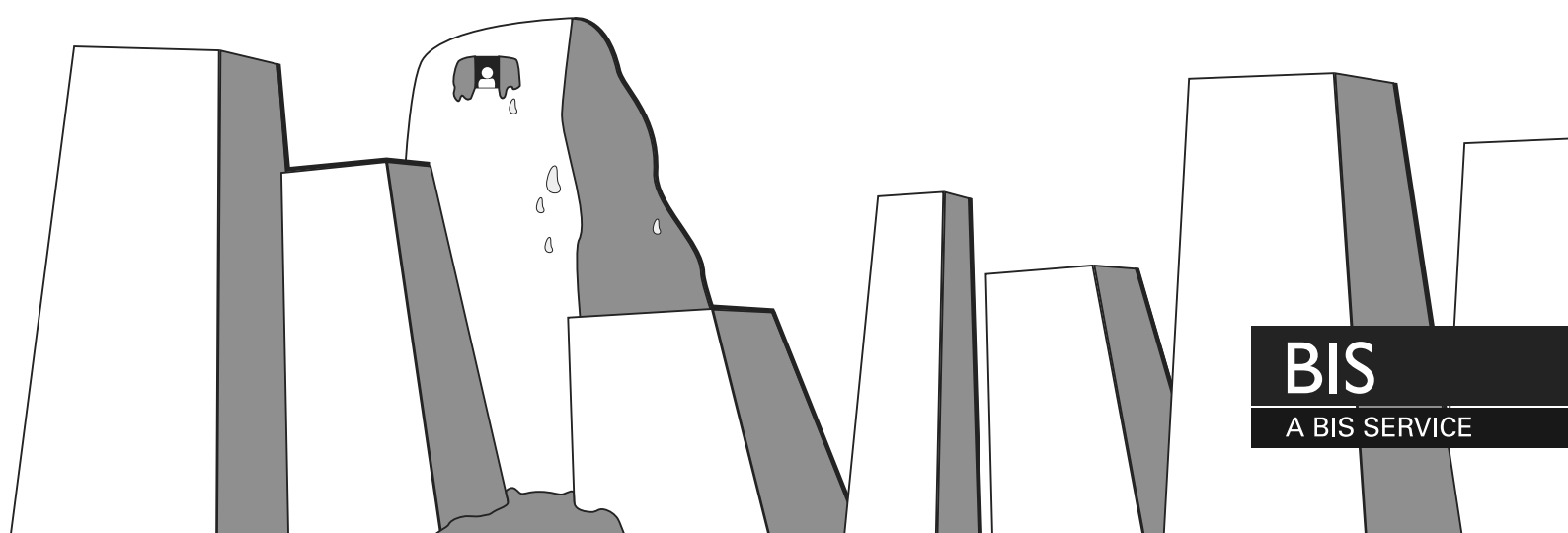




# limited liability partnership liquidation and insolvency

GPLL5 - April 2010



**BIS**

A BIS SERVICE

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](http://www.companieshouse.gov.uk) or email our enquiries section at [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk) or telephone our contact centre on 0303 1234 500

## Is this guidance for you?

This guide will be relevant to you if you:

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

## **Contents**

### **Introduction**

**Chapter 1.** General insolvency information

**Chapter 2.** Voluntary arrangements

**Chapter 3.** 'In Administration & Administration orders'

**Chapter 4.** Receivers

**Chapter 5.** Voluntary liquidation

**Chapter 6.** Compulsory liquidation

**Chapter 7.** Further information

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 guidance provides a basic overview of insolvency and liquidation proceedings and more detailed information about the documents that must be delivered to the Registrar of Companies. It summarises some of the rules that apply to corporate voluntary arrangements, moratoria, administrations, receivers, voluntary liquidations, compulsory liquidations and EC regulations.

Companies House can assist with queries relating to the delivery of documents to the Registrar. Other queries should be addressed to the Insolvency Service in the first instance. Insolvency proceedings often involve court proceedings and practitioners may be required to convene meetings and prepare statutory reports. It is important to note that not all of this information has to be sent to the Registrar.

Because of the complexity of the requirements, this guide is not a “how to” guide that tells the reader everything he or she needs to know to wind up an insolvent limited liability partnership. We advise you to seek independent professional advice if you suspect your limited liability partnership is, or is about to become, insolvent.

