



THE STATUTES OF THE REPUBLIC OF SINGAPORE

LIMITED PARTNERSHIPS ACT

(CHAPTER 163B)

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Limited Partnerships Act

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“business name” means the name or style under which any person carries on business;

“certificate of confirmation of registration” means a certificate issued under section 12(3);

“corporation” means any body corporate formed or incorporated or existing in Singapore or outside Singapore and includes —

(a) any limited liability partnership registered under the Limited Liability Partnerships Act (Cap. 163A); and

(b) any foreign company,

but does not include —

(i) any corporation sole;

(ii) any co-operative society; or

(iii) any registered trade union;

“document” means any application, form, report, certification, notice, confirmation, declaration or other document to be filed or lodged with or submitted to the Registrar or, as the case may be, any certificate, notice or other document to be issued by the Registrar;

“firm” means an unincorporated body of —

(a) 2 or more individuals;

(b) one or more individuals and one or more corporations;
or

(c) 2 or more corporations,

who have entered into partnership with one another with a view to carrying on business for profit;

“foreign company” has the same meaning as in section 4(1) of the Companies Act (Cap. 50);

“foreign firm” means any firm, individual or corporation whose principal place of business is situated outside Singapore;

“general partner” means any partner of a firm who is not a limited partner as defined in this Act;

“identification” means —

- (a) in the case of an individual issued with an identity card under the National Registration Act (Cap. 201), the number of the individual’s identity card; and
- (b) in the case of an individual not issued with an identity card under that Act, particulars of the individual’s passport or such other similar evidence of identity as is acceptable to the Registrar;

[Act 35 of 2014 wef 03/01/2016]

“individual” means a natural person and includes an administrator, executor, a liquidator, trustee, or nominee of any person, guardian or committee having a direct control or management of any business but does not include a corporation;

“inspector” means a person authorised in writing by the Registrar to be an inspector for the purposes of this Act;

“limited partner”, in relation to a firm, means any partner who, under the terms of the partnership agreement, shall not be liable for the debts or obligations of the firm beyond the amount of his agreed contribution;

“notice of registration” means a notice of registration issued under section 12(2);

“person” includes any corporation, firm, foreign firm and individual;

[Deleted by Act 18 of 2014]

“register” means any register kept under or by virtue of this Act;

“Registrar” means the Registrar of Limited Partnerships appointed under section 9 and includes any Deputy Registrar or Assistant Registrar of Limited Partnerships appointed under that section;

“residential address”, in relation to an individual, means the individual’s usual place of residence;

[Act 35 of 2014 wef 03/01/2016]

“resultant firm”, in relation to a limited partnership that has ceased to be a limited partnership because no person remains registered as a limited partner of the limited partnership, means the resulting firm or sole-proprietorship comprising the remaining partners or partner of the former limited partnership.

(2) A person who has a place of business in Singapore shall be deemed to be carrying on business in Singapore for the purposes of this Act.

(3) For the purposes of sections 12(7), 13(2), 14(4), 17(5), 17A(9) and (10) and 20, any reference to the Minister includes a reference to the Minister of State for his Ministry who is authorised by the Minister for the purpose of hearing an appeal under that section.

[Act 35 of 2014 wef 03/01/2016]
[Delaware LP, §. 17-101(2); BR Act, s. 2(1) and (2); LLPA, s. 2(1); UK LPA, s. 3]

PART II

RULES OF LAW RELATING TO LIMITED PARTNERSHIPS

Constitution of limited partnership

3.—(1) From 4th May 2009, limited partnerships may be formed in accordance with and subject to the conditions of this Act.

(2) A limited partnership must consist of —

(a) one or more general partners; and

(b) one or more limited partners.

(3) A general partner shall be liable for all debts and obligations of the limited partnership incurred while he is a general partner in the limited partnership.

(4) Subject to sections 6(2) and 10, a limited partner shall not be liable for the debts or obligations of the limited partnership beyond the amount of his agreed contribution, solely by reason of his being a limited partner of the limited partnership.

(5) An individual or a corporation may be a general partner or a limited partner.

[UK LPA, s. 4(1), (2) and (4); LLPA, s. 8(2); PA, s. 9]

Law as to private partnerships to apply unless excluded by this Act

4.—(1) Subject to the provisions of this Act, the Partnership Act (Cap. 391) and the rules of equity and of common law applicable to partnerships (except so far as they are inconsistent with the express provisions of the Partnership Act) shall apply to limited partnerships.

(2) In subsection (1), the reference to partnerships shall not include limited liability partnerships.

[UK LPA, s. 7]

Default rules on relationship of partners

5. Subject to any agreement, expressed or implied, between the partners —

- (a) any difference arising as to ordinary matters connected with the partnership business may be decided by a majority of the general partners; and
- (b) a person may become a partner without the consent of the existing limited partners.

