatively, the LLP may be restored to the register as if its registered number is also its name. The members then have **14 days** from the date of restoration to deliver the notice of Change of name for an LLP – Form LL NM01 to Companies

House, with the appropriate fee. If the document is accepted we will issue a change of name certificate. Further information on how to change the LLP's name is in our guide on Limited Liability Partnerships Incorporation and Names.

**It is an offence if the LLP does not change its name within 14 days of being restored with the LLP number as its name.**

**Please note:** the change of name does not take effect until we have issued the certificate.

## **8. What happens when the LLP has been restored?**

When it has been restored, the general effect is that an LLP is deemed to have continued in existence as if it had not been dissolved or struck off the register. An application can be made to the Court for directions or provision required to put the LLP and all other persons in the same position as they were before the LLP was dissolved or struck off. Any such applications to the Court must be made within 3 years of the LLP being restored.

## **Chapter 5 Quality of documents**

### **1. What happens to the documents I send to Companies House?**

We scan the documents and forms you deliver to us to produce an electronic image. We then store the original, paper documents and use the electronic image as the working document.

When a customer searches the public record, they see the electronic image reproduced on-line. So it is important not only that the original is legible, but that it can also produce a clear copy.

When you file a document electronically, we automatically create an electronic image from the data you have provided us with.

This chapter sets out some guidelines to follow when preparing a document for filing at Companies House.

### **2. How should I set out documents?**

#### **Documents filed electronically**

Documents filed electronically must comply with the specifications set out by the registrar in his rules on electronic filing. The formats for software filing are contained in the rules published on the website, and our website contains all the formats you will need to file via that method. This facility is not currently available for LLPs but we are working towards this being available in the near future.

#### **Paper documents**

Generally, every paper document sent to Companies House must state in a prominent position the registered name and number of the LLP. There are a few exceptions to this rule, which are set out in the published registrar's rules.

Paper documents should be on A4 size, plain white paper with a matt finish. The text should be black, clear, legible, and of uniform density. Letters and numbers must be clear and legible so that we can make an acceptable copy of the document. The following guidelines may help:

**When you fill in a form please:**

- use black ink or black type;
- use bold lettering (some elegant thin typefaces and pens give poor quality copies);
- don't send a carbon copy;
- don't use a dot matrix printer; and
- remember - photocopies can result in a grey shade that will not scan well.

**When you complete other documents, please remember:**

- the points already made relating to completing forms;
- to use A4 size paper with a good margin;
- to supply them in portrait format (that is with the shorter edge across the top); and
- to include the LLP number and name.

**3. Where can I find out more about this?**

For further guidance on print requirements please see our website or telephone 0303 1234 500.

**Chapter 6  
Further Information**

**1. How do I deliver information to Companies House?**

For full details of all the ways of delivering documents to Companies House, electronically or on paper, please refer to the registrar's rules and powers which appear on our website. The safest and most secure way to deliver statutory information to Companies House is to use our online filing services. This facility is

not currently available for LLPs but we are working towards this being available in the near future.

If you are delivering documents by post, courier, Document Exchange Service (DX) or Legal Post (in Scotland) and would like a receipt, Companies House will provide an acknowledgement if you enclose a copy of your covering letter with a pre-paid addressed return envelope. We will barcode your copy letter with the date of receipt and return it to you in the envelope provided.

**Please note:** an acknowledgement of receipt does not mean that a document has been accepted for registration at Companies House.

**Please note:** Companies House does not accept any statutory documents by fax, PDF or by email.

## 2. Do I have to pay to file documents at Companies House?

You do not have to pay a fee for many of the documents that you have to send to Companies House, **but some do require a fee and we will not accept them for registration without it.** For full details you should refer to our website.

## 3. Can I file documents in other languages?

As a general rule the law requires that you file documents sent to Companies House in English. There are exceptions as detailed below. You can draw up and deliver documents in Welsh if you are an LLP with its registered office situated in Wales.

LLPs can deliver the following documents in other languages if the document is accompanied by a certified translation into English:

- For LLPs included in accounts of larger EEA (European Economic Area) or non-EEA groups, the group accounts and where appropriate parent undertakings annual report;
- Charge instruments (or copy charge instruments);and
- Court Orders.

In addition, LLPs may also file voluntary certified translations of any document specified in section 1078 of the Companies Act 2006, as applied to LLPs by the Limited Liability Partnerships (Application of the Companies Act 2006) Regulations 2009. These are:

- Constitutional documents i.e. the LLP's incorporation document; any notice under section 8(4) of the Limited Liability Partnerships Act 2000 or notice of change of LLP name;
- Notifications of change in the membership of the LLP or in particulars of members;

- Accounts and annual returns;
- Notification of any change in an LLP's registered office;
- Winding up documents;

The voluntary translation must relate to a document delivered to Companies House on or after 1 October 2009. Voluntary translations can only be filed in an official language of the European Union and must be accompanied by Form LL VT01, which will link the translation to the original document.

#### **4. Where do I get forms and guides?**

This is one in a series of Companies House publications which provides a simple guide to the Companies Act and other related legislation.

All statutory forms and guides are available, free of charge from Companies House. The quickest way to get them is on our website or by telephoning 0303 1234 500.

You can also obtain forms from company law stationers, accountants, solicitors and company formation agents.

# how to contact us

contact centre: **0303 1234 500**

(For training and quality purposes your call may be monitored)

mini-com: 029 2038 1245

enquiries@companieshouse.gov.uk

**www.companieshouse.gov.uk**

**Cardiff:** Companies House  
Crown Way, Cardiff CF14 3UZ

**Edinburgh:** Companies House  
Fourth Floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, EH3 9FF

**London:** Companies House  
21 Bloomsbury Street, London, WC1B 3XD

**Belfast:** Companies House,  
Second Floor, The Linenhall,  
32-38 Linenhall Street, Belfast, BT2 8BG

For the most up to date version of this booklet please visit our website at:

**www.companieshouse.gov.uk**



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