As a general rule, an authorised insolvency practitioner or other professional will be appointed to manage a limited liability partnership’s affairs when insolvency proceedings are initiated.

The relevant legislation can be found in the:

- Limited Liability Partnerships Act 2000;
- Insolvency Act 1986 (as amended);
- Insolvency Rules 1986 (as amended);
- Enterprise Act 2002;
- The Limited Liability Partnerships Regulations 2009 which apply parts of the Companies Act 2006 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 limited liability partnership's name may be struck off the register and the limited liability partnership dissolved without going through liquidation. A limited liability partnership that is not trading may apply to Companies House to be struck off the register. **This procedure is not an alternative to formal insolvency proceedings.**

#### **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, Innovation and Skills.

#### **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.

Following the implementation of the Insolvency (Amendment) Rules 2010, which came into force on 6 April 2010, Companies House will prescribe the following Insolvency forms within Registrar's Rules for the first time. The forms listed below are to be filed with the Registrar, for all corporate voluntary arrangements.

For any arrangement that started on or before 5 April 2010 these forms are to be used with appropriate amendments (if required):

Form title	Number
Notice to registrar of companies of voluntary arrangement taking effect	1.1
Notice to registrar of companies of order of revocation or suspension of voluntary arrangement	1.2
Notice to registrar of companies of supervisor's progress report	1.3
Notice to registrar of companies of completion or termination of voluntary arrangement	1.4

**Please note:** These forms are not available to download from Companies House but images of the documents can be viewed within Registrars Rules. Copies can be obtained from company law stationers

## **Chapter 3**

### **'In administration' and 'administration orders'**

The current law concerning administration was introduced with effect from 1 October 2005 as per Statutory Instrument 2005 No. 1989, the Limited Liability Partnerships (amendment) regulations 2005. Under this 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'.

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

#### **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 appointment to the limited liability partnership and each of its creditors and publish a notice of his 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](http://www.gazettes-online.co.uk) for more information.

The administrator must send a notice of his or her appointment to the Registrar.

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 the Registrar 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 the Registrar.

An administrator appointed under a court order may apply to the court to end administration if he 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 the Registrar.

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 the Registrar.

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 to the Registrar 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 the Registrar, 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 at Companies House.

Administration may end when the limited liability partnership moves into dissolution. This can happen if the administrator thinks that a limited liability partnership has no property with which to make a distribution to its creditors. The administrator must send notice to the Registrar, the court and each creditor.

3 months after the date the notice is registered at 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 sent to the Registrar.

## **7. Which forms should be used?**

Following the implementation of the Insolvency (Amendment) Rules 2010, which came into force on 6 April 2010, Companies House will prescribe the following Insolvency forms within Registrar's Rules for the first time. The forms listed below are to be filed with the Registrar, for all in administrations.

For any in administration that started on or before 5 April 2010 these forms are to be used with appropriate amendments (if required):

<b>Form title</b>	<b>Number</b>
Notice of administrator's appointment	2.12B(CH)
Notice of statement of affairs	2.16B
Statement of administrator's proposals	2.17B
Notice of extension of time period	2.18B(CH)
Notice of deemed approval of proposals	F2.18
Statement of administrators revised proposals	2.22B(CH)
Notice of result of meeting of creditors	2.23B(CH)
Administrators progress report	2.24B
[Amended] certificate of constitution of creditor's committee	2.26B(CH)
Notice of order to deal with charged property	2.28B
Notice of automatic end of administration	2.30B(CH)
Notice of extension of period of administration	2.31B
Notice of end of administration	2.32B(CH)
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(CH)
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 to download from Companies House but images of the documents can be viewed within Registrars Rules. Copies can be obtained from company law stationers

## **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 the Registrar within 7 days of the appointment. A Form LL LQ01 is required for each separate charge registered at Companies House over which the receiver is appointed, whether the appointment is over part of the property or all the limited liability partnership's assets. 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 the Registrar with a Form LL LQ02

**Please Note:** Separate Forms LL LQ01 and LL LQ02 must be filed for each separate charge registered at Companies House over which a receiver is appointed and/or ceases to act, whether the appointment is over part of the property or all the limited liability partnership's assets

## **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 thereafter.

#### **4. Which forms should be used?**

Following the implementation of the Insolvency (Amendment) Rules 2010, which came into force on 6 April 2010, Companies House will prescribe the following Insolvency forms within Registrar's Rules, some for the first time. The forms listed below are to be filed with the Registrar, for all receiverships.