[UK LPA, s. 6(5)]

Limited partner not to take part in management of limited partnership

6.—(1) Subject to subsections (2) to (4), a limited partner shall not take part in the management of the limited partnership, and shall not have power to bind the limited partnership.

(2) If a limited partner takes part in the management of the limited partnership, he shall be liable for all debts and obligations of the limited partnership incurred while he so takes part in the management as though he were a general partner.

(3) A limited partner shall not be regarded as taking part in the management of the limited partnership for the purposes of this section solely by reason of his acting or attempting to act in one or more of the capacities specified in the First Schedule.

(4) For the avoidance of doubt, the enumeration of acts in the First Schedule shall not —

- (a) be taken to be exhaustive; or
- (b) create rights or powers of limited partners.

[Delaware LP, §. 17-303(b); Jersey LP Law, Art. 19(5); UK LPA, s. 6(1)]

Distributions to limited partner

7.—(1) Subject to the partnership agreement, a limited partner may during the continuance of the partnership, with the approval of the general partners —

- (a) increase or reduce the amount of his agreed contribution; and
- (b) draw out or receive back his contributions, or any part thereof.

(2) Notwithstanding subsection (1), the limited partner shall be liable to refund as partnership property of the firm any distribution of capital or profits of the firm made to him if —

- (a) every general partner at the time of the distribution (referred to in this subsection as every partner) was insolvent at the time of the distribution or became insolvent as a result of the distribution;
- (b) the limited partner knew or ought to have known at the time of the distribution that every partner was insolvent or would become insolvent as a result of the distribution; and
- (c) every partner is adjudicated bankrupt or is ordered to be wound up within one year after the date of the distribution.

(3) Notwithstanding subsection (1), an agreement to reduce the amount of the agreed contribution of a limited partner shall be of no effect if —

- (a) every general partner at the time of the agreement (referred to in this subsection as every partner) was insolvent at the time of the agreement or became insolvent as a result of the agreement;
- (b) the limited partner knew or ought to have known at the time of the agreement that every partner was insolvent or would become insolvent as a result of the agreement; and

- (c) every partner is adjudicated bankrupt or is ordered to be wound up within one year after the date of the agreement.

Dissolution of limited partnership

8.—(1) Notwithstanding section 32 of the Partnership Act (Cap. 391), a limited partner shall not be entitled to dissolve the partnership by notice.

(2) Notwithstanding section 33(1) of the Partnership Act, a limited partnership shall not be dissolved by the death, dissolution, bankruptcy or liquidation of a limited partner.

(3) Notwithstanding section 33(2) of the Partnership Act, the other partners shall not be entitled to dissolve the partnership by reason of any limited partner suffering his share of the partnership property to be charged for his separate debt.

(4) Subsections (1), (2) and (3) shall apply subject to any agreement expressed or implied between the partners of a limited partnership.

(5) The mental incapacity of a limited partner shall not be a ground for dissolution of the partnership by the court under section 35 of the Partnership Act unless the mentally incapacitated person's share cannot be otherwise ascertained and realised.

(6) In the event of the dissolution of a limited partnership, its affairs shall be wound up by the general partners unless the court otherwise orders.

[UK LPA, s. 6(2), (3) and (5)(c) and (e)]

PART III

REGISTRATION OF LIMITED PARTNERSHIPS

Administration of Act and appointment of Registrar of Limited Partnerships, etc.

9.—(1) The Authority shall be responsible for the administration of this Act, subject to the general or special directions of the Minister.

(2) The Minister may, after consultation with the Authority and for the proper administration of this Act —

- (a) appoint an officer of the Authority to be the Registrar of Limited Partnerships; and
- (b) appoint from amongst the officers of the Authority, public officers and the officers of any other statutory board, such number of Deputy Registrars and Assistant Registrars of Limited Partnerships as the Minister considers necessary.

(3) The Registrar shall be responsible generally for the carrying out of the provisions of this Act and for the collection of the fees thereunder and shall pay all amounts so collected into the funds of the Authority.

(4) The Authority may give to the Registrar such directions, not inconsistent with the provisions of this Act, as to the exercise of his powers, functions or duties under this Act, and the Registrar shall give effect to such directions.

(5) The Registrar may, subject to such conditions or restrictions as he thinks fit, for the purposes of the administration of this Act, delegate to any Deputy Registrar, Assistant Registrar or officer of the Authority all or any of the powers, functions and duties vested in him by this Act except —

- (a) the power of delegation conferred by this subsection; and
- (b) the power to make regulations under this Act.

[BR Act, s. 3; LLPA, s. 3]

Effect of registration

10.—(1) A limited partner of a firm shall be deemed to be a general partner of the firm unless he is registered as a limited partner of the firm in accordance with this Act.

(2) A limited partnership shall be deemed to be a general partnership unless one or more persons are registered as limited partners of the firm in accordance with this Act.

