

**Limited Liability Partnerships (Guernsey) Law, 2013  
(Amendment – Record Keeping etc.) Regulations, 2023**

*Made*

*12<sup>th</sup> September, 2023*

*Coming into operation*

*See regulation 3*

*Laid before the States*

*, 2023*

**THE COMMITTEE FOR ECONOMIC DEVELOPMENT**, in exercise of the powers conferred upon it by sections 111 and 113 of the Limited Liability Partnerships (Guernsey) Law, 2013<sup>a</sup>, and all other powers enabling it in that behalf, hereby makes the following Regulations:-

**Amendment of the LLP Law.**

1. (1) The Limited Liability Partnerships (Guernsey) Law, 2013 ("**the Law**") is amended as follows.

(2) At the end of section 6 (establishment of the office of Registrar of LLPs and the Register) insert –

"(3) For the avoidance of doubt, the Register shall –

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<sup>a</sup> Order in Council No. VI of 2014; this enactment has been amended.

- (a) be part of the public records of the Island of Guernsey, and (subject to the provisions of this Law and any subordinate legislation made under it in respect of the payment of fees) shall be available for inspection accordingly,
  
- (b) contain a record of all LLPs registered in Guernsey pursuant to the provisions of this Law including –
  - (i) a copy of the certificate of incorporation issued by the Registrar under section 8(6),
  
  - (ii) a record of the name of the LLP, and any certificate of change of name,
  
  - (iii) a record of the address of the registered office of the LLP,
  
  - (iv) a record of the principal place of business of the LLP,
  
  - (v) a record of the date of registration of the LLP,
  
  - (vi) a record of the registration number of the LLP,
  
  - (vii) a record of the names of the members of the LLP,
  
  - (viii) a record of the name of the resident agent of the LLP,

- (ix) where relevant, a record of the date of the LLP's removal from the Register,
- (x) where relevant, a copy of the certificate of registration issued by the Registrar under section 38(1)(b),
- (xi) particulars of the governance provisions of the members' agreement filed in accordance with section 8(4A),
- (xii) a record of such other declarations, documents and information contained in applications made to, or otherwise sent to, filed with, or issued by the Registrar under this Law (other than declarations, documents and information containing confidential information) that the Registrar determines, in his or her absolute discretion, should be contained on the Register."

(3) In section 8, after subsection (4) insert –

"(4A) In addition to filing the incorporation statement, a corporate services provider applying to effect the incorporation of an LLP must also file particulars of the governance provisions of the members' agreement in a form, and containing the information, set out in guidance issued by the Registrar.

(4B) An LLP incorporated prior to 13<sup>th</sup> September, 2023 shall, on or before 15<sup>th</sup> December, 2023, file particulars of the governance provisions of the members' agreement in a form, and containing the information, set out in guidance issued by the Registrar.

(4C) An LLP to which subsection (4B) applies which fails to comply with subsection (4B) is guilty of an offence and liable to a civil penalty."

(4) At the end of section 8, insert –

"(9) For the avoidance of doubt, on incorporation of an LLP the Registrar shall record in the Register –

- (a) a copy of the certificate of incorporation of the LLP, and
- (b) the records listed in subparagraphs (ii) to (viii) and (x) to (xi) of section 6(3)(b)."

(5) For section 9(1), substitute –

"(1) An LLP must ensure that where there is a change –

- (a) in any particular referred to in section 8(3),
- (b) in the membership of the LLP,
- (c) of the name of a member of the LLP, or
- (d) in the particulars of the governance provisions of the members' agreement referred to in section 8(4A),

notice of the change shall be delivered to the Registrar within 21 days beginning on the date of the change; and for the avoidance of doubt, on such notice being given the Registrar shall update the Register accordingly."

(6) In section 9(3), after "the LLP is" insert "guilty of an offence and".

