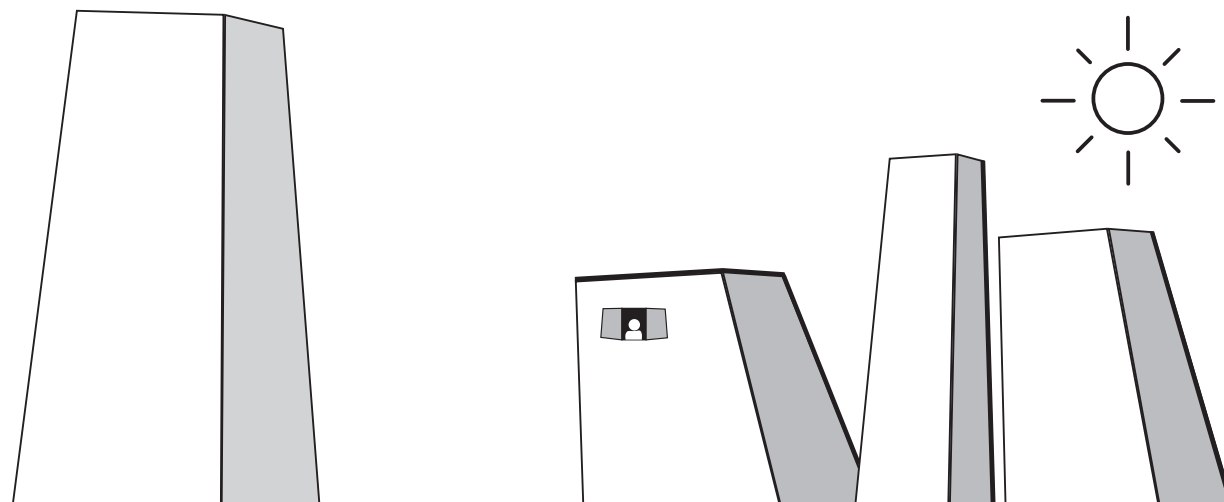




limited liability partnership incorporation and names

GPLL1 - June 2010



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Is this guide for you?

This guide will be relevant to you if:

- you want to incorporate a limited liability partnership
- you want to check which names are acceptable for a limited liability partnership
- you want to change an existing limited liability partnership's name

Overview

This guide will tell you what you need to do to incorporate a limited liability partnership (LLP) and the controls applied to the use of certain LLP names. It also tells you how you can change your LLP's name after incorporation. This guide applies to all LLPs registered in the United Kingdom (UK) i.e. England, Wales, Scotland and Northern Ireland.

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

Introduction

This guide will tell you what documents you need to send to Companies House when you want to incorporate an LLP in the UK. It covers the formation documents, member's responsibilities, and the controls applied to the use of certain names. This includes:

- the rules and restrictions on the choice of LLP name both when the LLP is formed and when it changes its name;
- how to change an existing LLP's name;
- when Companies House will not register an LLP name and when the use of sensitive words or expressions will need to be justified or need prior approval from a recognised authority; and
- when you can object to the registration of a particular LLP name, and also what to do if your LLP name has been objected to and you are directed by the Secretary of State to change the name.

All LLPs must disclose certain information to Companies House for the public record and to the people they deal with. For instance the law sets out where you must display the LLP name and what information must appear on its stationery.

This guide is intended as an introduction to the obligations of having an LLP. There are further guides available on 'Life of a Limited Liability Partnership'; 'Limited Liability Partnerships Strike Off', 'Dissolution and Restoration' and 'Limited Liability Partnerships Late Filing Penalties'.

You will find the relevant legislation for LLP incorporation and names in The Limited Liability Partnerships Act 2000, and in The Limited Liability Partnerships (Application of the Companies Act 2006) Regulations 2009 SI 2009/1804 which apply parts of the Companies Act 2006 and various sets of regulations to LLPs.

Companies House cannot advise you whether an LLP is the best vehicle for your business. Setting up an LLP brings many obligations. It may be worthwhile taking advice from a solicitor or accountant to check whether an LLP is the best way for you to run your business. See also the Business Link website.

Chapter 1 Incorporating an LLP

1. What is an LLP?

An LLP is a form of legal business entity with limited liability for the members.

2. What is the difference between an LLP and a limited company?

The main difference is that an LLP has the organisational flexibility of a partnership and is taxed as a partnership. In other respects it is very similar to a private company.

3. Who can incorporate an LLP?

Two or more persons associated for carrying on a lawful business with a view to profit can incorporate an LLP by subscribing to its incorporation document. In law, 'person' includes individuals and companies or firms. LLPs are not available for all activities such as non-profit making activities.

4. How do I incorporate an LLP?

You can incorporate an LLP yourself or you can use a company formation agent, accountant or solicitor. You need to complete an "Application to register a limited liability partnership" – LL IN01 and send this together with the fee to Companies House. The Form LL IN01 is available on our website or from the sources listed in Chapter 9. Further information on the fee to incorporate an LLP is given in question 10.

You may not be able to have the LLP name that you want if your proposed name is the same as that of another LLP or other body already on the registrar's index of names. There is an exception to this if an existing LLP or company is in the same group as your LLP and consents to the use of your proposed LLP name. We cover the restrictions on names in more detail in Chapter 3.

You can check the registrar's index of names by using the WebCheck service on our website.

Further information about choosing an LLP name is in Chapter 3 and we advise you to read that information before deciding a name for your proposed LLP.

5. Can I reserve a name once I have checked that it is available?

No. You cannot reserve a name. We cannot guarantee to process applications in strict order of the time or date of their receipt. In the unlikely event that we receive more than one application to register the same name, only one will be registered. The second will be refused because the name

would then already be on the names index. There can be no guarantee which application will be processed first. The facility to incorporate electronically is not currently available for LLPs, but we are working towards its being available in the near future.