(3) Subject to section 36(3) of the Partnership Act (Cap. 391) and subsections (5) and (6), where a person deals with a firm after it becomes a limited partnership, he is entitled to treat —

- (a) the firm as a general partnership, notwithstanding that the firm has been registered as a limited partnership, until he has notice of the registration of that firm as a limited partnership; and
- (b) any person who was a general partner of the firm as a general partner of the limited partnership until he has notice of the registration of that person as a limited partner of the limited partnership.

(4) Subject to section 36(3) of the Partnership Act (Cap. 391) and subsection (6), where a person deals with a limited partnership after a general partner of the limited partnership becomes a limited partner of the limited partnership, he is entitled to treat that partner as a general partner of the limited partnership until he has notice of the registration of that partner as a limited partner of the limited partnership.

(5) Registration of a firm as a limited partnership under this Act shall be notice of such registration as to persons who, before the date of such registration, had no dealings with the firm.

(6) Registration of a person as a limited partner of a limited partnership under this Act shall be notice of such registration as to persons who, before the date of such registration, had no dealings with the limited partnership or the firm which subsequently became the limited partnership.

[UK LPA, s. 5]

Manner and particulars of registration

11.—(1) A limited partnership may be registered under this Act if a general partner of the limited partnership lodges with the Registrar, in such medium and in such form as the Registrar may determine, a statement containing the following particulars:

- (a) the name of the proposed limited partnership;
- (b) that the partnership is limited;
- (c) the general nature of the business of the proposed limited partnership;

- (d) the principal place of business of the proposed limited partnership and any other place where the business is carried on;
- (e) the following information of each individual who is to be a partner of the proposed limited partnership:
 - (i) full name;
 - (ii) identification;
 - (iii) nationality; and
 - (iv) residential address;

[Act 35 of 2014 wef 03/01/2016]

- (ea) the following information of each body corporate which is to be a partner of the proposed limited partnership:
 - (i) the corporate name;
 - (ii) place of incorporation or registration;
 - (iii) registration number; and
 - (iv) registered office of the corporation to which all notices and communications may be addressed;

[Act 35 of 2014 wef 03/01/2016]

- (f) in relation to each person who is to be a partner of the proposed limited partnership, whether that person is to be a general partner or a limited partner;
- (g) the following information of any individual who is appointed as a local manager under section 28:
 - (i) full name;
 - (ii) identification;
 - (iii) nationality; and
 - (iv) residential address;

[Act 35 of 2014 wef 03/01/2016]

- (h) the term, if any, for which the proposed limited partnership is entered into, and the date of its commencement;
- (i) such other information concerning the proposed limited partnership as may be prescribed by the Minister.

(2) The statement referred to in subsection (1) shall be accompanied by —

- (a) a declaration by the general partner lodging the statement that each partner of the limited partnership has consented to be registered as a general or limited partner, as the case may be, of the limited partnership; and
- (b) a declaration by each general partner of the limited partnership that he has consented to be registered as a general partner of the limited partnership.

(3) Where a general partner of a limited partnership —

- (a) carries on a business wholly or mainly as nominee or trustee of or for another person, or other persons; or
- (b) acts as agent for any foreign firm for the general purposes of the business of that foreign firm in Singapore,

the general partner shall, in addition to the particulars required under subsection (1), furnish the particulars mentioned in the Second Schedule to the Registrar.

(4) The Registrar may, in any particular case, require the statements, declarations or particulars referred to in subsection (1), (2) or (3) to be verified in such manner as the Registrar considers fit.

(5) The High Court may, on the application of any person alleged or claiming to be a partner, direct the rectification of the register and decide any question arising under this section.

(6) [*Deleted by Act 35 of 2014 wef 03/01/2016*]

[UK LPA, s. 8; BR Act, ss. 6(1), 7; LLPA, s. 15(1) and (4)]

Registration

12.—(1) On receiving the statement referred to in section 11, the Registrar shall, subject to the provisions of this Act, cause that statement, upon payment of the prescribed fee, to be entered in the register.

(2) The Registrar shall, upon the registration of a limited partnership in accordance with subsection (1), issue to the applicant a notice of registration in such form as the Registrar may determine.

(3) The Registrar may, upon receipt of an application in the prescribed form and on payment of the prescribed fee, issue a certificate of confirmation of registration in such form as the Registrar may determine.

(4) Every registration under this Act shall be valid for such period as the Registrar may specify and shall, subject to the provisions of this Act and upon payment of the prescribed fee, be renewable for such period as the Registrar may approve.

(5) On receiving an application for the renewal of registration, the Registrar may require additional particulars or other information and may refuse to renew the registration if he is not furnished with those particulars or the information.

(6) Nothing in this section shall be construed to require the Registrar to register any limited partnership if he is not satisfied with the particulars or other information furnished under this Act.

(7) Any person aggrieved by the refusal of the Registrar to register a limited partnership of which he is to be a partner may, within 30 days of the date of the refusal, appeal to the Minister whose decision shall be final.