(7) At the end of section 9, insert –

"(5) For the avoidance of doubt, when a notice of a change in the address of the registered office of an LLP complying with subsection (2) is delivered under subsection (1), that change takes effect upon the notice being registered by the Registrar, but until the end of the period of 14 days beginning with the date on which it is registered, a person may validly serve any document on the LLP at its previous registered office."

(8) In section 21(1), after paragraph (c) insert –

"(ca) a copy of the certificate of incorporation or registration,  
and any certificate of change of name,

(cb) a record of the address of its registered office,

(cc) a record of its registered number and date of  
registration,

(cd) a record of the LLP's name,

(ce) a record of the members of the LLP,"

and at the end of paragraph (e) delete "and", at the end of paragraph (f) for "." substitute ",  
and", and after paragraph (f) insert –

"(g) (for the avoidance of doubt) any other records, registers  
or documents that the LLP is under a duty to keep at its  
registered office under any other provision of this Law

or any other enactment."

(9) After section 21(1), insert –

"(1A) The LLP shall –

- (a) ensure that the records and documents referred to in subsection (1) are accurate, maintained and kept up to date,
- (b) record any changes to the records and documents referred to in subsection (1) when such changes occur, and
- (c) keep that record, and the records and documents as so amended, at its registered office.

(1B) An LLP that fails to comply with subsection (1) or (1A) is guilty of an offence and liable to a civil penalty.

(1C) For the avoidance of doubt, the obligations imposed under subsections (1) and (1A) are without prejudice to any other obligation imposed under this Law."

(10) At the end of section 21(6), insert "and liable to a civil penalty".

(11) In section 25, for subsection (1) substitute –

"(1) An LLP which fails to comply with section 22 is –

- (a) guilty of an offence,

- (b) liable to a civil penalty,
- (c) liable to a daily default fine, and
- (c) liable to struck off the Register in accordance with Part VI (Striking Off)."

(12) At the end of section 38(1)(a), insert ", which (for the avoidance of doubt) shall thereupon be part of the public records of the Island of Guernsey, and (subject to the provisions of this Law and any subordinate legislation made under it) shall be available for inspection accordingly".

(13) After section 40(1)(a), insert –

- "(aa) a statement of the LLP's name,
- (ab) the date of the LLP's registration or incorporation (as the case may be),
- (ac) the registration number of the LLP in the country or territory in which it was incorporated or registered (as the case may be),
- (ad) particulars of the governance provisions of its members' agreement in a form, and containing the information, set out in guidance issued by the Registrar,".

(14) After section 62(1)(b), insert –

- "(ba) an LLP has failed to pay a civil penalty and the period in

which the LLP may appeal against the decision to impose that civil penalty has lapsed (including, for the avoidance of doubt, in circumstances where the LLP has appealed against the decision and that appeal has been dismissed),",

(15) In section 96 (daily default), delete ", as the Registrar may determine".

(16) In section 97, for "(General right to apply to Court to set aside action of Registrar)", substitute "(appeals)".

(17) For section 102, substitute –

**"Appeals.**

**102.** (1) A person aggrieved by a decision of the Registrar made under this Law may appeal to the Court against that decision on the grounds that –

- (a) the decision was ultra vires or there was some other error of law,
- (b) the decision was unreasonable,
- (c) the decision was made in bad faith,
- (d) there was a lack of proportionality, or
- (e) there was a material error as to the facts or as to the procedure.

(2) An appeal under this section shall be instituted –

- (a) within a period of 28 days immediately following the date on which notice in writing of the decision was served by the Registrar on the person to whom the decision relates (or such other period as the Court may in any particular case direct), and
- (b) by summons served on the Registrar stating the grounds and material facts on which the appellant relies.

(3) The Registrar may, where an appeal under this section has been instituted, apply to the Court, by summons served on the appellant, for an order that the appeal shall be dismissed for want of prosecution; and, on hearing the application, the Court may –

- (a) dismiss the appeal or dismiss the Registrar's application (in either case on such terms and conditions as the Court may direct), or
- (b) make such other order as the Court considers just,

and the provisions of this subsection are without prejudice to the inherent powers of the Court or to the provisions of rule 52(3) of the Royal Court Civil Rules, 2007.