6. What is the “Application to register a limited liability partnership” – LL IN01?

The form requires you to give the following information:

- the LLP's name;
- where the registered office of the LLP is to be situated (i.e. England and Wales, Wales, Scotland or Northern Ireland);
- the registered office address;
- whether the LLP is to have specified members as designated members or whether all members are to be designated members;
- details of each member, including whether that member is to be a designated member;
- if your LLP name contains a prescribed or sensitive word, you will need to confirm you have requested approval from a government department or other body. A copy of this approval must be included with your application.

The form includes a statement of compliance that must be signed by a solicitor or a proposed member.

7. What is a registered office?

The registered office must be a physical location where notices, letters and reminders can be delivered to the LLP, by hand or post, it need not be the place of business. It is important that all correspondence sent to this address is dealt with promptly. If the address is not effective for delivering documents, the LLP could risk being struck off the register or wound up by a creditor.

If your LLP is registered with the registrar for England and Wales its registered office must be situated in England or Wales. (If the LLP has been registered as only being situated in Wales then it cannot be situated outside of Wales).

If your LLP is registered with the registrar for Scotland its registered office must be situated in Scotland.

If your LLP is registered with the registrar for Northern Ireland its registered office must be situated in Northern Ireland.

Once your LLP is incorporated it is important that you notify Companies House whenever this address changes, as the change of address is not effective until we register the notice. For more information on changing your registered office please visit our guide on 'Life of a Limited Liability Partnership'.

8. What happens when you receive my application?

If the application is correctly completed, the proposed name is acceptable and the fee has been paid, we will register the LLP and issue a certificate of incorporation.

Please note: the incorporation does not take effect until Companies House has issued the certificate of incorporation.

9. What is the certificate of incorporation?

The certificate is conclusive evidence that the requirements of the LLP Act 2000 have been complied with and the LLP is duly registered under the Act.

The certificate will state:

- the name and registered number of the LLP;
- the date of its incorporation; and
- whether the LLP's registered office is situated in England and Wales (or in Wales), Scotland or Northern Ireland.

The certificate must be signed by the registrar or authenticated by the registrar's official seal.

10. How much does Companies House charge to incorporate an LLP?

Our standard registration fee is £20 and the fee for the 'Same-Day' service is £50 (this is for applications received by 3pm Monday to Friday). We aim to process standard documents within 5 days of receipt. Cheques should be made payable to Companies House.

If you post your same-day application we will make every effort to register the incorporation on the same day as we receive it. If the application is urgent you may wish to consider whether to use the Royal Mail's special delivery service.

When filing 'Same-Day' applications by post, courier or by hand please ensure you mark the envelope 'Same-Day Incorporation'.

11. Can Companies House help me incorporate my LLP?

Companies House can provide you with guidance on the forms required to incorporate an LLP, on your choice of LLP name and also provide general

advice on matters such as filing requirements. However, we cannot advise you about whether an LLP is the best vehicle for your business. If you are unsure about any aspect of incorporating an LLP, you should consider seeking professional advice from a solicitor, accountant or company formation agent.

Chapter 2

Members and designated members

1. What is the minimum number of designated members a LLP requires?

Every LLP must have at least two, formally appointed, designated members at all times. If there are fewer than two designated members then every member is deemed to be a designated member.

Once your LLP is incorporated it is important that you notify Companies House whenever any of the members' details change. More information on what you need to file is covered in the Life of a Limited Liability Partnership guide.

2. What is the difference between a member and a designated member?

With the agreement of the other members, a member may become a designated member at any time. Designated members have the same rights and duties towards the LLP as any other member. The LLP agreement and the general law govern these mutual rights and duties.

However, the law also places extra responsibilities on designated members. In particular, designated members are responsible for:

- appointing an auditor (if one is needed);
- signing the accounts on behalf of the members;
- delivering the accounts to Companies House;
- notifying Companies House of any membership changes or change to the registered office address or name of the LLP;
- preparing, signing and delivering the annual return to Companies House; and
- acting on behalf of the LLP if it is wound up and dissolved.

They are also accountable in law for failing to carry out these legal responsibilities.

3. Can anyone be a member of an LLP?

It is up to the members to decide who should be appointed to the LLP. The only restrictions are they must not:

- have been disqualified from acting as a company director or member of an LLP (unless the court has given them permission to act for a particular LLP); or
- be an undischarged bankrupt (unless the court has given them permission to act for a particular LLP).

Chapter 3 Choosing an LLP name

Before choosing a name you should check the Trade Marks Register of the UK Intellectual Property Office to ensure that the proposed name is not identical or similar to an existing trade mark. The address and contact information can be found on this website. You can also contact the Institute of Trade Mark Attorneys via their website. The registration of an LLP or company name does not mean the name or part of a name might not infringe other laws such as trade mark law.

1. Can I choose any name I want for my LLP?

No. There are a number of controls and restrictions that apply to your LLP name. These are set out in Part 3 of the Limited Liability Partnerships (Application of Companies Act) Regulations 2009 which applies relevant sections of the Companies Act 2006 and the Company and Business Names (Miscellaneous Provisions) Regulations 2009 SI 2009/1085 to LLPs, with appropriate modifications. Information on sensitive words and expressions is in Chapter 4.