(8) The registration of any limited partnership shall not be deemed to imply that the requirements of any law in relation to any business carried on by that limited partnership have been complied with.

[BR Act, s. 8; LLPA, s. 16]

Power to refuse registration

13.—(1) Notwithstanding any provision in this Act or any other written law, the Registrar shall refuse to register a limited partnership under this Act where he is satisfied that —

- (a) the proposed business is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore; or
- (b) it would be contrary to the national security or interest for the limited partnership to be registered.

(2) Any person aggrieved by the decision of the Registrar under subsection (1) may, within 30 days of the date of the decision, appeal to the Minister whose decision shall be final.

[BR Act, s. 9; LLPA, s. 17]

Power to cancel registration

14.—(1) The Registrar may cancel the registration of a limited partnership if —

- (a) the Registrar is satisfied that the business of the limited partnership is being used or is intended to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore, or that it would be contrary to the national security or interest for the limited partnership to continue to be registered under this Act; or
- (b) in connection with the business of the limited partnership, any general partner has been convicted of an offence under the Charities Act (Cap. 37).

(2) The Registrar shall, before cancelling any registration under subsection (1), give notice in writing of his intention to cancel the registration at the expiration of such period, not being less than 30 days, as is specified in the notice.

(3) Any notice under this section may be addressed to the limited partnership and sent by post to the registered principal place of business of the limited partnership or any other place where the business is carried on.

(4) Any person aggrieved by the cancellation under subsection (1) may, within 30 days of the date of the cancellation, appeal to the Minister whose decision shall be final.

[BR Act, s. 10]

Supplemental provision to sections 13 and 14

15.—(1) For the purposes of sections 13 and 14, a certificate issued by the Minister charged with the responsibility for internal security stating that he is satisfied that it would be contrary to the national

security or interest for the limited partnership to be registered under this Act shall be conclusive evidence of the matters so stated.

(2) Section 14(2) shall not apply in a case where the Registrar cancels the registration of a limited partnership under section 14(1)(a) pursuant to a certificate referred to in subsection (1).

[BR Act, s. 11; LLPA, s. 17(3)]

Name of limited partnership

16.—(1) The name of every limited partnership shall contain the words “limited partnership” or the acronym “LP”.

(2) No person registered as a general partner of a limited partnership shall carry on the business of the limited partnership under a name that is not registered under section 12 or 18(1).

(3) The registration of the name of a limited partnership shall not be construed as authorising the use of that name if, apart from such registration, the use thereof could be prohibited.

(4) Every general partner of a limited partnership who contravenes subsection (1) or (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000.

[BR Act, s. 12; LLPA, s. 18]

Reservation of limited partnership names

17.—(1) A person may, by lodging an application with the Registrar, apply for the reservation of a name set out in the application as —

- (a) the name of a proposed limited partnership; or
- (b) the name to which a limited partnership proposes to change its name.

(2) The Registrar may approve an application made under subsection (1) only if the Registrar is satisfied that —

- (a) the application is made in good faith; and
- (b) the name to be reserved is one in respect of which a limited partnership may be registered having regard to section 17A(1), (2) and (3).

(3) The Registrar must refuse to approve an application to reserve a name under subsection (1) as the name of a proposed limited partnership if the Registrar is satisfied that —

- (a) the name is for a limited partnership that is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in Singapore; or
- (b) it would be contrary to the national security or interest for the limited partnership to be registered.

(4) Where an application for a reservation of a name is made under subsection (1), the Registrar must reserve the proposed name of the proposed limited partnership or limited partnership for a period starting at the time the Registrar receives the application and ending —

- (a) if the Registrar approves the application, 60 days after the date on which the Registrar notifies the applicant that the application has been approved, or such further period of 60 days as the Registrar may, on application made in good faith, extend; or
- (b) if the Registrar refuses to approve the application, on the date on which the Registrar notifies the applicant of the refusal.

(5) A person aggrieved by a decision of the Registrar —

- (a) refusing to approve an application under subsection (1); or
- (b) refusing an application under subsection (4)(a) to extend the reservation period,

may, within 30 days after being informed of the Registrar's decision, appeal to the Minister whose decision is final.

[Act 35 of 2014 wef 03/01/2016]

Restrictions on registration of limited partnership names

17A.—(1) Except with the consent of the Minister or as provided in subsection (3), the Registrar must refuse to register a limited partnership under this Act under a name, or to approve a change of name of a limited partnership under section 17B to a name, which, in the opinion of the Registrar —

- (a) is undesirable;
- (b) is identical to the name of any other limited partnership, a limited liability partnership or a corporation, or to a registered business name;
- (c) is identical to a name that is reserved under section 17, section 16 of the Business Names Registration Act 2014, section 19(4) of the Limited Liability Partnerships Act (Cap. 163A) or section 27(12B) or 378(15) of the Companies Act (Cap. 50); or
- (d) is a name of a kind that the Minister has directed the Registrar, by notification in the *Gazette*, not to accept for registration.

