

**LIMITED LIABILITY PARTNERSHIPS REGULATIONS (AMENDMENT No. 1)
2022**

Regulations to amend the Limited Liability Partnerships Regulations 2015

Date of Enactment: [●] 2022

The Board of Directors of the Abu Dhabi Global Market, in exercise of its powers under Article 6(1) of Law No. 4 of 2013 concerning the Abu Dhabi Global Market issued by his Highness the Ruler of the Emirate of Abu Dhabi enacts the following Regulations:

1. Amendments to the Limited Liability Partnerships Regulations 2015

The Limited Liability Partnerships Regulations 2015 shall be amended by –

- (1) In the Table of Contents, insert new a section 16A and section 16B immediately after section 16.
- (2) Delete subsection 2(4) in its entirety.
- (3) Delete section 9 in its entirety and replace it in full with the following:

“9. Registration of membership changes

- (1) A limited liability partnership must, within the period of 14 days of:
 - (a) a person becoming or ceasing to be a member or designated member, or
 - (b) any change in the particulars contained in its register of members or its register of members’ residential addresses,

(“filing deadline”) give notice to the Registrar of the change and of the date on which it occurred in a form that complies with the requirements of this section.
- (1A) Where a limited liability partnership defaults in complying with subsection (1) by the filing deadline, the limited liability partnership must pay a late filing fee up to the maximum amount prescribed in rules made by the Board.
- (2) Where all the members from time to time of a limited liability partnership are designated members, subsection (1)(a) does not require notice that a person has become or ceased to be a designated member as well as a member.
- (3) A notice delivered under subsection (1) that relates to a person becoming a member or designated member must contain:
 - (a) a statement that the member or designated member consents to acting in that capacity, and
 - (b) in the case of a person becoming a member, a statement of the particulars of the new member that are required to be included in the limited liability partnership’s register of members and its register of residential addresses.

- (4) Where:
- (a) a limited liability partnership gives notice of a change of a member's service address as stated in its register of members, and
 - (b) the notice is not accompanied by notice of any resulting change in the particulars contained in its register of members' residential addresses,
- the notice must be accompanied by a statement that no such change is required.
- (5) If a limited liability partnership fails to comply with this section, a contravention of these Regulations is committed by–
- (a) the limited liability partnership, and
 - (b) every designated member of the limited liability partnership who is in default.
- (6) A designated member does not commit the contravention referred to in subsection (5) if they prove that they took all reasonable steps for securing that this section was complied with.”
- (4) In section 11, replace the numbers “2015” with “2022”.
- (5) In subsection 16(a), replace the numbers “2015” with “2022”.
- (6) After section 16, insert new sections 16A and 16B as follows:

“16A. Fines for late filings

- (1) Where a person commits a contravention of any relevant section of these Regulations, the Registrar may impose a fine of up to level 4.
- (2) For the purpose of this section, “relevant section” means any provision under these Regulations where:
 - (a) a filing must be sent to the Registrar by the filing deadline stated in the relevant section; and
 - (b) a delay in meeting the filing deadline attracts a late filing fee.

16B. Fees payable to Registrar

- (1) The Board may make rules requiring the payment to the Registrar of fees in respect of-
 - (a) the performance of any of the Registrar's functions, or
 - (b) the provision by the Registrar of services or facilities for purposes incidental to, or otherwise connected with, the performance of any of the Registrar's functions.

- (2) The matters for which fees may be charged include-
 - (a) the performance of a duty imposed on the Registrar or the Board,
 - (b) the receipt of documents delivered to the Registrar; and
 - (c) the inspection, or provision of copies, of documents kept by the Registrar.

- (3) The rules may-
 - (a) provide for the amount of the fees to be fixed by or determined under the rules,
 - (b) provide for different fees to be payable in respect of the same matter in different circumstances,
 - (c) specify the person by whom any fee payable under the rules is to be paid;
 - (d) specify when and how fees are to be paid.

- (4) Fees received by the Registrar are to be paid into such account as the Registrar may direct, from time to time.”

2. Short title, extent and commencement

- (1) These Regulations may be cited as the Limited Liability Partnerships Regulations (Amendment No.1) 2022.
- (2) These Regulations shall apply in the Abu Dhabi Global Market.
- (3) These Regulations come into force on the date of their publication.