We will not register an LLP with a name if:

- its use would constitute a criminal offence (see, for example, Annex C to this guide) or it is offensive;
- the name suggests a connection with Her Majesty's Government or a devolved administration or certain public authorities, unless approved by the Secretary of State;
- it includes a sensitive word or expression, unless certain tests are satisfied and you provide a statement of support by the appropriate government department or other official body;
- it includes characters, punctuation, signs or symbols which are not permitted. A list of permitted characters, signs, symbols and punctuation can be found in regulation 2 and Schedule 1 of the

Company and Business Names (Miscellaneous Provisions)
Regulations 2009 as applied to LLPs;

- it is the “same as” another name appearing on the registrar’s index of names, unless the proposed LLP will form part of the same group as the LLP or other body that already “owns” that name and that body has agreed to the proposed name;
 - it does not end with “limited liability partnership”, “llp”, “LLP” or (where the registered office is to be situated in Wales) the Welsh equivalents 'partneriaeth atebolrwydd cyfyngedig', “pac”, or “PAC”;
 - it contains “limited liability partnership”, “llp”, “LLP” or the Welsh equivalents 'partneriaeth atebolrwydd cyfyngedig' , “pac”, or “PAC” anywhere except at the end of the name; or
 - it includes in any part of the name an expression or abbreviation set out in paragraphs (a) to (o) or (r) to (u) below (for further details see paragraph 3 of Schedule 2 of the Company and Business Names (Miscellaneous Provisions) Regulations 2009 as applied to LLPs).
- | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>(a) public limited company or
(with or without full stops) plc</p> <p>(b) cwmni cyfyngedig cyhoeddus or
(with or without full stops) ccc</p> <p>(c) community interest company or
(with or without full stops) cic</p> <p>(d) cwmni buddiant cymunedol or
(with or without full stops) cbc</p> <p>(e) community interest public limited
company or
(with or without full stops) community
interest plc</p> <p>(f) cwmni buddiant cymunedol cyhoeddus
cyfyngedig or
(with or without full stops) cwmni buddiant
ccc</p> <p>(g) right to enfranchisement or
(with or without full stops) rte</p> <p>(h) hawl i ryddfreniad</p> <p>(i) right to manage or
(with or without full stops) rtm</p> <p>(j) cwmni rtm cyfyngedig</p> | <p>(k) european economic interest
grouping or(with or without full
stops) eeig</p> <p>(l) investment company with variable
capital</p> <p>(m) cwmni buddsoddi a chyfalaf
newidiol</p> <p>(n) limited partnership or (with or
without full stops) lp</p> <p>(o) partneriaeth cyfyngedig or (with or
with full stops) pc</p> <p>(r) open-ended investment company</p> <p>(s) cwmni buddsoddiant penagored</p> <p>(t) charitable incorporated
organisation or
(with or without full stops) CIO</p> <p>(u) sefydliad elusennol corfforedig or
(with or without full stops) SEC</p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

2. What does 'the same as' mean?

A name is the 'same as' another name appearing on the registrar's index of names if it is either identical to an existing name or would be deemed to be the same because the name differs only by minor elements which the law requires us to disregard when comparing the two names. For example, we would disregard plurals or certain types of punctuation marks when comparing names.

Examples of what we will disregard or ignore when comparing names are:

- any of the designated name endings (including permitted abbreviations with or without full stops or their Welsh equivalents set out in question 1 for example,) such as "limited liability partnership", "LLP", "limited", or "public limited company";
- words, expressions, such as:
- "biz", "co", "co uk", "co.uk", "com", "company", "UK", "United Kingdom", "Wales", "Cymru", "net", "GB", "Great Britain", "org.uk", "services", "international" (but see question 3 for circumstances when these will not be ignored) ;
- a blank space between or after a word, expression, character, sign or symbol;
- punctuation including a full stop, comma, colon, semi colon, hyphen, apostrophe, bracket, exclamation mark, question mark;
- permitted characters "*", "=", "#", "%" and "+" if they are used as one of the first three characters in a name.
- "s" at the end of a name;
- "the" and "www" at the beginning of a name; or
- any but the first 60 characters in a name.

In addition, we will treat certain words and expressions as if they were the same, for example "and" and "&", "plus" and "+", "1" and "one", "6" and "six", "€" and "euro", "\$" and "dollar", "%" and "percent", "@" and "at",

Further information can be found in The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 which apply the Company and Business Names (Miscellaneous Provisions) Regulations 2009 to LLPs which we strongly advise you to read before you apply to incorporate your LLP.

Please note, the “same as” rules do not prevent someone else trading under a name that is the same as a company’s registered name in all respects excepting only the designator (e.g. “llp”).

3. Are there any exceptions to the ‘same as’ rules?

Yes. Where an LLP is in the same group as an existing LLP or other body (an existing company), they may have names that differ only by certain specified words and expressions (such as “biz”, “co”, “co uk”, “co.uk”, “com”, “company”, “UK”, “United Kingdom”, “Wales”, “Cymru”, “net”, “GB”, “Great Britain”, “org.uk”, “services”, “international”). This is permitted only if the member of the group whose name is already on the Registrar’s Index of Company Names gives its consent to the other LLP adopting the name that differs from its own in this way. The application for the proposed name must include a copy of a statement in which the existing LLP or other body consents to the other LLP adopting the proposed name and confirms it will be part of the same group.

4. Can you give some examples of “same as” names?

“Hands Limited” is the ‘same as’:

- Hand-S Limited Liability Partnership or LLP;
- H & S International Limited Liability Partnership or LLP;
- @H & S Limited Liability Partnership or LLP;
- Hands: Limited Liability Partnership or LLP; and
- # H & S Limited Liability Partnership or LLP.

”Catering LLP” is the ‘same as’:

- Catering UK Limited Liability Partnership (or LLP);
- Catering.co.uk Limited Liability Partnership (or LLP);
- Catering International Limited Liability Partnership (or LLP);
- Catering Company Services Limited Liability Partnership (or LLP);

5. Which names need approval?

You will need the Secretary of State’s prior approval if your chosen name:

- suggests a connection with Her Majesty’s Government or a devolved administration or a local authority or a specified public authority (see chapter 4 and Appendices A & B);
- a sensitive word or expression (see chapter 4 and Appendices A & B).

