



Companies House
— for the record —

Limited Liability Partnerships Winding Up

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BERR

Department for Business
Enterprise & Regulatory Reform

This guidance is available in alternative formats which include Braille, large print and audio tape. For further details please see our website – www.companieshouse.gov.uk or email our enquiries section at enquiries@companieshouse.gov.uk or telephone our contact centre on 0303 1234 500

When reading these guidance notes, you need to be aware of the following:

Some (but not all) of the provisions in the Companies Act 2006 have come into force. Therefore, some provisions in the Companies Act 1985 remain relevant. We have tried as far as possible to make it clear throughout these notes which Act applies. If you would like to find out more you may wish to visit our website at www.companieshouse.gov.uk/ where you can find out which provisions in the respective Acts are in force. Our website also contains a link to the BERR (The Department for Business, Enterprise and Regulatory Reform) website www.berr.gov.uk/bbf/co-act-2006 where you can find further information. Some provisions in the new Act are subject to transitional arrangements. We will as far as possible explain these in this guidance and give details on our website.

There is one further stage in the implementation of the Companies Act 2006 scheduled for October 2009. We will update any guidance notes affected by those implementations at the time. You may wish also to keep an eye on our website where we will publish more information as the implementation process continues so you can access the most up to date information.

Until October 2009, these guidance notes apply only to companies formed in Great Britain (England, Wales and Scotland). The separate system in Northern Ireland is then scheduled to merge into a single system for the whole of the United Kingdom.

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This publication is a guide only and should be read with the relevant legislation.

Introduction

This publication is a guide to winding up your limited liability partnership or removing it from the register. The booklet summarises some of the rules that apply to voluntary arrangements, in administration and administration orders, receivers, and voluntary and compulsory liquidations. It also covers how and why limited liability partnerships are struck off and dissolved.

This guidance also covers how, in certain circumstances, your limited liability partnership may be restored to the register.

Please remember that if your limited liability partnership is considering liquidation, or any other measures to deal with insolvency, you should seek appropriate professional advice or consult an authorised insolvency practitioner.

You will find the relevant law in the Limited Liability Partnerships Act 2000, the Insolvency Rules 1986, and in the Limited Liability Partnerships Regulations 2001 which apply parts of the Companies Act 1985 (as amended in 1989 and later) and the Insolvency Act 1986 to limited liability partnerships.

Chapter 1 General insolvency information

1. What are insolvency proceedings?

These are formal measures to deal with debts of limited liability partnerships. Many different types of insolvency proceedings apply to limited liability partnerships. All are covered in this booklet.

2. Do all limited liability partnerships have to go through insolvency proceedings before being dissolved?

No. If the Registrar has reason to believe that a limited liability partnership is not carrying on business or is not in operation, the company's name may be struck off the register and the company dissolved without going through liquidation. A limited liability partnership that is not trading may apply to the Companies House to be struck off the register. **This procedure is not an alternative to formal insolvency proceedings.**

More information about striking off and dissolution of a limited liability partnership is given in [chapter 7](#) of this guide.

3. Can anyone supervise insolvency procedures?

All liquidators, administrators, administrative receivers and supervisors taking office on or after 29 December 1986 must be authorised insolvency practitioners.

Receiver managers appointed under the Law of Property Act (LPA) do not have to be authorised.

Insolvency practitioners may be authorised by:

- the Chartered Association of Certified Accountants;
- the Insolvency Practitioners' Association;
- the Institute of Chartered Accountants in England and Wales;
- the Institute of Chartered Accountants in Ireland;
- the Institute of Chartered Accountants in Scotland;
- the Law Society;
- the Law Society of Scotland; or
- the Secretary of State for Business, Enterprise and Regulatory Reform.

4. What happens to the members of an insolvent limited liability partnership?

The liquidator, administrative receiver, administrator or Official Receiver has a duty to send the Secretary of State a report on the conduct of all members who were in office in the last three years of the limited liability partnership's trading. The Secretary of State has to decide whether it is in the public interest to seek a disqualification order against a member.

Examples of the most commonly reported conduct might include:

- continuing to trade when the limited liability partnership was insolvent;
- failing to keep proper accounting records;
- failing to prepare and file accounts or make returns to Companies House; and
- failing to send in returns or pay to the Crown any tax that is due.

Chapter 2 Voluntary arrangements

1. What is a voluntary arrangement?

A voluntary arrangement is when a limited liability partnership makes an agreement with its creditors by proposing a 'composition in satisfaction of its debt' or a 'scheme of arrangement of its affairs'. This means an arrangement, approved by the court, in which the limited liability partnership has formally agreed terms with its creditors for the settlement of its debts.

2. Who may propose a voluntary arrangement?

A voluntary arrangement may be proposed by:

- the administrator, if there is an administration order;
- the liquidator, if the limited liability partnership is being wound up; or
- the limited liability partnership, in other circumstances.

3. Who considers the proposal?

When the limited liability partnership has proposed the arrangement, the nominee appointed to supervise its implementation reports to the court within 28 days on whether, in his or her opinion, a meeting of the creditors should be called. When the administrator or liquidator proposes the agreement, the

nominee reports on whether a meeting of the members and a meeting of the creditors of the limited liability partnership should be called.

4. How is a proposed voluntary arrangement approved?

The meeting summoned by the nominee decides whether to approve the voluntary arrangement which, subject to certain restrictions, may be approved with or without modifications. Any modifications must be agreed with the limited liability partnership. It is then binding on all creditors who had notice of the meeting and were entitled to vote. All creditors who had notice of the meeting are bound by the terms of the arrangement.