(4) On an appeal under this section, the Court may –

- (a) set the decision of the Registrar aside and, if the Court considers it appropriate to do so, remit the matter to the Registrar with such directions as the Court thinks fit,
- (b) confirm the decision, in whole or in part, or

- (c) make such other order as the Court considers just, including, without limitation –
  - (i) in relation to an application in respect of a civil penalty, the order may increase the amount of the civil penalty for which the LLP is liable, and
  - (ii) in relation to an application in respect of a striking off under section 99, the execution of the order may be stayed subject to the payment of any outstanding criminal penalties, fees or civil penalties by the LLP or such other person as it thinks just.

(5) On an appeal under this section the Court may, upon the application of the appellant, and on such terms as the Court thinks just, suspend or modify the operation of the decision in question, pending the determination of the appeal.

(6) An appeal from a decision of the Court made under the provisions of this Law lies, with leave of the Court or the Court of Appeal, to the Court of Appeal on a question of law.

(7) Section 21 of the Court of Appeal (Guernsey) Law, 1961 ("powers of a single judge") applies to the powers of the Court of Appeal to give leave to appeal under subsection (6) as it applies to the powers of the Court of Appeal to give leave to appeal under Part II of that Law.

(8) Save in any case where there is express provision in this Law to the contrary, and subject to subsection (5), the making of an appeal under this section does not suspend the effect of that decision."

(18) In subsection (1) of section 114 (interpretation), in the definition of "corporate services provider", for "full" substitute "primary" and for "2000" substitute "2020", and after the definition of "the Companies Law" insert –

**"Confidential information"** means –

- (a) a person's residential address, and
- (b) required particulars as defined in paragraph 3(2) of Schedule 2,"

and after section 114(1) insert –

"(1A) The Committee may amend the definition of "confidential information" in subsection (1) by regulations."

(19) In Schedule 1, renumber the text of paragraph 2 as subparagraph (1), and after subparagraph (1) insert –

"(2) Without prejudice to the generality of subparagraph (1), and for the avoidance of doubt, the provisions of the Companies Law relating to the Registrar's functions applying *mutatis mutandis* to the Registrar's functions conferred by or under this Law, together with associated penalties and offences and other ancillary, incidental and supplemental provision include (but are not limited to) the offences created at section 508G (failure to comply with request or requirement under sections 508A to 508F) and 509A (tipping off), and the following functions, powers and duties conferred and imposed on the Registrar –

- (a) the powers conferred under section 45 (rectification of memorandum or articles or other documents),

- (b) the functions conferred under section 499 (functions of Registrar),
- (c) the powers conferred under section 500 (ancillary powers of Registrar),
- (d) the duty imposed by section 500A (co-operation with foreign authorities),
- (e) the power to make regulations conferred by section 501 (fees payable to Registrar),
- (f) the power conferred by section 502(1), and the associated duty imposed by section 502(2),
- (g) the powers and duties conferred and imposed by sections 503 (disclosure and publication of confidential information), 504 (publication of non-confidential information) and 504A (disclosure of information by Registrar),
- (h) the powers conferred by section 505 (general power of Registrar to reject applications etc),
- (i) the duties imposed under section 506 (reports) and 507 (financial and accounting provisions),
- (j) the powers conferred by section 508 (power of Registrar to apply for directions),

- (k) the functions conferred by sections 508A – 508F (information powers of the Registrar), and
- (l) the functions conferred by sections 518A – 518E (private reprimands, public statements etc.),

and without prejudice to the generality of the foregoing, in such provisions of the Companies Law, for these purposes unless the context otherwise requires –

- (i) references to an officer of a company shall be construed as including references to a member of an LLP, and
- (ii) references to the memorandum or articles of a company shall be construed as references to the members' agreement of an LLP."