In the case of any name that requires approval because of the connection it suggests or if it includes certain sensitive words or expression, you must request the specified Government department or body to indicate whether (and if so why) it has any objection to the proposed name. The application to register an LLP - Form LL IN01 includes a section requiring you to confirm you have sought the comments of the appropriate body. You must also deliver a copy of any response received and in the case of words set out in Appendix B, other supporting information with your application. Companies House will then consider whether to approve the name on behalf of the Secretary of State.

Chapter 4

Sensitive words and expressions

1. What are 'sensitive words and expressions'?

These are words and expressions that, when included in a LLP name, may imply business pre-eminence, a particular status or a specific function. For this reason, you must seek the approval of the Secretary of State before the proposed LLP can be incorporated (or its name changed). The aim is to ensure that the inclusion of the word is justified so that its use in the name does not mislead the public. Companies House administers the approval process on behalf of the Secretary of State.

2. Is there a list of restricted and sensitive words?

The words set out in Appendix A are prescribed under the 'Company, Limited Liability Partnerships and Business Names (Sensitive Words and Expressions) Regulations 2009 (SI No 2615)'. If you choose a name, that includes any of the words listed in Appendix A, you will need to provide supporting information with your application to incorporate your LLP - Form LL IN01.

The words set out in Appendix B are also prescribed under the above regulations. If you choose a name that includes any of the words in Appendix B, you will need to write to the 'relevant body' to ask whether they have any objection to the proposed name and deliver a copy of the response with your application.

The words and expressions included in Appendix C are subject to different legislation and inappropriate use of such words in an LLP name could be a criminal offence. If you wish to include one of these words in your LLP name, you should contact the relevant regulatory authority or ask us for advice.

If you are uncertain about the use of a specific word in a name you can contact us on 0303 1234 500.

As an LLP is incorporated with a view to profit there are certain names that we may not allow in an LLP's name e.g. association or trust as these words are used to imply a non-profit status. As an LLP does not file constitutional documents that could correspond with a non-profit making status we feel it is inappropriate for such words to be included in an LLP's name.

Chapter 5

Change of LLP name

1. Can I choose any name when I change the name of my LLP?

No. The restrictions are identical to the ones applying on incorporation. So, before you decide on a new name for your LLP, please read Chapters 3 and 4. If you choose an unacceptable name, we will not register it.

If a name is registered that is too similar to another already on the registrar's index of names and an objection is made, then the Secretary of State may direct your LLP to change its name. Further information on the Secretary of State's powers to issue a direction is in Chapter 6.

2. How can I change my LLP's name?

You must complete a notice of change of name – LL NM01. This must then be signed by a designated member and sent to Companies House, with the fee and any additional information to justify the name.

If all is in order, Companies House will then process the form and issue the LLP with a Certificate of Incorporation on Change of Name. The name of the LLP is not changed until the new certificate is issued.

3. How much does Companies House charge to change the name?

Our standard registration fee is £10 and the fee for the 'Same-Day' service is £50 (for applications received by 3pm Monday to Friday). We aim to process standard documents within 5 days of receipt. Please make the cheque payable to 'Companies House' and write the LLP number on the reverse. If you post your same-day application we will make every effort to register the change of name on the same day as we receive it. If the application is urgent you may wish to consider whether to use the Royal Mail's special delivery service.

When filing 'Same-Day' applications by post, courier or by hand please ensure you mark the envelope 'Same-Day change of name'.

Chapter 6

Objections to an existing LLP name

1. Could I have to change my LLP name after incorporation?

In general, an LLP can keep its registered name for ever. However an LLP can be required to change its name:

- within 12 months of the adoption of the name, if the Secretary of State upholds an objection that a newly-adopted name is “too like” an already existing name or if the name was incorrectly registered because it is the ‘same as’ an existing LLP name. Any objection must be made in writing within 12 months of the LLP’s date of the registration of the name. If such an objection is upheld, then the LLP must change its name as directed and deliver the required documents within 12 weeks of the date of the direction. Further information on ‘too like’ names is provided in question 2.
- within 5 years of the LLP’s adoption of the name, if misleading information has been given for the purposes of registration by a particular name for example for the approval of a sensitive name;
- within 5 years of the LLP’s adoption of the name, if an undertaking or assurance given at the time of registration, for example support for a sensitive name has not been fulfilled;
- at any time, if the Company Names Adjudicators upholds an objection that the name is the same as one in which the objector has goodwill or is so similar to such a name that its use in the UK would be likely to suggest a connection between the LLP and the objector. Such an objection will be upheld if the objector shows that the main purpose in registering the name was to obtain money or other consideration from him or to prevent his registering the name. (It may also be upheld if none of certain other matters have happened or apply).
- at any time, if the name gives so misleading an indication of the nature of its activities that it is likely to cause harm to the public.

2. What does 'too like' mean?

When considering whether one LLP name is ‘too like’ an existing LLP name, Companies House only considers the visible appearance or sound of the two names. We do not take into account external factors such as geographic location, trading activities, share ownership or whether an LLP is dormant. In addition we take no account of a name or part of a name that is a registered trade mark.

Normally, if the names differ by only a few characters or minor differences they are likely to be ‘too like’, for example, H & S Consultants LLP and H & S

Consulting LLP. Most examples of “too like” names also suggest a certain level of confusion.

