

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 Edinburgh Gazette and notify the AIB. 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 the AIB?

The liquidator must send a statement of affairs and 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 Edinburgh Gazette and in two 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 the AIB within 7 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 Edinburgh Gazette at least one month before.

Within one week of the meeting having taken place, the liquidator must send the account to the Registrar and AIB together with 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	* 4.4 (Scot)
Liquidator's statement of receipts and payments	* 4.5 (Scot)
Notice of liquidator's statement of receipts and payments	* 4.6 (Scot)
Notice of final meeting of creditors	4.17 (Scot)
Return of final meeting of voluntary winding-up	4.26 (Scot)

* Forms 4.4 (Scot), 4.5 (Scot) and Form 4.6 (Scot) are lodged with AIB *not* Companies House

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 Court of Session or Sheriff Court 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 (Scot)) 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, Innovation and Skills;
- the Financial Services Authority (formerly the Securities and Investment Board)

3. Must the petition be advertised?

Unless the court directs other arrangements, the petition must be advertised in the Edinburgh 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 Form 4.2 (Scot) and a copy of the winding-up order to the Registrar and AIB 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?

A provisional liquidator may be appointed after the petition is presented. If a winding up order is made, an interim liquidator is appointed. Both the provisional and interim liquidator must notify the AIB of their appointments and the provisional liquidator must also notify the Registrar.

6. What are the duties of the interim liquidator?

Within 28 days of the appointment, the interim liquidator investigates the limited liability partnership's affairs and will call meetings of creditors and contributories (that is, those people liable to contribute to the assets of a limited liability partnership in the event of it being wound up). The meetings appoint the official liquidator who must notify the AIB within 7 days. If no liquidator is appointed at the meetings, the court appoints a liquidator.

The liquidator must send to the AIB a statement of receipts and payments for the first 12 months of liquidation and thereafter every 6 months until the winding up is complete.

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

When the Registrar and AIB receive notice from the liquidator of the final meeting that winding-up is complete, the Registrar will register it and publish its receipt in the Edinburgh Gazette.

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

If the 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 3 months after the application is registered at Companies House.

8. Which forms should be used?

Form title	Number
Statutory demand for payment	4.1 (Scot)
Notice of winding-up order	4.2 (Scot)
Liquidator's statement of receipt and payments	4.5 (Scot)
Notice of liquidator's statement of receipts and payments	4.6 (Scot)
Notice of appointment of liquidator	* 4.9 (Scot)
Notice of final meeting of creditors	* 4.17 (Scot)

* Only Forms 4.9 (Scot) and 4.17 (Scot) are require to be filed at Companies House

Chapter 7

Further information

1. Where can I go for help?

Staff at Companies House in Edinburgh and the AIB 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. 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 this website or by telephoning 0303 1234 500.

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

The following forms are **not** available from Companies House:

Receivership forms	Number
Notice of the appointment of a receiver by the holder of a floating charge	1(Scot)
Notice of the appointment of a receiver by the court	2(Scot)
Notice of the receiver ceasing to act or of his removal	3(Scot)
Notice of authorisation to dispose of secured property	3.4(Scot)
Notice of receiver's report	3.5(Scot)
Liquidation forms	Number
Notice of winding up order	4.2(Scot)
Notice of final meeting of creditors	4.17(Scot)
Return of final meeting in a voluntary winding-up	4.26(Scot)
Notice of court's order listing proceedings in winding up by the court	4.27(Scot)
Notice under section 204(6) or 205(6)	4.28(Scot)

These forms may be obtained from the Accountant in Bankruptcy, HMSO or from company law stationers. A list of company law stationers can usually be found in business directories.

3. How do I send information to the Registrar?

- Documents, including court orders, should display the correct limited liability partnership name and registration number;
- Companies House will only acknowledge receipt if you provide a stamped addressed envelope; and

- You should supply documents in portrait format (that is, with the shorter edge across the top).

Documents may be delivered by post, by hand (personally or by courier), by the Document Exchange service, or by Legal Post (LP).

The relevant addresses are:

<p>The Registrar of Companies Companies House 4th Floor Edinburgh Quay 2 139 Fountainbridge Edinburgh EH3 9FF</p> <p>DX ED235 Edinburgh 1 or LP – 4 Edinburgh 2</p>	<p>The Accountant in Bankruptcy Pennyburn Road Kilwinning KA13 6SA</p> <p>www.aib.gov.uk</p>
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Please note: Companies House does not accept accounts or any other statutory documents by fax.

how to contact us

Version 2.0 (10/09)

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
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
- Belfast:** Companies House,
1st Floor, Waterfront Plaza,
8 Laganbank Road, Belfast, BT1 3BS.
Fax: 028 9090 5291

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

www.companieshouse.gov.uk



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