5. What happens when the arrangement is approved?

If the meeting of creditors approves a voluntary arrangement, then the nominee or his replacement becomes the supervisor of the arrangement.

6. What needs to be sent to Companies House?

The supervisor must send a copy of the chairman's report of the meeting.

At least once every 12 months, the supervisor must send an account of receipts and payments, together with a progress report, to all interested parties including the Registrar.

When the arrangement is completed, the supervisor must notify the Registrar, within 28 days after final completion. If the arrangement is suspended or revoked, the Registrar must be notified.

The appropriate forms are:

Form title	Number
Report of a meeting approving a voluntary arrangement	1.1
Order of revocation or suspension of voluntary arrangement	1.2
Voluntary arrangement's supervisor's abstract of receipts and payments	1.3
Notice of completion of voluntary arrangement	1.4

Please note: these forms are not available from Companies House. They can be obtained from company law stationers or by visiting the Insolvency website at <http://www.insolvency.gov.uk/>

Chapter 3

'In administration' and 'administration orders'

The current law concerning administration was introduced with effect from 1st October 2005 as per Statutory Instrument 2005 No. 1989, the Limited Liability Partnerships (amendment) regulations 2005. For details of the previous law, [see Part 2](#) of this chapter. Under the new regime, a limited liability partnership will be described as being 'in administration' – under the old regime a limited liability partnership would be described as subject to an 'administration order'. We have used these two terms to describe the different regimes.

What follows is a brief outline of the process of administration: it is not a complete statement of the law.

Part 1: Cases beginning on or after 1 October 2005: 'In administration'

1. What is 'in administration'?

Administration is when a person, 'the administrator, is appointed to manage the limited liability partnership's affairs, business and property for the benefit of the creditors.

The person appointed must be an insolvency practitioner and has the status of an officer of the court (whether or not he or she is appointed by the court).

The objective of administration is to:

- rescue the limited liability partnership as a going concern
- achieve a better price for the limited liability partnership's assets or otherwise realise their value more favourably for the creditors as a whole than would be likely if the limited liability partnership were wound up (without first being in administration) or
- in certain circumstances, realise the value of property in order to make a distribution to one or more preferential creditors.

2. How does the limited liability partnership enter administration?

The limited liability partnership enters administration when the appointment of an administrator takes effect. An administrator may be appointed by:

- an administration order made by the court;
- the holder of a floating charge; or
- its members.

The administrator must perform his or her functions as quickly and efficiently as reasonably practicable.

3. What are the effects on a limited liability partnership of being in administration?

When the limited liability partnership enters administration:

- any pending winding-up petitions will be dismissed or suspended;
- there will be a moratorium on insolvency and on other legal proceedings;
- if an administrative receiver has been appointed, he or she must vacate office;
- if a receiver of part of the limited liability partnership's property has been appointed, he or she must vacate office (if the administrator requires this).

4. Who must be told that the limited liability partnership is in administration?

As soon as reasonably practicable, an administrator must send a notice of his or her appointment to the limited liability partnership and each of its creditors and publish a notice of his or her appointment in the Gazette and in a newspaper in the area where the limited liability partnership has its principal place of business.

What is the Gazette?

The Gazette is published by HMSO and contains various statutory notices and advertisements. It is published daily. References to the Gazette are to the London Gazette in respect of limited liability partnerships registered in England and Wales.

Notices placed by the Registrar of Companies in England and Wales are included in the Company Law Official Notifications Supplement to the London Gazette which is published on microfiche. You may see copies in the Companies House search rooms listed at the back of this booklet (except in Scotland). Some of the larger public libraries also have copies. Visit www.gazettes-online.co.uk for more information.

The administrator must send a notice of his or her appointment to the Registrar on Form 2.12B.

While the limited liability partnership is in administration, every business document issued by or on behalf of the limited liability partnership or the administrator must state the name of the administrator and that he or she is managing the affairs, business and property of the limited liability partnership

5. What does the process of administration involve?

The administrator will request a statement of the limited liability partnership's affairs from relevant people (e.g. an officer or employee of the limited liability partnership).

No later than 8 weeks after the limited liability partnership enters administration, the administrator must make a statement setting out proposals for achieving the purpose of the administration or explaining why they cannot be achieved. The proposals may include a voluntary arrangement or a compromise or arrangement with creditors or members.

The statement setting out the proposals must be sent to:

- Companies House;
- every creditor of the limited liability partnership with an invitation to an initial creditors' meeting, if one is to be held; and
- every member of the limited liability partnership, unless the administrator publishes a notice to the effect that he will provide a copy free of charge to any member of the limited liability partnership who applies in writing for a copy.

The business of the initial creditors meeting will be to approve (with or without modifications) the statement of proposals. Following the initial meeting, the administrator may;

- hold further creditors' meetings,
- form a creditors committee; or
- deal with matters in correspondence between the administrator and creditors.

The Administrator must notify any revisions to the proposals following a creditors' meeting to members.

Decisions taken at creditors' meetings must be reported to Companies House on [Form 2.23B](#) and to the court.

6. When does administration end?

There are several ways in which administration can come to an end.

Administration can end automatically when the administrator's term of office expires. The appointment of an administrator expires after 1 year. However, this may be extended with the consent of creditors or the court. Any extension must be notified to Companies House on [Form 2.31B](#).