If the names differ by one or more words, especially longer descriptive words they are unlikely to be ‘too like’. For example, an existing LLP, H & S Consultants LLP might justifiably complain that the registration of H & S Consultants (Cardiff) LLP is a cause of confusion. This might be the case but the names are not ‘too like’ under the Companies Act and we would be unlikely to issue a direction in these circumstances.

3. How do I object to an LLP’s name?

If you wish to object to an LLP’s name, for example because its similarity to your name may lead to confusion, you must do so within 12 months of the LLP being incorporated by writing to:

If the LLP is registered in England and Wales, or Wales	If the LLP is registered in Scotland	If the LLP is registered in Northern Ireland
The Secretary of State Company Registration Services Companies House Crown Way Cardiff CF14 3UZ DX 33050 Cardiff 1	The Secretary of State New Companies Companies House Fourth Floor Edinburgh Quay 2 139 Fountainbridge Edinburgh EH3 9FF DX ED235 Edinburgh1 or LP-4 Edinburgh 2	The Registrar of Companies Companies House Second Floor The Linenhall 32-38 Linenhall Street Belfast Northern Ireland BT2 8BG DX 481 N.R. Belfast 1

You should write to the appropriate registrar depending on where the LLP name you are objecting to was registered.

4. How are ‘too like’ objections dealt with?

If, following an objection we intend to direct an LLP to change its name we will write to the LLP to explain the nature of the objection and the limited scope for appeal. We will also inform the complainant of the action taken. If we reject the LLP’s appeal we will issue a direction requiring it to change its name within 12 weeks. If we accept the LLP’s appeal we will confirm this in writing to all parties.

5. Can Companies House reject a 'too like' name when an LLP files its application to register the LLP?

No. You can only make objections on grounds of 'too like' after Companies House has registered the LLP. We can only reject 'same as' names before registration. Not all potentially 'too like' names result in an objection.

To avoid the possibility of a 'too like' objection, we advise applicants to make a search of the Index of Company Names before they apply to form an LLP or change the name of an existing LLP. Having a 'too like' name could also result in:

- confusion with other LLPs or companies, which may have a poor filing or trading record;
- a 'passing off' action under civil law; or
- action for trade mark infringement.

We do not consult the Trade Marks Register when considering an application for an LLP name. Consequently, if there is a trade mark registration which is identical or similar to the LLP name you have chosen and you are in the same type of business you may face legal action for a trade mark infringement. For further advice, including how to search the trade marks register, contact the UK Intellectual Property office.

6. Objection on grounds of Opportunistic Registration

Any individual or LLP can apply to the Company Names Tribunal for an LLP to be directed to change its name if they can show that the name was chosen with the principal intention of seeking money from him or preventing him registering the name where it is one in which he has previously acquired reputation or goodwill.

The Company Names Tribunal (also known as the 'Company Names Adjudicators') is responsible for handling complaints about opportunistic registration. Further information, including application forms and contact information is available on their website.

Please note, Companies House cannot deal with any complaints about opportunistic registration.

Chapter 7

Disclosure of LLP name and other specified information

1. What does disclosure mean?

An LLP is required to display its name at its registered office, other places of business and on all business communications. It must also include its

registration details in its letters (including those sent electronically), order forms and websites. These requirements are contained in The Limited Liability Partnerships (Application of Companies Act 2006) Regulations 2009 and The Companies (Trading Disclosures) Regulations SI 2008/495, as applied to LLPs and as amended by The Companies (Trading Disclosures) (Amendment) Regulations 2009 S I 2009/218.

2. Where must I display my LLP's name?

Every LLP, unless it has at all times been dormant since incorporation, must display a sign with its registered name at:

- its registered office;
- any inspection place; and
- at any location at which it carries on business (unless it is primarily used for living accommodation) or if the LLP's activities are likely to attract violent objections.

It must also include its registered name in all business communications (hard copy and electronic).

3. How must I display the sign with my LLP name?

You must display a sign with your LLP name:

- in characters that can be read with the naked eye;
- in such a way that visitors to that office, place or location may easily see it at any time; and
- continuously, but if the location is shared by 6 or more LLPs, each such LLP is only required to display its registered name for at least 15 continuous seconds at least once in every 3 minutes.

4. How must I display the LLP name in communications?

You must include your LLP's registered name in all forms of business communications and documents whether in hard copy or electronic including:

- business letters, notices and other official publications;
- business emails;
- bills of exchange, promissory notes, endorsements and order forms;
- cheques purporting to be signed by or on behalf of the LLP;

- orders for money, goods or services purporting to be signed by or on behalf of the LLP;
- bills of parcels, invoices and other demands for payment, receipts and letters of credit; and
- all other forms of business correspondence and documentation.

5. Must I display my LLP name on my website?

Yes. Every LLP must disclose its registered name on its websites and on any part of a website relating to it which it has authorised. You do not need to include the LLP name on every page but it must be displayed so it can be easily read.

6. What additional information must I disclose?

On all your business letters, order forms and websites you must display:

- the part of the UK in which the LLP is registered (i.e. England and Wales, or Wales, or Scotland, or Northern Ireland);
- the LLP's registered number; and
- the address of the LLP's registered office; and
- where the LLP name ends with the abbreviation LLP, llp, or the Welsh equivalent, the fact that it is a limited liability partnership or the Welsh equivalents.

7. What information must the LLP provide?

If anyone with whom the LLP deals in the course of business makes a written request for:

- the address of its registered office;
- the address of any place of inspection; and
- the type of LLP records kept at the registered office or inspection place.

The LLP must provide the information in writing within five working days of the receipt of that request.

8. Do I have to display members' names?

If the LLP includes the name of any member on its business letters, other than in the body of the letter or as a signatory to it, it must include all the members' names. It cannot be selective about which names to include.

