

LIMITED PARTNERSHIPS ACT
(CHAPTER 163B, SECTIONS 17(11), 41 AND 42(7))

LIMITED PARTNERSHIPS REGULATIONS

ARRANGEMENT OF REGULATIONS

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-

[4th May 2009]

Citation

1. These Regulations may be cited as the Limited Partnerships Regulations.

Definitions**2. In these Regulations —**

“electronic transaction form” means a form on the electronic transaction system provided by the Registrar for the purpose of carrying out a transaction with the Registrar;

[S 846/2015 wef 03/01/2016]

“electronic transaction system” means the electronic transaction system established by the Authority under section 28B(1) of the Accounting and Corporate Regulatory Authority Act (Cap. 2A).

[S 283/2015 wef 15/05/2015]

Register of limited partnerships

3. The Registrar shall keep and maintain a register of limited partnerships in such manner and in such place as he thinks fit.

4. *[Deleted by S 283/2015 wef 15/05/2015]*

Place of business

5. Where a person has no fixed or permanent place for carrying on business, the place at which the person can usually be contacted shall be deemed to be the place of business for the purposes of section 2(2) of the Act.

Requirement to use electronic transaction system

6.—(1) Except as provided in paragraph (2) or as the Registrar otherwise requires or permits, any transaction with the Registrar under the Act must be carried out using the electronic transaction system on the electronic transaction form provided for that purpose.

(2) If a transaction with the Registrar referred to in paragraph (1) cannot be carried out using the electronic transaction system, the person seeking to carry out the transaction must carry out the transaction with the Registrar in such other form and manner as the Registrar may determine.

(3) The Registrar may refuse to process a transaction with the Registrar if the person seeking to carry out the transaction —

- (a) does not comply with paragraph (1) or (2);
- (b) does not comply with regulation 7, 8 or 8A;
- (c) being required to complete an electronic transaction form, or other form, provided by the Registrar for that purpose, fails to properly complete the form in accordance with the instructions contained in the form;
- (d) being required to attach any document to, or provide any information required in, an electronic transaction form, or other form, provided by the Registrar for that purpose, fails to attach the document or provide the information, as the case may be; or
- (e) fails to pay the fee prescribed for the transaction.

(4) To avoid doubt, a reference to a refusal to process a transaction with the Registrar in paragraph (3) includes, where the transaction relates to the filing or lodging of a document with the Registrar, a refusal to accept the document for filing or lodgment.

[S 846/2015 wef 03/01/2016]

Translations of document

7.—(1) Where a document required to be filed or lodged with the Registrar is not in the English language, that document must be filed or lodged together with a certified translation of the document in the English language.

(2) The Registrar may, before accepting a translation for filing or lodgment, require the person filing or lodging the translation to furnish to the Registrar such evidence as the Registrar thinks sufficient of the ability of the person by whom the translation is made to make the translation.

(3) In paragraph (1), “certified translation” means a translation that is certified to be a correct translation in the English language by a person approved by the Registrar.

[S 846/2015 wef 03/01/2016]

Identification documents

8. The Registrar may require the production of the identity card or the passport, or such other identification documents as may be acceptable to the Registrar, for the verification of the identity of any person who carries out any transaction with the Registrar or whose particulars are to be registered under the Act.

[S 846/2015 wef 03/01/2016]

Endorsements

8A. Where an electronic transaction form is required to be endorsed by more than one person —

- (a) such endorsements must be made —
 - (i) if the endorsement is made in respect of registration, within 60 days after the date on which the Registrar informs the applicant that the electronic transaction form is required to be endorsed; or
 - (ii) if the endorsement is made in respect of any other matter, within 14 days after the date on which the electronic transaction form is first submitted; and
- (b) payment of the prescribed fee for the transaction with the Registrar to which the electronic transaction form relates must be made by the last person endorsing the electronic transaction.