An administrator appointed under a court order may apply to the court to end administration if he or she thinks that the purpose of the administration cannot be achieved or the limited liability partnership should not have entered administration, or a creditors' meeting requires the application. The court will discharge the administration order and the administrator must notify Companies House on [Form 2.33B](#).

An administrator appointed by the holders of a floating charge or by its members of the limited liability partnership may end administration when the purpose of administration has been sufficiently achieved. The administrator must file notice with the court and with Companies House on [Form 2.32B](#).

Administration may end on the application of a creditor to the court alleging an improper motive on the part of the person who appointed the administrator or applied to the court for an administration order. The administrator must send a copy of the order with [Form 2.33B](#) to Companies House within 14 days of the order being made.

Administration may end when the limited liability partnership moves into creditors' voluntary winding up. This can happen where the administrator thinks that each secured creditor is likely to be paid and a distribution will be made to unsecured creditors, if there are any. The administrator must notify Companies House on [Form 2.34B](#) and send copies to the court and each creditor. The limited liability partnership will then be wound up as if a resolution for voluntary winding up had been passed on the day on which notice is registered with Companies House.

Administration may end when the limited liability partnership moves into dissolution. This can happen if the administrator thinks that a company has no property with which to make a distribution to its creditors. The administrator must send notice to Companies House on [Form 2.35B](#) and send copies to the court and each creditor 3 months after the date the form is registered with Companies House. The limited liability partnership will be dissolved unless, on application to the court, an order is made to extend or suspend the period or stop the dissolution. Notice of the order must be notified to Companies House on [Form 2.36B](#).

7. Which forms should be used?

From 1 October 2005 as per Statutory Instrument 2005 No. 1989, the Limited Liability Partnership's (Amendment) Regulations 2005 introduced new statutory forms for filing with Companies House, some of which are listed below:

Form title	Number
Notice of administrator's appointment	2.12B
Notice of statement of affairs	2.16B
Notice of extension of time period	2.18B
Statement of administrators revised proposals	2.22B
Notice of result of meeting of creditors	2.23B
Administrators progress report	2.24B
Notice of automatic end of administration	2.30B
Notice of extension of period of administration	2.31B
Notice of end of administration	2.32B
Notice of court order ending administration	2.33B
Notice of move from administration to creditors voluntary liquidation	2.34B
Notice of move from administration to dissolution	2.35B
Notice to registrar of companies in respect of date of dissolution	2.36B
Notice of intention to resign as administrator	2.37B
Notice of resignation by administrator	2.38B
Notice of vacation of office by administrator	2.39B
Notice of appointment of replacement/additional administrator	2.40B

Please note: These forms are not available from Companies House. They can be obtained from company law stationers or by visiting the Insolvency website at www.insolvency.gov.uk/

Part 2: Cases that began before 1 October 2005: Administration orders

Before 1 October 2005, the only way into administration was by court order to appoint an administrator. Where a petition for an administration order had been presented before 1 October 2005 the old law continues to apply.

1. What is an administration order?

It is a court order made to appoint an administrator to manage the limited liability partnership's affairs.

2. What is the purpose of an administration order?

Its purpose may be to:

- save the whole or any part of the limited liability partnership as a going concern;
- approve a limited liability partnerships voluntary arrangement;

- sanction (agree to) a compromise or arrangement; or
- achieve a better price for the limited liability partnership's assets or otherwise realise their value more favourably than in a winding-up.

3. What is the effect of the order?

While an administration order is in force, the limited liability partnership cannot be wound up and an administrative receiver cannot be appointed or, if previously appointed, they must vacate office. There are restrictions on enforcing any security over the limited liability partnership's property, selling any goods and starting any legal proceedings. More details about receivers are given in [chapter 4](#).

4. When may a court make an administration order?

A court may make an administration order when the limited liability partnership is, or is likely to become, unable to pay its debts and the court considers that the making of an administration order could achieve one of the purposes outlined above.

5. Who may make a petition for an administration order?

This may be done by the limited liability partnership itself, or one or more of its creditors including any contingent (existing) or prospective creditors. The administrator appointed by the order must notify Companies House of the order.

6. Who must an administrator notify of his or her appointment?

An administrator must:

- advertise the order in the [Gazette](#) and in a newspaper which is the most appropriate for ensuring that the order comes to the notice of the limited liability partnership's creditors; and
- send a copy of the court order to Companies House with Forms 2.6 and 2.7.

7. What are the administrator's duties?

The administrator takes control of all the property to which the limited liability partnership is, or appears to be, entitled. He or she prepares proposals for achieving the purpose for which the administration order was made and calls a meeting of creditors to consider those proposals. If the majority of creditors approve the proposals, the administrator then manages the affairs, business and property of the limited liability partnership in accordance with the proposals.

8. Does the administrator need to send anything to Companies House?

Yes. The administrator must send details of the proposals within three months after the order was made. Then, every 6 months, the administrator must send an account of receipts and payments.

9. How long does an administration order last?

It continues until the court discharges it - in other words, decides that the order is no longer needed. If there is a court order to discharge the order, or to vary its terms, the administrator must send a copy to Companies House within 14 days after the order was made.

10. Which forms should be used?

The appropriate forms are:

Form title	Number
Notice of administration order	2.6
Administration order	2.7
Administrator's abstract of receipts and payments	2.15
Notice of discharge of administration order	2.19
Notice of variation of administration order	2.20
Statement of administrator's proposals	2.21
Notice of result of meeting of creditors	2.23

Please note: These forms are not available from Companies House. They can be obtained from company law stationers or by visiting the Insolvency website at <http://www.insolvency.gov.uk/>.