However if the LLP has more than 20 members providing it keeps a list of all the members' names at its principal place of business and the document states that the list is available for inspection it need not show the members' names.

9. What if the LLP is being wound up?

If the LLP is being wound up, is in administration, receivership or a moratorium is in force in respect of its debts then every invoice, order for goods, business letter or order form (in hard copy, electronic or any other form) must contain a statement that the LLP is being wound up.

10. What disclosures does an Overseas LLP have to make?

An Overseas LLP must display the LLP's name and the country in which it is incorporated or otherwise established at every location where it carries on business in the United Kingdom.

The Overseas LLP must display its LLP name and country of incorporation:

- in characters that can be read with the naked eye;
- in such a way that visitors to that office, place or location may easily see it;
- so that it can be seen at any time, i.e. not only during business hours; and
- continuously, but if the location is shared by 6 or more LLPs, each such name and country of incorporation are displayed for at least 15 continuous seconds at least once every 3 minutes.

The Overseas LLP must also state the LLP's name and country of incorporation in all forms of business communications and documents whether in hard copy or electronic, including:

- business letters, notices and other official publications;
- business emails;
- bills of exchange of promissory notes, endorsements and order forms;
- cheques purporting to be signed by or on behalf of the Overseas LLP;
- orders for money, goods or services purporting to be signed by or on behalf of the Overseas LLP;

- bills or parcels, invoices and other demands for payment, receipts and letters of credit;
- applications for licenses to carry on trade or activity,
- other forms of business correspondence and documentation; and
- its websites.

11. What is meant by an Overseas LLP?

An Overseas LLP is a body incorporated or otherwise established outside the United Kingdom whose name under its law of incorporation, or establishment, includes (or when translated into English includes) the words “limited liability partnership” or the abbreviation “LLP” or “llp”.

Chapter 8 Quality of documents

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

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

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

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

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

2. How should I set out documents?

Documents filed electronically

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

Paper documents

Generally, every paper document sent to Companies House must state in a

prominent position the registered name and number of the LLP. There are a few exceptions to this rule, which are set out in the published registrar's rules.

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

When you fill in a form please:

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

When you complete other documents, please remember:

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

3. Where can I find out more about this?

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

**Chapter 9
Further Information**

1. How do I deliver information to Companies House?

For full details of all the ways of delivering documents to Companies House, electronically or on paper, please refer to the registrar's rules which appear on our website. The safest and most secure way to deliver statutory information to Companies House is to use our online filing services. For more information and registration details please visit our website. This facility is not currently available for LLPs but we are working towards this being available in the near

future.

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

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

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

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

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

3. Can I file documents in other languages?

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

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

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

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

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

- accounts and annual returns;
- notification of any change in an LLP's registered office;
- winding up documents;

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

4. Where do I get forms and guides?

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

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

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

Appendix A - Prescribed words and Public Authorities that require the approval of the Secretary of State

Abortion	To use this word you must obtain the written support of: Sexual Health Policy Team Department of Health Wellington House 133-155 Waterloo Road London SE1 8UG
Accounts Commission for Scotland Accounts Commission	To use this expression you must obtain the written support of: The Secretary Accounts Commission for Scotland 110 George Street Edinburgh EH2 4LH
Accredit Accreditation Accredited Accrediting	To use any of these words you must obtain the written support of: Department for Business Innovation & Skills Accreditation Policy 1 Victoria Street London SW1H 0ET
Adjudicator	This word implies the same or similar status of an official ombudsman and therefore an implied connection with a representative body or government department. To use this word you must obtain the written support of the appropriate representative body or government department.
Alba Na h-Alba <i>Registered names only</i>	If you wish to use any of these words at the beginning of your LLP name, you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or the Scottish Government. If the words are used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is eminent in its own field. If you want to use the words because it is a surname, you will usually be given approval if the LLP name includes forenames or initials. Unless the word is a surname the LLP's registered office must be in Scotland.
Albannach <i>Registered names only</i>	If you wish to use this word at the beginning of your LLP name, you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or the Scottish Government. If the word is used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is eminent in its own field. The LLP's registered office must be in Scotland.
Association	For an LLP to be formed 2 or more persons associated for carrying on a lawful business with a view to profit must have subscribed

	<p>their names to the incorporation document. This means that an LLP cannot be formed as a charitable or 'not for profit' enterprise.</p>
<p>Assurance Assurer</p>	<p>To use any of these words you must obtain the written support of:</p> <p>Financial Services Authority Perimeter Guidance 25 The North Colonnade Canary Wharf London E14 5HS</p> <p>Email: perimeterguidance@fsa.gov.uk</p>
<p>Audit Commission for Local Authorities and the National Health Service in England</p> <p>Audit Commission</p>	<p>To use this expression you must obtain the written support of:</p> <p>Chief Executive's Office Audit Commission for Local Authorities and the National Health Service in England 1st Floor, Millbank Tower Millbank London SW1P 4HQ</p>
<p>Audit Scotland</p> <p>Auditor General for Scotland</p>	<p>To use these expressions you must obtain the written support of:</p> <p>The Secretary Auditor General for Scotland 110 George Street Edinburgh EH2 4LH</p>