[S 846/2015 wef 03/01/2016]

Identical names

9.—(1) This regulation sets out the rules for determining whether a name is identical to —

- (a) the name of any other limited partnership, a limited liability partnership or a corporation, or to a registered business name, referred to in section 17A(1)(b) of the Act;
- (b) a name reserved under any of the provisions referred to in section 17A(1)(c) of the Act;

- (c) any name of a limited partnership, business name, name of a company, name of a foreign company or name of a limited liability partnership, referred to in section 17A(2) of the Act; and
 - (d) any name of a foreign company, or name of a limited partnership, referred to in section 17A(3) of the Act.
- (2) Subject to paragraph (4), the following are to be disregarded:
- (a) “The”, where it is the first word of a name;
 - (b) the following words where they appear at the end of a name:
 - (i) “Berhad” or “Bhd”;
 - (ii) “Limited” or “Ltd”;
 - (iii) “Limited Liability Partnership” or “LLP”;
 - (iv) “Limited Partnership” or “LP”;
 - (v) “Private” or “Pte”;
 - (vi) “Public Accounting Corporation” or “PAC”;
 - (vii) “Sendirian” or “Sdn”;
 - (c) the following words or expressions where they appear at the end of a name:
 - (i) “Asia”;
 - (ii) “Asia Pacific”;
 - (iii) “Associates”;
 - (iv) “company” or “and company”;
 - (v) “corporation”;
 - (vi) “Group”;
 - (vii) “Holding” or “Holdings”;
 - (viii) “Incorporated”;
 - (ix) “International”;
 - (x) “Partner” or “Partners”;
 - (xi) “Partnership” or “Partnerships”;

- (xii) “Singapore”;
 - (xiii) “South Asia”;
 - (xiv) “South East Asia”;
 - (xv) “Trading”;
 - (xvi) “Worldwide”;
 - (xvii) “.co”;
 - (xviii) “.com”;
 - (xix) “.edu”;
 - (xx) “.gov”;
 - (xxi) “.net”;
 - (xxii) “.org”;
 - (xxiii) “.sg”;
- (d) any word or expression which, in the opinion of the Registrar, is intended to represent any word or expression in —
- (i) sub-paragraph (a) or (b); or
 - (ii) sub-paragraph (c);
- (e) the plural version of any name;
- (f) the type and case of letters, accents, spacing between letters, brackets, parentheses and punctuation marks.
- (3) The symbol “&” is to be treated as having the same meaning as the word “and”.
- (4) Paragraph (2)(c) and (d)(ii) does not apply if the relevant corporation —
- (a) will be a general partner of the limited partnership in relation to which an application is made to register under a proposed name; or
 - (b) is a general partner of the limited partnership in relation to which an application is made to change its name to a proposed name.

(5) In paragraph (4), “relevant corporation” means a corporation carrying on business or operating under a name which would be identical to a proposed name of a limited partnership after the application of the rules set out in paragraphs (2) and (3).

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Dissolution of limited partnership

10. Where any limited partnership registered under the Act has been dissolved, every general partner shall ensure that a notice notifying the Registrar that the limited partnership has been dissolved is lodged with the Registrar in accordance with section 19(2) of the Act by at least one of the general partners.

Notices by deceased’s personal representative

11.—(1) Whenever a change of registered particulars is required to be filed under section 18(1) of the Act owing to the death of a person, the personal representative of the deceased person or such other person as the Registrar may approve may lodge the change of particulars subject to such conditions as the Registrar may impose.

(2) Where any limited partnership registered under the Act has been dissolved owing to the death of the sole general partner, the personal representative of the deceased general partner or such other person as the Registrar may approve may, subject to such conditions as the Registrar may impose, file the following notices:

- (a) a notice referred to in section 19(1) of the Act if the limited partnership has ceased to carry on business; or
- (b) a notice referred to in section 19(2) of the Act if the limited partnership has been dissolved.

Access to information on limited partners of relevant limited partnerships

12.—(1) The particulars of the limited partners of a relevant limited partnership and any document containing the particulars of such limited partners filed or lodged with the Registrar shall not be open to inspection by the public.

(2) No particulars or document referred to in paragraph (1) and no copy or extract thereof shall be furnished to the public, or certified under section 22(1) of the Act, by the Registrar.