(2) In addition to subsection (1), the Registrar must on or after the date of commencement of section 11 of the Statutes (Miscellaneous Amendments) (No. 2) Act 2014, except with the consent of the Minister, refuse to register a limited partnership under a name, or allow a limited partnership to change its name to a name, if —

- (a) it is identical to the name of a limited partnership that was cancelled or dissolved —
 - (i) unless, in a case where the registration of the limited partnership was cancelled under section 14(1) or 19(4), a period of at least one year has passed after the date of cancellation; or
 - (ii) unless, in a case where notice was lodged with the Registrar that the limited partnership was dissolved under section 19(2), a period of at least one year has passed after the date of dissolution;
- (b) it is identical to the business name of a person whose registration and registration of that business name has been cancelled under the Business Names Registration Act 2014 or has ceased under section 22 of that Act, unless a period of at least one year has passed after the date of cancellation or cessation;

- (c) it is identical to the name of a company that was dissolved —
 - (i) unless, in a case where the company was dissolved following its winding up under Part X of the Companies Act, a period of at least 2 years has passed after the date of dissolution; or
 - (ii) unless, in a case where the company was dissolved following its name being struck off the register kept under the Companies Act under section 344 or 344A of that Act, a period of at least 6 years has passed after the date of dissolution;
- (d) it is identical to the name of a foreign company notice of the dissolution of which has been given to the Registrar of Companies under section 377(2) of the Companies Act, unless a period of at least 2 years has passed after the date of dissolution; or
- (e) it is identical to the name of a limited liability partnership that was dissolved —
 - (i) unless, in a case where the limited liability partnership was dissolved following its winding up under section 30 of, and the Fifth Schedule to, the Limited Liability Partnerships Act (Cap. 163A), a period of at least 2 years has passed after the date of dissolution; or
 - (ii) unless, in a case where the limited liability partnership was dissolved following its name being struck off the register under section 38 of the Limited Liability Partnerships Act, a period of at least 6 years has passed after the date of dissolution.

(3) Despite subsection (1), the Registrar may, on or after the date of commencement of section 11 of the Statutes (Miscellaneous Amendments) (No. 2) Act 2014, register a limited partnership under —

- (a) a name that is identical to the name of a foreign company registered under Division 2 of Part XI of the Companies Act —

- (i) in respect of which notice was lodged under section 377(1) of the Companies Act that the foreign company has ceased to have a place of business in Singapore or ceased to carry on business in Singapore, if a period of at least 3 months has passed after the date of cessation; and
 - (ii) the name of which was struck off the register kept under the Companies Act under section 377(8), (9) or (10) of that Act, if a period of at least 6 years has passed after the date the name was so struck off; or
- (b) a name that is identical to the name of a limited partnership in respect of which notice was lodged under section 19(1) that the limited partnership has ceased to carry on business, if a period of at least one year has passed after the date of cessation.

(4) Despite this section and section 17B, where the Registrar is satisfied that a limited partnership's name —

- (a) is one that is not permitted to be registered under subsection (1)(a), (b) or (d);
- (b) is one that is not permitted to be registered under subsection (2) until the expiry of the relevant period referred to in that subsection;
- (c) is one that is permitted to be registered under subsection (3) only after the expiry of the relevant period referred to in that subsection;
- (d) so nearly resembles the name of any other limited partnership, any limited liability partnership or corporation or any registered business name, as to be likely to be mistaken for it; or
- (e) is one the use of which has been restrained by an injunction granted under the Trade Marks Act (Cap. 332),

the Registrar may direct any general partner of the limited partnership to change the limited partnership's name, and that person must comply

with the direction within 6 weeks after the date of the direction or such longer period as the Registrar may allow in any case.

(5) The Registrar's power under subsection (4) to direct any general partner of a limited partnership to change its name applies regardless of —

- (a) whether the limited partnership's name was registered through inadvertence or otherwise; or
- (b) when the limited partnership was registered in respect of the name.

(6) Any person may apply, in writing, to the Registrar to give a direction to any general partner of a limited partnership, on a ground referred to in subsection (4), to change the limited partnership's name.

(7) The Registrar is not to consider any application under subsection (6) to give a direction to a person on the ground referred to in subsection (4)(d) unless the Registrar receives the application within 12 months after the date the limited partnership was registered in respect of the name, or the date the change of the limited partnership's name was approved under section 17B.

(8) The Registrar may cancel the registration of a limited partnership if a general partner of the limited partnership fails to comply with a direction given under subsection (4).

(9) A person aggrieved by —

- (a) a direction of the Registrar under subsection (4); or
- (b) the Registrar's refusal to give a direction to a person under subsection (4) following an application under subsection (6),

may, within 30 days after being informed of the Registrar's direction or refusal, as the case may be, appeal to the Minister whose decision is final.