<p>Audit Office</p> <p>Auditor General</p>	<p>To use these expressions you must obtain the written support of:</p> <p><i>England:</i></p> <p>Comptroller & Auditor General Corporate Secretariat National Audit Office 157-159 Buckingham Palace Road London SW1W 9SP</p> <p><i>Wales:</i></p> <p>Wales Audit Office 24 Cathedral Road Cardiff CF11 9L</p> <p><i>Scotland:</i></p> <p>Audit Scotland 110 George Street Edinburgh EH2 4LH</p> <p><i>Northern Ireland:</i></p> <p>Northern Ireland Audit Office 106 University Street Belfast BT7 1EU</p>
<p>Auditor General for Wales</p>	<p>To use this expression you must obtain the written support of:</p> <p>Auditor General for Wales 24 Cathedral Road Cardiff CF11 9LJ</p> <p>In Welsh: Archwilydd Cyffredinol Cymru 24 Heol y Gadeirlan Caerdydd CF11 9LJ</p>
<p>Authority</p>	<p>To use this word the LLP must be either:</p> <p>(a) a governing, supervisory or representative body of an activity (for example, sport or religion), trade, business, profession; or</p> <p>(b) a body with recognised expertise.</p> <p>Evidence must be produced to show that the LLP will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise. Any applicant should produce evidence of support from a representative body or government department.</p>

Banc Bank Banking	To use any of these words you must obtain the written support of: Financial Services Authority Perimeter Guidance 25 The North Colonnade Canary Wharf London E14 5HS Email: perimeterguidance@fsa.gov.uk
The Governor and Company of the Bank of England	To use this expression you must obtain the written support of: Bank of England Threadneedle Street London EC2R 8AH
Banknote	To use this word you must obtain the written support of: The Governor and Company of the Bank of England Threadneedle Street London EC2R 8AH
Benevolent	For an LLP to be formed 2 or more persons associated for carrying on a lawful business with a view to profit must have subscribed their names to the incorporation document. This means that an LLP cannot be formed as a charitable or 'not for profit' enterprise.
Board	To use this word the LLP must be: (a) a governing, supervisory or representative body of an activity, trade, business, profession; or (b) an independent advisory body; or (c) a deliberative assembly Evidence must be produced to show that the LLP will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise. In addition, the applicant should produce independent support from a representative body or government department
Breatannach Bhreatanach Bhreatanaich Breatannaich	If you wish to use any of these words at the beginning of your LLP name you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or the Scottish Government. If the word is used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is eminent in its own field. The LLP's registered office must be in Scotland.
Breatainn Bhreatainn	If you wish to use any of these words at the start of your LLP name you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or the Scottish Government.

	<p>If the word is used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is eminent in its own field.</p> <p>If you want to use the word because it is a surname, you will usually be given approval if the LLP name includes forenames or initials.</p> <p>Unless the word is a surname the LLP's registered office must be in Scotland.</p>
<p>Brenin Frenin Brenhines Frenhines</p>	<p>To use any of these words you must obtain the written support of:</p> <p>The Welsh Assembly Government Public Administration and Honours Unit Crown Buildings Cathays Park CARDIFF CF10 3NQ</p>
<p>Brenhinol Frenhinol Brenhiniaeth Frenhiniaeth</p>	<p>To use any of these words you must obtain the written support of:</p> <p>The Welsh Assembly Government Public Administration and Honours Unit Crown Buildings Cathays Park CARDIFF CF10 3NQ</p>
<p>Britain</p>	<p>If you wish to use this word at the start of your LLP name you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or government department.</p> <p>If the word is used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is eminent in its own field.</p> <p>If you want to use the word because it is a surname, you will usually be given approval if the LLP name includes forenames or initials.</p> <p>Unless the word is a surname the LLP's registered office must be in England and Wales.</p>
<p>British</p>	<p>If you wish to use the word at the beginning of your LLP name you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or government department.</p> <p>If the word is used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is eminent in its own field.</p> <p>The LLP's registered office must be in England and Wales.</p>
<p>Cenedlaethol Chenedlaethol Genedlaethol Gwladol Wladol</p>	<p>If you wish to use any of these words at the beginning of your LLP name you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or the Welsh Assembly Government.</p>

	If the word is used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is pre-minent in its own field.
Chamber of	This expression implies representative status such as that associated with a Chamber of Commerce or Trade. To use this expression you would normally need to obtain written support from a Chamber of Commerce or other representative body.
Charitable Charity	For an LLP to be formed 2 or more persons associated for carrying on a lawful business with a view to profit must have subscribed their names to the incorporation document. This means that an LLP cannot be formed as a charitable or 'not for profit' enterprise
Charter Chartered	Names that include these words will be refused if they unjustifiably give the impression that the LLP has a Royal Charter. If the words are used to qualify a profession, you should obtain the written support of the appropriate governing body.
Child Maintenance Child Support Child Maintenance and Enforcement Commission	To use any of these expressions you must obtain the written support of: Child Maintenance and Enforcement Commission PO Box 239 Holbeck Leeds S11 1EB
Coimisean Choimisean Chomisein Coimisein	These words imply that the LLP has a regulatory role such as a: (a) a governing, supervisory or representative body of an activity, trade, business, profession; or (b) an independent advisory body; or (c) a deliberative assembly Evidence must be produced to show that the LLP will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise. In addition, the applicant should produce independent support from a representative body or the Scottish Government
Comhairle Chomhairle Comhairlean Chomhairlean	These words imply that the LLP has a regulatory role such as a: (a) a governing, supervisory or representative body of an activity, trade, business, profession; or (b) an independent advisory body; or (c) a deliberative assembly Evidence must be produced to show that the LLP will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise. In addition, the applicant should produce independent support from a representative body or the Scottish Government.
Comisiwn Gomisiwn Chomisiwn	These words imply that the LLP has a regulatory role such as a: (a) a governing, supervisory or representative body of an activity,