(3) The general partners of a relevant limited partnership shall maintain a register, in such form as the Registrar may require, containing —

(a) the following information of each individual who is a partner of the limited partnership:

- (i) full name;
- (ii) identification;
- (iii) nationality;
- (iv) residential address; and

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(b) the following information of each body corporate which is a partner of the limited partnership:

- (i) the corporate name;
- (ii) place of incorporation or registration;
- (iii) registration number;
- (iv) registered office of the corporation to which all notices and communications may be addressed.

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(4) The register referred to in paragraph (3) shall be kept at the principal place of business of the limited partnership registered with the Registrar and shall be open to inspection during ordinary business hours by —

- (a) the partners of the limited partnership; and
- (b) any person responsible for the management of the limited partnership.

(5) In this regulation —

“licensed fund manager” means a person who is licensed to carry on business in the regulated activity of fund management

under the Securities and Futures Act (Cap. 289) and includes a person exempted from the requirement to be so licensed under section 99 of that Act;

“relevant limited partnership” means a limited partnership established primarily for the purpose of establishing a fund for investment where the fund is managed by —

- (a) a general partner of the limited partnership who is a licensed fund manager; or
- (b) a licensed fund manager appointed to manage the fund by a general partner with authority to appoint him to manage the fund.

(6) Without limiting the generality of paragraph (5), a fund is managed by a licensed fund manager for the purposes of the definition of “relevant limited partnership” in paragraph (5) if the licensed fund manager is appointed to evaluate and recommend investments for the fund, notwithstanding that the fund (or any part of it) is invested —

- (a) by a general partner of the limited partnership; or
- (b) by the licensed fund manager but only upon approval of the investment by a general partner of the limited partnership.

(7) For the purposes of the definition of “relevant limited partnership” in paragraph (5), a limited partnership is not established primarily for the purpose of establishing a fund for investment if the limited partnership carries on any business other than the investment of the fund unless that business is solely incidental to the investment of the fund.

Appeal to Minister

13.—(1) Any person intending to lodge an appeal to the Minister under the Act shall deliver to the Registrar a notice of appeal stating the grounds of appeal.

(2) The Registrar shall submit to the Minister a copy of the notice of appeal together with the grounds of appeal.

Fees and penalties

14.—(1) The fees specified in the First Schedule are payable to the Registrar.

(2) Where any person fails to comply with the time delimited by the Act for the filing or lodgment of a document, the penalty specified in the Second Schedule for late filing or lodgment must be paid in addition to the prescribed fee for the filing or lodgment of the document.

(3) The Registrar may for any reason waive, refund or remit, whether wholly or in part, any fee specified in the First Schedule or any penalty specified in the Second Schedule.

(4) Payment of fees and penalties under these Regulations must be made in such manner as directed by the Registrar.

(5) Despite paragraph (3), no fee paid is refundable in respect of —

(a) any registration ceased or cancelled under the provisions of the Act; or

(b) the withdrawal of any application or appeal.

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Composition of offences

15. Any offence under section 16(4), 26(2) (other than a continuing offence), 28(5), 31(4) or 33 of the Act may be compounded by the Registrar in accordance with section 35 of the Act.

Deemed registration under section 42 of Act

16.—(1) Where a person who is registered as a general partner of a limited partnership is deemed to be registered under the Business Names Registration Act 2014 (Act 29 of 2014) pursuant to section 42(3)(a) of the Act, his or her registration under the Business Names Registration Act 2014 —

(a) shall expire on the date when the registration of the limited partnership under the Act would have expired if it had not been suspended under section 42 of the Act; and

- (b) shall be renewable in accordance with section 8(3) of the Business Names Registration Act 2014.

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- (2) Paragraph (1) shall operate subject to section 42(4) of the Act.

(3) Where the registration of a limited partnership is restored pursuant to section 42(4)(b) of the Act —

- (a) the registration of the limited partnership under the Act; and
(b) the registration of the partners of the limited partnership under the Act pursuant to section 42(6) of the Act,

shall expire on the date when the registration of the persons carrying on business under the name of the resultant firm under the Business Names Registration Act 2014 would have expired if it had not ceased pursuant to section 42(4)(a) of the Act.

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Prescribed departments or Ministries of Government, etc., under section 21B(1)(b)(ii) of Act

17. The departments or Ministries of the Government, statutory bodies and bodies corporate prescribed for the purposes of section 21B(1)(b)(ii) of the Act are —

- (a) the Department of Statistics, Ministry of Trade and Industry;
(b) the Ministry of Home Affairs;
(c) the Ministry of Manpower; and
(d) Singapore Post Limited.