(10) To avoid doubt, where the Registrar makes a direction under subsection (4) or the Minister makes a decision on an appeal under subsection (9), the Registrar or the Minister, as the case may be, must accept as correct any decision of the High Court to grant an injunction referred to in subsection (4)(e).

(11) In this section, “registered business name” has the same meaning as in section 2(1) of the Business Names Registration Act 2014.

[Act 35 of 2014 wef 03/01/2016]

Change of limited partnership name

17B.—(1) An application by a limited partnership to change the name under which it was registered is to be lodged with the Registrar.

(2) Upon the approval of the application, the Registrar is to issue to the limited partnership a notice of change of name stating the date of the change.

(3) Any application for a change of a limited partnership name is subject to section 17A.

[Act 35 of 2014 wef 03/01/2016]

Registration of change in particulars

18.—(1) A general partner of a limited partnership shall lodge with the Registrar —

- (a) within 14 days after the appointment of a new partner of a limited partnership, a statement containing the particulars referred to in section 11(1)(e) or (ea) (as the case may be) of the partner;
- (b) within 14 days after the appointment of a new local manager of a limited partnership, a statement containing the particulars referred to in section 11(1)(g);
- (c) within 14 days after a partner or local manager ceases to be a partner or local manager of the limited partnership, a statement of that fact;
- (d) within 14 days after any change in the particulars of any partner or local manager of the limited partnership that have been lodged with the Registrar under this Act, other than the partner’s or local manager’s residential address, a statement containing the particulars of the change; or
- (e) within 14 days after any other change that is made or that occurs in any of the particulars registered in respect of any

limited partnership, a statement specifying the nature and date of the change, and containing such other information as may be prescribed.

(2) The Registrar may, on application by a general partner of the limited partnership, extend the period referred to in subsection (1)(a) to (e).

(3) Any person who ceases to be a partner or local manager of a limited partnership may himself lodge with the Registrar the statement referred to in subsection (1)(c) if he has reasonable cause to believe that no general partner of the limited partnership will lodge the statement with the Registrar.

(4) A partner (who is an individual) or a local manager who changes his residential address must lodge with the Registrar a notice of his new residential address within 14 days after the date of change.

(5) Where a partner (who is an individual) or local manager has changed his residential address and has made a report of the change under section 8 of the National Registration Act (Cap. 201), the partner or local manager is to be taken to have informed the Registrar of the change of residential address in compliance with subsection (4).

(6) The Registrar may, in any particular case, require a statement lodged under subsection (1) to be rectified in such manner as the Registrar considers fit.

(7) Any statement required to be lodged under this section shall be in such medium and form as the Registrar may determine.

[Act 35 of 2014 wef 03/01/2016]

Duty of partners and managers to provide information to limited partnership

18A.—(1) A partner or local manager, as the case may be, shall give every general partner of the limited partnership —

- (a) any information a general partner of a limited partnership needs to comply with section 18(1)(a) or (b), as the case may be, as soon as practicable but not later than 14 days after his initial appointment as a partner or local manager unless he

has previously given the information to every general partner of the limited partnership in writing; and

(b) any information a general partner of a limited partnership needs to comply with section 18(1)(d) as soon as practicable but not later than 14 days after the date of change to the information referred to in that provision.

(2) Notwithstanding subsection (1), but subject to subsection (3) —

(a) a partner of a limited partnership shall, if requested by a general partner of the limited partnership, give the general partner any information referred to in section 11(1)(e) or (ea); and

(b) a local manager of a limited partnership shall, if requested by a general partner of the limited partnership, give the general partner any information referred to in section 11(1)(g),

for the purpose of enabling the limited partnership to confirm its record of such information or reinstate its record of the information where the original record of the information has been destroyed or lost.

(3) The partner or local manager of a limited partnership referred to in subsection (2) shall furnish the information to a general partner of the limited partnership as soon as practicable but not later than 14 days after receipt of a written request for such information from the general partner.

[Act 35 of 2014 wef 03/01/2016]

Request for copy of notice of registration, etc.

18B.—(1) Subject to section 18C, a person may, upon payment of such fee as may be prescribed, require a copy of a notice of registration or a copy of or an extract from any document filed or lodged with the Registrar, to be given or certified by the Registrar.

(2) Any copy or extract given under subsection (1) which is certified to be a true copy or extract by the Registrar is, in any proceedings, admissible in evidence as of equal validity with the original document.

(3) The Registrar is not required to issue under subsection (1) a copy of or an extract from a document forming part of the register where that document has been destroyed under section 24.

[Act 35 of 2014 wef 03/01/2016]

Alternate address

18C.—(1) Despite section 18B, the Registrar must not disclose or make available for public inspection the particulars of a partner's or local manager's residential address that is lodged with the Registrar under this Act or transmitted to the Registrar by the Commissioner of National Registration under section 8A of the National Registration Act (Cap. 201) if the requirements of subsection (2) are satisfied.