	<p>trade, business, profession; or</p> <p>(b) an independent advisory body; or</p> <p>(c) a deliberative assembly.</p> <p>Evidence must be produced to show that the LLP will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise. In addition, the applicant should produce independent support from a representative body or the Welsh Assembly Government.</p>
Commission	<p>This word implies that the LLP has a regulatory role such as a:</p> <p>(a) a governing, supervisory or representative body of an activity, trade, business, profession; or</p> <p>(b) an independent advisory body; or</p> <p>(c) a deliberative assembly.</p> <p>Evidence must be produced to show that the LLP will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise. In addition, the applicant should produce independent support from a representative body or government department.</p>
Comptroller and Auditor General	<p>To use this expression you must obtain the written support of:</p> <p>Comptroller and Auditor General Corporate Secretariat National Audit Office Elizabeth 2 151 Buckingham Palace Road London SW1W 9SS</p>
Comptroller and Auditor General for Northern Ireland	<p>To use this expression you must obtain the written support of:</p> <p>Comptroller and Auditor General for Northern Ireland Northern Ireland Audit Office 106 University Street Belfast BT7 1EU</p>
Co-operative	<p>For an LLP to be formed 2 or more persons associated for carrying on a lawful business with a view to profit must have subscribed their names to the incorporation document. This means that an LLP cannot be formed as a charitable or 'not for profit' enterprise.</p>

<p>Council</p>	<p>To use this word the LLP must be:</p> <p>(a) a governing, supervisory or representative body of an activity, trade, business, profession; or</p> <p>(b) an independent advisory body; or</p> <p>(c) a deliberative assembly.</p> <p>Evidence must be produced to show that the LLP will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise. In addition, the applicant should produce independent support from a representative body, local authority or government department.</p>
<p>Cymreig Cymraeg Chymraeg Chymreig Gymraeg Gymreig Chymreig</p> <p><i>Registered names only</i></p>	<p>If you wish to use any of these words at the beginning of your LLP name you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or the Welsh Assembly Government.</p> <p>If the word is used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is eminent in its own field.</p> <p>The LLP's registered office must be in Wales.</p>
<p>Cymru Gymru Chymru Nghymru</p> <p><i>Registered names only</i></p>	<p>If you wish to use any of these words at the beginning of your LLP name you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or the Welsh Assembly Government.</p> <p>If the word is used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is eminent in its own field.</p> <p>If you want to use the words because it is a surname, you will usually be given approval if the LLP name includes forenames or initials.</p> <p>Unless the word is a surname the LLP's registered office must be in Wales.</p>
<p>Cyngor Chyngor Gyngor</p>	<p>To use any of these words the LLP must be:</p> <p>(a) a governing, supervisory or representative body of an activity, trade, business, profession; or</p> <p>(b) an independent advisory body; or</p> <p>(c) a deliberative assembly.</p> <p>Evidence must be produced to show that the LLP will be what it claims, and that it has the support of whoever it claims it will govern, supervise, or look to it for expertise. In addition, the applicant should produce independent support from a representative body, local authority or the Welsh Assembly</p>

	Government
Data protection	To use this expression you must obtain the written support of: Information Commissioner's Office Wycliffe House Water Lane Wilmslow SK9 5AF
Dental Dentistry	To use any of these words you must obtain the written support of: General Dental Council Registration Development 37 Wimpole Street London W1M 8DQ
Disciplinary Discipline	These words imply that the LLP has a regulatory role such as a governing, supervisory or representative body. Evidence must be produced to show that the LLP will be what it claims, and that it has the support of whoever it claims it will govern or supervise. In addition, the applicant should produce independent support from a representative body or government department.
Diùc Dhiùc Diùcan Dhiùcan Ban-diùc Bhan-dhiùc Bhan-dhiùcan Ban-diùcan	To use any of these words you must obtain the written support of: The Scottish Government Protocol Team Victoria Quay Edinburgh EH6 6QQ
Dug Ddug Duges Dduges	To use any of these words you must obtain the written support of: The Welsh Assembly Government Public Administration and Honours Unit Crown Buildings Cathays Park Cardiff CF10 3NQ
Duke Duchess	To use any of these words you must obtain the written support of: <i>England & Northern Ireland:</i> Ministry of Justice Constitutional Settlement Division Ministry of Justice Postal Point 5.25 102 Petty France London SW1H 9AJ <i>Wales:</i> The Welsh Assembly Government

	<p>Public Administration and Honours Unit Crown Buildings Cathays Park Cardiff CF10 3NQ</p> <p><i>Scotland:</i></p> <p>The Scottish Government Protocol Team Victoria Quay Edinburgh EH6 6QQ</p>
Ei Fawrhydi Ei Mawrhydi	<p>To use any of these expressions you must obtain the written support of:</p> <p>The Welsh Assembly Government Public Administration and Honours Unit Crown Buildings Cathays Park Cardiff CF10 3NQ</p>
England	<p>If you wish to use this word at the beginning of your LLP name, you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or government department.</p> <p>If the word is used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is eminent in its own field.</p> <p>If you want to use the word because it is a surname, you will usually be given approval if the LLP name includes forenames or initials.</p> <p>Unless the word is a surname the LLP's registered office must be in England and Wales.</p>
English	<p>If you wish to use the word at the beginning of your LLP name, you would need to show that the LLP is pre-eminent in its field by providing independent support from a representative body, trade association or government department.</p> <p>If the word is used elsewhere in the name, you would be expected to show that your LLP is substantial in relation to its activity or product and that it is eminent in its own field.</p> <p>The LLP's registered office must be in England and Wales.</p>
European	<p>Names which include this word will not be approved if they unjustifiably imply a connection with official bodies of the European Union. If there is a genuine connection with an official body, the name may be allowed if the appropriate body supports the application.</p>
Federation	<p>For an LLP to be formed 2 or more persons associated for carrying on a lawful business with a view to profit must have subscribed their names to the incorporation document. This means that an LLP cannot be formed as a charitable or 'not for profit' enterprise.</p>