(20) In paragraph 1(2) of Schedule 4 (register of members, etc.), at the end of item (d) delete "and", at the end of item (e) for ".", substitute ",", and after item (e) insert –

- "(f) the date each member was registered as a member, and
- (g) (where relevant) the date each member ceased to be a member."

(21) After paragraph 1(3) of Schedule 4 (register of members, etc.), insert –

"(3A) The LLP shall –

- (a) ensure that the particulars referred to in subparagraphs (2) and (3) are accurate, maintained and kept up to date,

- (b) record any changes to the particulars referred to in subparagraphs (2) and (3) when such changes occur, and
- (c) keep that record, and the particulars as so amended, at its registered office."

(22) At the end of paragraph 1(5) of Schedule 4 insert ", and liable to a civil penalty", and after paragraph 1 insert –

**"Record of Members' interests, etc.**

**1A.** (1) An LLP shall keep at its registered office a record, separate from its register of members, of the amount of capital contributed by each member.

(2) The LLP shall –

- (a) ensure that the particulars referred to in subparagraph (1) are accurate, maintained and kept up to date,
- (b) record any changes to the particulars referred to in subparagraph (1) when such changes occur, and
- (c) keep that record, and the particulars as so amended, at its registered office.

(3) An LLP which fails to comply with this paragraph is guilty of an offence and liable to a civil penalty.

(4) For the avoidance of doubt, and without prejudice to any other powers under this Law or any other enactment, the documents required by subparagraph (1) to be kept at the LLP's registered office shall be open to inspection and copying by the persons listed at section 490(10) of the Companies (Guernsey) Law, 2008. "

(23) In paragraph 2 of Schedule 4, at the end insert -

"(4) For the avoidance of doubt, and without prejudice to any other powers under this Law or any other enactment, the requirements and restrictions in this-paragraph do not apply to the persons listed at section 490(10) of the Companies (Guernsey) Law, 2008 acting in exercise of their functions, and the register of members shall be open to inspection and copying by those persons."

(24) In paragraph 3(1) of Schedule 4, at the end insert "; and for the avoidance of doubt, on such notice being given the Registrar shall update the Register accordingly".

(25) In paragraph 6(3) of Schedule 4, at the end insert "and liable to a civil penalty".

**Citation.**

2. These Regulations may be cited as the Limited Liability Partnerships (Guernsey) Law, 2013 (Amendment – Record Keeping, etc.) Regulations, 2023.

**Commencement.**

3. (1) Subject to paragraph (2), these Regulations shall come into force on 13<sup>th</sup> September, 2023.

(2) The following paragraphs of regulation 1 shall come into force on 15<sup>th</sup> December, 2023 –

- (a) paragraph (2), to the extent that it inserts section 6(3)(b)(xi) into the Law,
- (b) paragraph (3), to the extent that it inserts section 8(4A) into the Law,
- (c) paragraph (5), to the extent that it inserts section 9(1)(d) into the Law,
- (d) paragraph (6),
- (e) paragraph (9) to the extent that it inserts section 21(1B) into the Law,
- (f) paragraph (10),
- (g) paragraph (11),
- (h) paragraph (13), to the extent that it inserts section 40(1)(ad) into the Law,
- (i) paragraph (14),
- (j) paragraph (22), to the extent that it amends paragraph 1(5) of Schedule 4 to the Law, and
- (k) paragraph (25).

Dated this 12<sup>th</sup> day of September, 2023



N. R. INDER

President of the the Committee for Economic Development

For and on behalf of the Committee

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**EXPLANATORY NOTE**

*(This note is not part of the Regulations)*

These Regulations make several amendments to the Limited Liability Partnerships (Guernsey) Law, 2013 in relation to the registration of LLPs under that Law, the functions of the Registrar, and related matters. These Regulations come into force on the 13<sup>th</sup> September, 2023, with the exception of certain specified provisions which come into force on 15<sup>th</sup> December, 2023.