(2) The requirements referred to in subsection (1) are that the partner or local manager referred to in subsection (1) maintains with the Registrar an alternate address that complies with the following conditions:

- (a) it is an address at which the partner or local manager can be located;
 - (b) it is not a post office box number;
 - (c) it is not the residential address of the partner or local manager; and
 - (d) it is located in the same jurisdiction as the partner's or local manager's residential address.
- (3) For the purposes of subsection (2) —
- (a) an individual who wishes to maintain an alternate address must lodge an application with the Registrar;
 - (b) an individual may not maintain more than one alternate address at any one time;
 - (c) an individual who wishes to cease to maintain an alternate address must lodge a notice of withdrawal with the Registrar; and
 - (d) an individual who wishes to change his alternate address must lodge a notice of change with the Registrar.

(4) An application to maintain an alternate address, and the lodgment of a notice of withdrawal or change of an alternate address, are subject to the payment of such fees as may be prescribed.

(5) Subsection (1) applies from the time at which the Registrar accepts an application to maintain an alternate address referred to in subsection (3)(a).

(6) A partner or local manager who maintains an alternate address under subsection (2) must ensure that he can be located at that alternate address.

(7) A partner or local manager who fails to comply with subsection (6) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.

(8) Despite subsection (1), the Registrar may disclose and make available for public inspection the particulars of a partner's or local manager's residential address despite the maintenance of an alternate address under subsection (2) if —

- (a) communications sent by the Registrar under this Act, or by any officer of the Authority under any ACRA administered Act, to the partner or local manager at his alternate address and requiring a response within a specified period remain unanswered; or
- (b) there is evidence to show that service of any document under this Act or under any ACRA administered Act at the alternate address is not effective to bring it to the notice of the partner or local manager.

(9) Before proceeding under subsection (8), the Registrar must give notice to the partner or local manager affected —

- (a) stating the grounds on which the Registrar proposes to disclose and make available for public inspection the individual's residential address; and
- (b) specifying a period within which representations may be made before that is done.

(10) The Registrar is to consider the representations received within the specified period.

(11) Where the Registrar discloses and makes available for public inspection the particulars of a partner's or local manager's residential address, the Registrar must give notice of that fact to the partner or local manager.

(12) A notice to a partner or local manager under subsection (9) or (11) is to be sent to him at his residential address unless it appears to the Registrar that service at that address may be ineffective to bring it to his notice, in which case it may be sent to any other last known address of the partner or local manager.

(13) Where —

(a) the Registrar discloses and makes available for public inspection the particulars of a partner's or local manager's residential address under subsection (8); or

(b) a Registrar appointed under any other ACRA administered Act discloses and makes available for public inspection under that Act the particulars of a partner's or local manager's residential address under a provision of that Act equivalent to subsection (8),

that partner or local manager is not, for a period of 3 years after the date on which the residential address is disclosed and made available for public inspection, allowed to maintain an alternate address under subsection (2).

(14) Nothing in this section applies to any information lodged or deemed to be lodged with the Registrar before the date of commencement of section 11 of the Statutes (Miscellaneous Amendments) (No. 2) Act 2014 or prevents such information from being disclosed or from being made available for public inspection or access.

(15) Nothing in this section prevents the residential address of an individual that is lodged with the Registrar under this Act, or is transmitted to the Registrar by the Commissioner of National Registration under section 8A of the National Registration Act from —

- (a) being used by the Registrar for the purposes of any communication with the individual;
- (b) being disclosed for the purposes of issuing any summons or other legal process against the individual for the purposes of this Act or any other written law;
- (c) being disclosed in compliance with the requirement of any court or the provisions of any written law;
- (d) being disclosed for the purpose of assisting any public officer or officer of any statutory board in the investigation or prosecution of any offence under any written law; or
- (e) being disclosed in such other circumstances as may be prescribed.

(16) Any partner or local manager aggrieved by the decision of the Registrar under subsection (8) may, within 30 days after the date of receiving the notice under subsection (11), appeal to the High Court which may confirm the decision or give such directions in the matter as seem proper or otherwise determine the matter.

(17) For the purposes of this section —

- (a) “ACRA administered Act” means the Accounting and Corporate Regulatory Authority Act (Cap. 2A) and any of the written laws specified in the Second Schedule to that Act; and
- (b) a partner or a local manager can be located at an address if he may be physically found at the address after reasonable attempts have been made to find him at the address.

[Act 35 of 2014 wef 03/01/2016]

Cessation of business

19.—(1) Where any limited partnership registered under this Act has ceased to carry on business, a general partner of the limited partnership may lodge with the Registrar a notice in such form as the Registrar may determine notifying the Registrar that the limited partnership has ceased to carry on business.

(2) Where any limited partnership registered under this Act has been dissolved, a general partner of the limited partnership shall, within 14

days of the dissolution, lodge with the Registrar a notice in such form as the Registrar may determine notifying the Registrar that the limited partnership has been dissolved.