[S 846/2015 wef 03/01/2016]

Prescribed circumstances under section 21B(2) of Act

18. The Registrar need not give the written notice referred to in section 21B(2) of the Act before the Registrar rectifies or updates the register under section 21B(1) of the Act if —

- (a) the conflict is between the particulars of the limited partnership or person in a register, and —

- (i) the Singapore Standard Industrial Classification obtained from the Department of Statistics, Ministry of Trade and Industry;
 - (ii) the particulars (including residential address) of the person registered under the National Registration Act (Cap. 201) obtained from the Ministry of Home Affairs;
 - (iii) the foreign identification number of a foreigner obtained from the Ministry of Manpower; or
 - (iv) the building name, postal code or street name of a property obtained from Singapore Post Limited; and
- (b) the Registrar is satisfied that the effort involved in giving the written notice referred to in section 21B(2) of the Act would be excessive, having regard to the likelihood that the limited partnership or person whose particulars are to be rectified or updated would object to the rectification or updating.

[S 846/2015 wef 03/01/2016]

THE SCHEDULE

[Deleted by S 846/2015 wef 03/01/2016]

FIRST SCHEDULE

Regulation 14(1) and (3)

FEEES

- | | |
|---|----------------|
| 1. For registration under section 12 of the Act | \$100 |
| 2. For renewal of registration under section 12(4) of the Act | \$30 per annum |
| 3. For supplying a copy of, or an extract from, any form (excluding attachments) filed with the Registrar under the Act | \$11 per form |
| 4. For supplying a copy of, or an extract from, any form (including attachments) filed with the Registrar under the Act | \$26 per form |

FIRST SCHEDULE — *continued*

5. For certification of documents filed or lodged with the Registrar under section 18B(1) of the Act	(a) \$2 per page or part thereof for manual certification (b) \$1 per page or part thereof for electronic certification
6. For application for approval of name or approval of change of name of a limited partnership under section 17(1) of the Act	\$15 upon approval of each name
7. For application to the Registrar to direct a change of name of limited partnership under section 17A(6) of the Act	\$200
8. For supplying a hard copy of a certificate of confirmation of registration under section 12(3) of the Act	\$50
9. For lodging a notice of error under section 21A(1) of the Act	\$60
10. For lodging an application to maintain an alternate address under section 18C of the Act	\$40

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SECOND SCHEDULE

Regulation 14(2) and (3)

PENALTIES FOR LATE LODGMENT OF ANY DOCUMENT

<i>Length of Default (calculated in terms of days after the date on which document was required to be lodged)</i>	<i>Late lodgment penalty</i>
1. Up to 30 days	\$50
2. 31 days to 60 days	\$75
3. 61 days to 90 days	\$100
4. 91 days to 180 days	\$150
5. 181 days to 365 days	\$200
6. 366 days to 730 days	\$250

SECOND SCHEDULE — *continued*

7. 731 days to 1095 days	\$300
8. Exceeding 1095 days	\$350

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LEGISLATIVE HISTORY
LIMITED PARTNERSHIPS REGULATIONS
(CHAPTER 163B, RG 1)

This Legislative History is provided for the convenience of users of the Limited Partnerships Regulations. It is not part of these Regulations.

1. G. N. No. S 195/2009 — Limited Partnerships Regulations 2009

Date of commencement : 4 May 2009

2. 2010 Revised Edition — Limited Partnerships Regulations

Date of operation : 31 March 2010

3. G.N. No. S 720/2011 — Limited Partnerships (Amendment) Regulations 2011

Date of commencement : 1 January 2012

4. G.N. No. S 401/2013 — Limited Partnerships (Amendment) Regulations 2013

Date of commencement : 2 July 2013

5. G.N. No. S 283/2015 — Limited Partnerships (Amendment) Regulations 2015

Date of commencement : 15 May 2015

6. G.N. No. S 846/2015 — Limited Partnerships (Amendment No. 2) Regulations 2015

Date of commencement : 3 January 2016