Chapter 4 Receivers

1. What is a receiver?

There are two kinds of receiver and their powers vary according to the terms of their appointment.

An administrative receiver is a receiver or manager of the whole, or substantially the whole, of a limited liability partnership's property who is appointed by or on behalf of the holders of any debentures of the limited liability partnership secured by a floating charge. He or she has the power to sell (or otherwise realise) the assets covered by the floating charge and apply the proceeds to the debt owed to the charge-holder.

Receivers who are *not* administrative receivers may be appointed in other circumstances. For example, under powers contained in an instrument or document creating a charge over a limited liability partnership's property, a

receiver or manager may be appointed until the debt is recovered. These Receivers are appointed under the Law of Property Act 1925.

2. Who gives notice of the receiver's appointment?

The person who appoints the administrative receiver, receiver or manager, or has them appointed under the powers contained in an instrument, is responsible for informing Companies House within seven days of the appointment. An administrative receiver must also publish notice of his or her appointment in the Gazette and in an appropriate newspaper.

When the administrative receiver, receiver or manager ceases to act they must notify Companies House.

3. What must the receiver send to Companies House?

Within three months of appointment, an administrative receiver must make a report to all of the following:

- the Registrar;
- the limited liability partnership's creditors;
- the holders of a floating charge; and
- any trustees for secured creditors of the limited liability partnership.

Statement of affairs

This is a summary of the limited liability partnership's assets, liabilities and creditors. The administrative receiver must demand such a statement and decides who should prepare it.

The report must explain the circumstances of the appointment and the action the administrative receiver is taking. The report must also include a summary of any 'statement of affairs' prepared for the receiver by the officers or employees of the limited liability partnership.

All receivers must send an account of receipts and payments for the first 12 months of receivership to the Registrar, and:

- for administrative receivers, at 12-monthly intervals thereafter;
- for receivers and managers, at 6-monthly intervals.

4. Which forms should be used?

The appropriate forms are:

Form title	Number
Notice of the appointment of receiver or manager	405(1)
Notice of ceasing to act as receiver or manager	405(2)
Receiver or manager or administrative receiver's abstract of receipts and payments	3.6
Administrative receiver's report	3.10

Please note: With the exception of Forms 405(1) and 405(2), these forms are not available from Companies House. They can be obtained from legal stationers or by visiting the Insolvency website at <http://www.insolvency.gov.uk/>.

Chapter 5 Voluntary liquidation

There are two kinds of voluntary liquidation:

- members' voluntary liquidation (MVL) - which means the designated members have made a statutory declaration of solvency; and
- creditors' voluntary liquidation (CVL) - which means the designated members have not made such a declaration.

1. When can a limited liability partnership go into MVL?

This can take place when the designated members believe that the limited liability partnership is solvent.

A majority of the limited liability partnership's designated members must make a statutory declaration of solvency in the five weeks before the date when the limited liability partnership determined that it would be wound up, or on the date but before making the determination - see [question 3](#).

2. What is in the declaration?

The statutory declaration will state that the designated members have made a full inquiry into the limited liability partnership's affairs and that, having done so, they believe that it will be able to pay its debts in full within 12 months from the start of the winding-up. The declaration will include a statement of the limited liability partnership's assets and liabilities as at the latest practicable date before making the declaration.

3. When does liquidation actually start?

The liquidation starts when the members determine to wind up the limited liability partnership. The means of making such a determination will usually be provided for in the partnership agreement. In the absence of any provision, the determination will be made by a decision of the majority of members.

4. Must notice of voluntary liquidation be given to anyone?

Yes. Notice of the determination for voluntary winding-up of the limited liability partnership must be published in the Gazette within 14 days of the making of the determination. The limited liability partnership must also send a copy of the declaration and the determination to the Registrar within 15 days of the date when the limited liability partnership determined that it would be wound up.

5. When may a CVL be appropriate?

A limited liability partnership may go into CVL when it cannot pay its debts.

6. What must the limited liability partnership do?

Its members determine that the limited liability partnership cannot continue in business because of its liabilities and that it is advisable to wind up. The way in which the limited liability partnership makes such a determination will usually be provided for in the partnership agreement. In the absence of any provision, the determination will be made by a decision of the majority of members.

The determination must be:

- advertised in the Gazette within 14 days; and
- sent to the Registrar within 15 days.

A meeting of creditors must be held in the next 14 days after the determination to wind up has been made. Notice of the meeting must be sent to the creditors at least seven days before the meeting. Also, the designated members must prepare a statement of affairs for consideration at the meeting, and appoint one of themselves to attend and preside over the meeting.

When the liquidator is appointed, the designated members must provide him or her with a statement of affairs and otherwise co-operate with the liquidator.

7. Does the limited liability partnership have to advertise notice of the meeting?

Yes. The meeting must be advertised in the Gazette and in two newspapers in the area where the limited liability partnership has its principal place of business.

8. What are the main duties of a liquidator?

The liquidator is appointed to wind up the limited liability partnership's affairs. The liquidator does this by calling in all the limited liability partnership's assets and distributing them to its creditors. If anything is left over, the liquidator distributes it among the members of the limited liability partnership.