<b>Form title</b>	<b>Number</b>
Notice of the appointment of receiver or manager	LL LQ01
Notice of ceasing to act as receiver or manager	LL LQ02
Statement of affairs in administrative receivership following report to creditors	3.3
Certificate of constitution (amended certificate) of creditors' committee	3.4
Administrative receiver's report as to change in membership of creditors' committee	3.5
Receiver or manager or administrative receiver's abstract of receipts and payments	3.6
Notice of administrative receivers death	3.7
Notice of order to dispose of charged property	3.8
Administrative receiver's report	3.10

**Please note:** With the exception of Forms LL LQ01 and LL LQ02 these forms are not available to download from Companies House but copies can be viewed within Registrar's Rules. Copies can be obtained from company law stationers

#### **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 5 weeks before the date when the limited liability partnership determined that it would be wound up.

### **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 with the relevant form to the Registrar within 5 business days of the creditors' meeting.

If the voluntary liquidation commenced on or before the 5 April 2010, 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 6 months until the winding-up is complete.

If the voluntary liquidation commenced on or after the 6 April 2010, the liquidator must send a liquidator's report for the first 12 months of liquidation. After that a liquidator's report must be sent every 12 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 the Registrar within 5 business days of the meeting.

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

For voluntary liquidations that started on or before 5 April 2010, the liquidator presents an account to a final meeting 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 the Registrar in the form of a return of final meeting.

For voluntary liquidations that started on or after 6 April 2010, the liquidator presents a full progress report to a final meeting of creditors and members of the limited liability partnership. He 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 final progress report to the Registrar attached to a return of final meeting form.

Unless the court makes an order deferring the dissolution of the limited liability partnership, it is dissolved 3 months after the return and account are registered at Companies House.

#### 14. Which forms should be used?

Following the implementation of the Insolvency (Amendment) Rules 2010, which came into force on 6 April 2010, Companies House will prescribe the following Insolvency forms within Registrar's Rules, some for the first time. The forms listed below are to be filed with the Registrar, for all voluntary liquidations.

For any voluntary liquidation that started on or before 5 April 2010 these forms are to be used with appropriate amendments (if required):

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	4.18 & 4.20
Statement of affairs in a creditors' voluntary liquidation	4.19 & 4.20
Notice of resignation as voluntary liquidator under s171(5) of Insolvency Act 1986	4.33
Order of Court granting voluntary liquidator leave to resign	4.35
Certificate of removal of voluntary liquidator	4.38
Notice of ceasing to act as voluntary liquidator	4.40
Notice of death of voluntary liquidator	4.44
Notice of vacation of office by voluntary liquidator	4.46
Notice of constitution of liquidation committee	4.48
Certificate that creditors have been paid in full	4.51
Liquidator's statement of receipts and payments	4.68
Members' voluntary winding-up declaration of solvency embodying a statement of assets and liabilities	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 to download from Companies House but copies can be viewed within Registrar's Rules. Copies can be obtained from company law stationers

## **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, Innovation and Skills;
- the Financial Services Authority (formerly the Securities and Investment Board); or
- the Official Receiver.

#### **3. Must the petition be advertised?**

Unless the court directs otherwise, 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 Official Receiver must send the winding-up order to Companies House as soon as practicable 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**

### **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:

<b>For LLPs incorporated in England &amp; Wales:</b>	<b>For LLPs incorporated in Scotland:</b>	<b>For LLPs incorporated in Northern Ireland</b>
The Registrar of Companies	The Registrar of Companies	The Registrar of Companies

Companies House Crown Way Cardiff CF14 3UZ DX33050 Cardiff 1	Companies House 4th Floor Edinburgh Quay 2 139 Fountainbridge Edinburgh EH3 9FF DX ED235 Edinburgh 1 LP – 4 Edinburgh 2	Companies House 1 <sup>st</sup> floor Waterfront Plaza 8 Laganbank Road Belfast BT1 3BS  DX 481 NR
---	---	---

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 formation agents - addresses in business phone books.

# how to contact us

Version 3.0 (04/10)

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**



Awarded for excellence