9. Does a liquidator need to notify anyone of his or her appointment?

Yes. Within 14 days of being appointed, a liquidator must publish a notice of appointment in the Gazette and notify Companies House. If the liquidation is voluntary, the liquidator must also give notice in a newspaper in the area where the limited liability partnership has its principal place of business.

10. What does the liquidator have to send to Companies House?

The liquidator must send a statement of affairs and Form 4.20 to Companies House within seven days of the creditors' meeting.

The liquidator must also send a statement, of receipts and payments for the first 12 months of liquidation. After that, statements must be sent every six months until the winding-up is complete.

11. Can an MVL be converted into a CVL?

Yes. If the liquidator decides that the limited liability partnership will not be able to pay its debts in full in the period stated in the designated members' statutory declaration of solvency, then he or she must call a meeting of the creditors which must be held within 28 days. The liquidation becomes a CVL from the date of the meeting.

12. What are the requirements for giving notice in such a case?

The liquidator must:

- post a notice of the meeting to each creditor at least seven days before the date of the meeting;
- advertise the date of the meeting in the Gazette and in 2 newspapers in the area where the limited liability partnership has its principal place of business; and

- prepare a statement of affairs for consideration at the meeting. A copy of the statement must be sent to Companies House within seven days of the meeting.

13. What happens when the limited liability partnership's affairs are fully wound up?

The liquidator presents an account to final meetings of creditors and members of the limited liability partnership. He or she must advertise the meetings in the Gazette at least one month before.

Within one week of the meeting having taken place, the liquidator must send the account to Companies House and a return of the final meeting.

Unless the court makes an order deferring the dissolution of the limited liability partnership, it is dissolved three months after the return and account are registered at Companies House.

14. Which forms should be used?

The appropriate forms are:

Form title	Number
Notice of appointment of liquidator voluntary winding-up (members or creditors)	600
Statement of affairs in conversion from a members' voluntary to a creditors' voluntary liquidation <input type="checkbox"/>	4.18 & 4.20
Statement of affairs in a creditors' voluntary liquidation	4.19 & 4.20
Liquidator's statement of receipts and payments	4.68
Members' voluntary winding-up declaration of solvency embodying a statement of assets and liabilities <input type="checkbox"/>	4.70
Return of final meeting in a members' voluntary winding-up	4.71
Return of final meeting in a creditors' voluntary winding-up	4.72

Please note: With the exception of Form 600, these forms are not available from Companies House. They can be obtained from company law stationers or by visiting the Insolvency website at <http://www.insolvency.gov.uk/>

Chapter 6 Compulsory liquidation

1. What is 'compulsory liquidation'?

Compulsory liquidation of a limited liability partnership is when the limited liability partnership is ordered by a court to be wound up.

2. Which courts can order a compulsory liquidation?

The High Court, or a county court with the appropriate jurisdiction, may order the winding-up of a limited liability partnership. This may be, for example, on the petition of a creditor or creditors on the grounds that the limited liability partnership cannot pay its debts.

A limited liability partnership is regarded as unable to pay its debts if, for example, a creditor:

- is owed more than £750;
- presents a written demand in the prescribed form (known as a statutory demand (Form 4.1)) to the limited liability partnership; and
- the limited liability partnership fails to pay, secure or agree a settlement of the debt to the creditor's reasonable satisfaction.

There are other situations where a limited liability partnership is deemed unable to pay its debts. Please read the relevant legislation.

The court may also order the limited liability partnership to be wound up on the petition of:

- the limited liability partnership itself;
- one or more of the limited liability partnership's members;
- the Secretary of State for Business, Enterprise and Regulatory Reform;
- the Financial Services Authority (formerly the Securities and Investment Board); or
- the Official Receiver.

3. Must the petition be advertised?

Unless the court directs other arrangements, the petition must be advertised in the Gazette.

4. What appears on the limited liability partnership record held by Companies House?

If the petition is successful, the limited liability partnership must send the winding-up order to Companies House straightaway and it will be placed on the limited liability partnership's public record.

The petition itself is not presented to the Registrar so it will not appear on the public records.

5. Who acts as the liquidator when an order is made to wind up the limited liability partnership?

The Official Receiver becomes liquidator on the making of a winding-up order against a limited liability partnership, unless the court orders otherwise.

6. What are the duties of the Official Receiver as liquidator?

The Official Receiver has a duty to investigate the limited liability partnership's affairs and the causes of its failure.

He also decides whether to call meetings of the creditors and contributories (that is, those people liable to contribute to the assets of the limited liability partnership if it is wound up) for the purpose of appointing a liquidator in his place.

If he decides not to call a meeting, he must notify the creditors, contributories and the court of his decision.

On the other hand, if he decides to call a meeting, a liquidator may then be appointed in place of the Official Receiver. The liquidator must notify Companies House of his or her appointment immediately.

If the position of liquidator becomes vacant at any time, the Official Receiver becomes the liquidator for the duration of the vacancy.

7. What happens when the winding-up is complete?

When Companies House receives notice from the liquidator of the final meeting of creditors or notice from the Official Receiver that winding-up is complete, he will register it and publish its receipt in the Gazette.

Unless the Secretary of State directs otherwise, the limited liability partnership will be dissolved three months after the notice was registered at Companies House.

If the Official Receiver, acting as liquidator, is satisfied that the limited liability partnership's realisable assets (that is, assets which could be sold or disposed of to raise money) will not cover the expenses of winding-up and that no further investigation of the limited liability partnership's affairs is necessary, he may apply to the Registrar for early dissolution of the limited liability partnership. The limited liability partnership will be dissolved three months after the application is registered at Companies House.

Chapter 7

Voluntary striking-off and dissolution

1. Who can apply to have a limited liability partnership struck off the register?

A limited liability partnership that is not trading may apply to the Registrar to be struck off the register. It can do this if the limited liability partnership is no longer needed.

For example, the active designated members may wish to retire and there is no-one to take over from them; 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.

The procedure is not an alternative to formal insolvency proceedings where these are appropriate, as creditors are likely to prevent the striking off (see questions [4](#) and [7](#)). Even if the limited liability partnership is struck off and dissolved, creditors and others could apply for it to be restored to the register (see [chapter 9](#)).

A limited liability partnership can apply to be struck off if, *in the previous 3 months, it has not:*

- traded or otherwise carried on business;
- changed its name;
- for value, disposed of property or rights that, immediately before it ceased to be in business or trade, it held for disposal or gain in the normal course of its business or trade (for example, a limited liability partnership in business to sell apples could not continue selling apples during that three-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 necessary or expedient for making a striking-off application, settling the limited liability partnership's affairs or meeting a statutory requirement (for example, a limited liability partnership may seek professional advice on the application, pay the costs of copying the Form LLP652a, etc). However, a limited liability partnership can apply for striking off if it has settled trading or business debts in the previous three months.

A limited liability partnership 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); or

- a Section 425 scheme (that is a compromise or arrangement between a limited liability partnership and its creditors).

2. What should I do before applying?

There are safeguards for those who are likely to be affected by a limited liability partnership's dissolution. If your limited liability partnership has creditors, you are advised to warn all the people listed in [question 4](#), before applying, as any of them may object to the limited liability partnership being struck off. Any loose ends - such as closing the limited liability partnership's bank account - should be dealt with before you apply.

It is also advisable to notify any other organisation or party who may have an interest in the limited liability partnership's affairs, otherwise they might later object to the application. Examples include local authorities, especially if the limited liability partnership 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 held by a dissolved limited liability partnership will belong to the Crown - see [chapter 8, question 5](#). The limited liability partnership's bank account will be frozen and any credit balance in the account will be passed to the Crown.

3. How do I apply?

You should request a Form [LLP652a](#) from Companies House.

The form must be signed and dated by:

- two designated members; or
- the majority, if there are more than 2.

You may give the name, address and telephone number of the person Companies House should contact about the application.

You should then send the completed form, with the £10 fee, to the

Registrar of Companies
Companies House
Crown Way
Maindy
Cardiff
CF14 3UZ.

Make the cheque payable to 'Companies House' and write the limited liability partnership number on the reverse.

4. Who must I inform?

Within seven days after sending Form [LLP652a](#) to the Registrar, you must provide copies of the form to the following:

- **creditors** including all contingent (existing) and prospective (likely) creditors such as banks, suppliers, former employees if they are owed money by the limited liability partnership, landlords, tenants (for example, where a bond is refundable), guarantors and personal injury claimants. Also, you must notify appropriate offices of the H. M. Revenue & Customs (HMRC) and DWP if there are outstanding, contingent or prospective liabilities;
- **employees;**
- **managers or trustees of any employee pension fund;** and
- **any members who have not signed the form.**

Anyone who becomes a creditor after the application must also be sent a copy of the form within 7 days of doing so.

All VAT-registered limited liability partnerships must notify the relevant VAT office (Finance Act 1985).

5. How should I inform the various parties?

A copy of the [Form LLP652a](#) should be delivered to, left at, or posted to them at:

- the last known address (if an individual); or
- the principal/registered office (if a company or partnership).

NOTE: To notify creditors who have more than one place of business, you must send copies of the form to or leave copies at all the places of business where the limited liability partnership has had dealings in relation to the current debts (for example, the branch where you ordered goods or which invoiced you). It is advisable to keep proof of delivery or posting.

6. How is the form registered?

The Registrar will check the form and, if acceptable, put it on the limited liability partnership's public record. An acknowledgement will be sent to the address shown on the form. The limited liability partnership will also be notified at its registered office address to enable it to object if the application is bogus.

7. What happens when the Registrar accepts a Form [LLP652a](#) application?

The Registrar will advertise and invite objections to the proposed striking-off in the [London Gazette](#). The Registrar will strike the limited liability partnership off the register not less than three months after the date of this notice if there is no reason to do otherwise and the application has not been withdrawn. The limited liability partnership will be dissolved when the Registrar publishes a notice to that effect in the [Gazette](#). (At the time of striking-off, a letter will be issued to the contact name on Form [LLP652a](#) confirming the proposed date of dissolution.)

Offences and penalties

It is an offence:

- to apply when the limited liability partnership is ineligible for striking-off;
- to provide false or misleading information in, or in support of, an application;
- not to copy the application to all relevant parties within seven days;
- not to withdraw the application if the limited liability partnership becomes ineligible.

Most offences attract a maximum fine of up to £5,000 on summary conviction (before a magistrates' court) or an unlimited fine on indictment (before a jury). If the designated members deliberately conceal the application from interested parties, they are liable not only to a fine but also up to seven years imprisonment.

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

8. What if I change my mind and want to withdraw my application?

Designated members must withdraw the application using Form [LLP652c](#) if a limited liability partnership ceases to be eligible for striking-off. This may be because the limited liability partnership:

- 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 a limited liability partnership 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 a Section 425 application (a compromise or arrangement between a limited liability partnership and its creditors);
- 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.

Form [LLP652c](#) can be completed and signed by any designated member. The form must be sent to Companies House.

9. Do I need to send a fee with Form LLP652a?

A fee of £10 is payable to cover the cost of providing the service. The fee will not be refunded if the application is rejected or withdrawn after its registration. A further fee will be payable for a new application. Any cheques must be made payable to 'Companies House' and the limited liability partnership number written on the reverse.

10. Can anyone object to dissolution?

Any interested party may object.

11. How and why can they object?

Objections must be in writing and sent to the Registrar of Companies with any supporting evidence, such as copies of invoices that may prove the limited liability partnership is trading. Reasons for objecting include:

- the limited liability partnership 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 three-month period before the application, or afterwards;
- the designated members have not informed interested parties;
- any of the declarations on the form are false;
- 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);
- other legal action is being taken against the limited liability partnership;

- the designated members have wrongfully traded or committed a tax fraud or some other offence.

Chapter 8

Defunct limited liability partnerships

1. Can the Registrar strike off a limited liability partnership?

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

- he has not received documents from a limited liability partnership that should have sent them to him; or
- mail he has sent to a limited liability partnership's registered office is returned undelivered.

Before the Registrar strikes a limited liability partnership off the register, he must inquire whether it is still in business or operation. If he is satisfied that it is not, he will publish a notice in the London Gazette that he intends to strike the limited liability partnership off. A copy notice is placed on the limited liability partnership's public record. If he sees no reason to do otherwise, the Registrar will strike the limited liability partnership off not less than three months after the date of the notice. The limited liability partnership will be dissolved on publication of a further notice stating this in the Gazette. At the date of dissolution any assets held by a dissolved limited liability partnership will belong to the Crown: see question 5. The limited liability partnership's account will be frozen and any credit balance in the account will be passed to the Crown.

2. How can I avoid this action?

If the limited liability partnership is to remain on the register, it is important to reply promptly to any formal inquiry letter from Companies House and to deliver any outstanding documents. Failure to deliver the necessary documents may also result in the designated members being prosecuted.

3. Can I object?

The Registrar will take into account representations from the limited liability partnership and other interested parties, such as creditors.

4. How does the Registrar's intention to strike off a limited liability partnership appear in the London Gazette?

The Company Law Official Notifications Supplement to the London Gazette publishes weekly notices on microfiche. Copies are available from:
The London Gazette, PO Box 7923, London SE1 5ZH
web site: <http://www.gazettes-online.co.uk/>

telephone: 020 7394 4517

5. What happens to the assets of a dissolved limited liability partnership?

From the date of dissolution any assets held by a dissolved limited liability partnership will be 'bona vacantia'. This means they belong to the Crown. The limited liability partnership's bank account will be frozen and any credit balance in the account will be passed to the Crown. Enquiries about bona vacantia property should be addressed, as appropriate, to:

If the limited liability partnership's registered office is in Lancashire:	The Solicitor to the Duchy of Lancaster 66 Lincoln's Inn Fields London WC2A 3LH
If the limited liability partnership's registered office is in Cornwall or the Isles of Scilly:	The Solicitor to the Duchy of Cornwall 66 Lincoln's Inn Fields London WC2A 3LH
In all other cases	The Treasury Solicitor (BV) 1 Kemble Street London WC2B 4TS. www.bonavacantia.gov.uk

Chapter 9 Restoration to the register

The Registrar cannot restore a limited liability partnership to the register without a Court Order. When the Registrar receives an office copy of the Court Order for restoration, a limited liability partnership is regarded as having continued in existence as if it had not been struck off and dissolved.

1. Who can apply to have a limited liability partnership restored to the register?

For limited liability partnerships struck off following a Form LLP652a application: any of the parties who must be notified of the application (see [chapter 7, question 4](#)) can apply to the Court within 20 years of dissolution for the name of the dissolved limited liability partnership to be restored to the register. The Court may order restoration if it is satisfied that:

- the person was not given a copy of the limited liability partnership's application;
- the limited liability partnership's application involved a breach of the conditions of the application; or
- for some other reason it is just to do so.

The Secretary of State may also apply to the Court for restoration if this is justified in the public interest.

For limited liability partnerships struck off at the instigation of the Registrar: the limited liability partnership, or creditor of it, can apply to the Court for restoration within 20 years of the dissolution. When a limited liability partnership applies for its own restoration, a member of the limited liability partnership must also be an applicant to give any necessary undertakings to the Court.

Where a limited liability partnership is dissolved: the liquidator or any other interested party such as a creditor can apply to the Court for the dissolution to be declared void. In most cases an application must be made within two years of dissolution, but it can be made at any time if its purpose is to bring proceedings against a limited liability partnership for:

- damages for personal injuries including any sum under Section 1(2)(c) of the Law Reform (Miscellaneous Provisions) Act 1934 (funeral expenses); or
- damages under the Fatal Accidents Act 1976 or the Damages (Scotland) Act 1976.

2. Which courts do I apply to for a Restoration Order?

Apply to the High Court by completing a Part 8 claim form (this is the standard form that starts proceedings. It can be downloaded from www.courtservice.gov.uk). 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, an application can be made to a County Court that has the authority to wind up the limited liability partnership. For more detailed guidance on restoration, see the 'Treasury Solicitor's: A Guide to Company Restoration' available from <http://www.tsol.gov.uk/> or telephone 020 7210 3000.

3. How do I serve documents?

The claim form should be served on:

- the solicitor dealing with any bona vacantia assets, namely the Treasury Solicitor or the solicitor to the relevant Duchy, and

The Registrar of Companies
Limited Liability Partnerships Team
Companies House
Crown Way
Cardiff CF14 3UZ
Tel: 029 2038 0744

DX: 33050 Cardiff 1

Companies House will accept delivery by post (recorded delivery is recommended). Companies House will also accept delivery by hand at Companies House, Cardiff or at Companies House, Bloomsbury Street, London, during or outside normal office hours. The Registrar will also require a copy of the affidavit or witness statement in support of the application.

The Registrar must be given at least 10 days notice of the hearing to allow him time to instruct the Treasury Solicitor and deal with the matter.

4. What evidence must I give?

The Court will require an affidavit (statement of truth) or a witness statement confirming that:

- the originating document was served; and
- the solicitor dealing with the bona vacantia assets has no objection to the restoration of the limited liability partnership (a copy of his or her letter should be attached to the affidavit or witness statement).

The affidavit or witness statement should also cover, as appropriate to the application:

- when the limited liability partnership was incorporated and the nature of its objects (a copy of the certificate of incorporation and the incorporation document should be attached);
- its officers;
- 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 of Companies;
- details of the striking-off and dissolution;
- comments on the limited liability partnership's solvency;
- any other information that explains the reason for the application.

The Registrar will provide information to assist in an application to the Court. Before the Court hearing, he will normally ask for:

- delivery of any statutory documents to bring the limited liability partnership's public file up to date. These should be sent to the Registrar at least five working days before the hearing to allow him

time to process and examine them as they may have to be returned for amendment;

- the correction of any irregularities in the limited liability partnership's structure.

5. Are there costs or penalties?

Yes. The Treasury Solicitor, whose costs are normally met by the Claimant(s), will represent the Registrar. The limited liability partnership must normally pay any statutory civil penalties for late filing of accounts delivered to the Registrar outside the period allowed by the Companies Act 1985 (as applied to limited liability partnerships by regulation 3 of the Limited Liability Partnerships Regulations 2001). The penalties that may be due are:

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

The level of any late filing penalty depends on how late the accounts are when Companies House receives them. In the case of accounts delivered on restoration, the period during which the limited liability partnership was dissolved is normally disregarded. For example, a set of accounts that should have been delivered 2 months before a limited liability partnership was dissolved are normally regarded as 2 months late if they are delivered on restoration.

Late filing penalties are not normally collected for accounts received on restoration that became due while the limited liability partnership was dissolved.

Further information about late filing penalties is available in our guidance on "Late Filing Penalties" available on the Companies House website.

6. What happens when the order for restoration is made?

An office copy of the order with the court seal must be delivered to the Registrar by the applicant wishing to restore the limited liability partnership. A limited liability partnership is regarded as restored when the order is delivered.

Chapter 10

Further information

1. Where can I go for help?

Staff at Companies House in Cardiff will be able to advise you on general matters, but if you are considering liquidation or insolvency proceedings you should seek the advice of an insolvency practitioner or the Insolvency Service (tel. Insolvency Service Enquiries 0845 602 9848).

Complaints about the conduct of a licensed insolvency practitioner should be sent, in writing, to:

The Insolvency Practitioners' Section
The Insolvency Service
Area 1.10
PO Box 203
21 Bloomsbury Street
London
WC1B 3QW

They will then forward the complaint to the practitioner's authorising body.

2. How do I send forms to Companies House?

- Documents, including court orders, should display the correct limited liability partnership name and registration number;
- You should supply documents in portrait format (that is, with the shorter edge across the top).

3. How do I send information to Companies House?

You may deliver documents to Companies House by hand (personally or by courier), including outside office hours, bank holidays and weekends to Cardiff, London and Edinburgh.

You may also send documents by post, by the Document Exchange Service (DX), or by Legal Post (LP) in Scotland. If you send documents, please address them to:

For LLPs incorporated in England & Wales:	For LLPs incorporated in Scotland:
The Registrar of Companies Companies House Crown Way Cardiff CF14 3UZ or DX33050 Cardiff 1	The Registrar of Companies Companies House 4th Floor Edinburgh Quay 2 139 Fountainbridge Edinburgh EH3 9FF or DX ED235 Edinburgh 1 or LP – 4 Edinburgh 2

If you are sending documents by post, courier or Document Exchange Service (DX) 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 accounts or any other statutory documents by fax.

4. Where do I get forms and guidance?

This is one of a series of Companies House guidance which provide a simple guide to the Companies Act.

Statutory forms and guidance are available, free of charge from Companies House. The quickest way to get them is through our website or by telephoning 0303 1234 500.

Forms can also be obtained from company law stationers, accountants, solicitors and company formation agents - addresses in business phone books.

how to contact us

Contact Centre: 0303 1234 500
Mini-com: 029 2038 1245
enquiries@companieshouse.gov.uk
www.companieshouse.gov.uk

*For training and quality purposes
your call may be monitored

Cardiff:

Companies House
Crown Way, Cardiff CF14 3UZ
Fax: 029 2038 0900

Edinburgh:

Companies House
4th Floor
Edinburgh Quay 2
139 Fountainbridge
Edinburgh EH3 9FF
Fax: 0131 535 5820

London:

Companies House
21 Bloomsbury Street, London WC1B 3XD
Fax: 029 2038 0900