(3) Where the Registrar has reasonable cause to believe that any limited partnership registered under this Act is not carrying on business or has been dissolved, he may send to the limited partnership and all the general partners a notice to the effect that if an answer showing cause to the contrary is not received within one month from the date thereof, the registration of the limited partnership may be cancelled.

[Act 35 of 2014 wef 03/01/2016]

(4) If the Registrar —

- (a) receives an answer from any general partner in respect of the limited partnership to the effect that the limited partnership is not carrying on business or has been dissolved; or
- (b) does not within one month after sending the notice referred to in subsection (3) receive an answer showing cause to the contrary,

he may cancel the registration of that limited partnership.

[Act 35 of 2014 wef 03/01/2016]

(5) The Registrar shall, by notification in the *Gazette*, publish such particulars as he thinks fit in respect of any limited partnership the registration of which has been cancelled under this section.

(6) Where the registration of a limited partnership is cancelled under this section, any certificate or notice pertaining to the registration of that limited partnership under this Act shall be deemed to be cancelled.

[BR Act, s. 15 (modified)]

Appeal

20. Any person who is aggrieved by the refusal of the Registrar to register a limited partnership under this Act or to renew such a registration may, within 30 days of the date of such refusal, appeal to the Minister whose decision shall be final.

[BR Act, s. 22]

Rectification by High Court

21.—(1) Where it appears to the High Court, as a result of evidence adduced before it, that any particular recorded in a register is erroneous or defective, the High Court may, by order, direct the Registrar to rectify the register on such terms and conditions as seem to the High Court to be just and expedient.

(2) The Registrar shall, upon receipt of the order of the High Court made under subsection (1), rectify the register accordingly.

(3) An order of the High Court made under subsection (1) may require that a fresh document, showing the rectification, shall be filed by the applicant with the Registrar, together with a copy of the order of the High Court and of the application to the High Court.

(4) *[Deleted by Act 35 of 2014 wef 03/01/2016]*

(5) *[Deleted by Act 35 of 2014 wef 03/01/2016]*

[BR Act, s. 16; LLPA, s. 40]

Act 35 of 2014 wef 03/01/2016]

Rectification by Registrar on application

21A.—(1) Despite section 21, a general partner or a local manager of a limited partnership may lodge a notice with the Registrar of —

- (a) any error contained in any document relating to the limited partnership filed or lodged with the Registrar; or
- (b) any error in the filing or lodgment of any document relating to the limited partnership with the Registrar.

(2) The Registrar may, upon receipt of any notification referred to in subsection (1) and if satisfied that —

- (a) the error referred to in subsection (1)(a) is typographical or clerical in nature; or
- (b) the error referred to in subsection (1)(b) is, in his opinion, unintended and does not prejudice any person,

rectify the register accordingly.

(3) In rectifying the register under subsection (2), the Registrar must not expunge any document from the register.

(4) The decision made by the Registrar on whether to rectify the register under subsection (2) is final.

[Act 35 of 2014 wef 03/01/2016]

Rectification or updating on Registrar's initiative

21B.—(1) The Registrar may rectify or update any particulars or document contained in a register kept by him, if the Registrar is satisfied that —

- (a) there is a defect or an error in the particulars or document arising from any grammatical, typographical or similar mistake; or
- (b) there is evidence of a conflict between the particulars of a limited partnership or person and —
 - (i) other information in the register relating to that limited partnership or person; or
 - (ii) other information relating to that limited partnership or person obtained from such department or Ministry of the Government, or statutory body or other body corporate as may be prescribed.

(2) Before the Registrar rectifies or updates the register under subsection (1), he shall, except under prescribed circumstances, give written notice to all the general partners of the limited partnership or person whose documents or particulars are to be rectified or updated of the Registrar's intention to do so, and state therein —

- (a) the reasons for and details of the proposed rectification or updating to be made to the register; and
- (b) the date by which any written objection to the proposed rectification or updating must be delivered to the Registrar, being a date at least 30 days after the date of the notice.

(3) Any person notified under subsection (2) may deliver to the Registrar, not later than the date specified under subsection (2)(b), a written objection to the proposed rectification or updating of the register.

(4) The Registrar must not rectify or update the register if the Registrar receives a written objection under subsection (3) to the

proposed rectification or updating by the date specified under subsection (2)(b), unless the Registrar is satisfied that the objection is frivolous or vexatious or has been withdrawn.

(5) The Registrar may rectify or update the register if the Registrar does not receive a written objection under subsection (3) by the date specified under subsection (2)(b).

(6) The Registrar may include such notation as the Registrar thinks fit in the register for the purposes of providing information relating to any error or defect in any particulars or document in the register, and may remove such notation if the Registrar is satisfied that it no longer serves any useful purpose.

(7) Despite anything in this section, the Registrar may, if the Registrar is satisfied that there is any error or defect in any particulars or document in the register, by notice in writing, request that any general partner or local manager of the limited partnership to which the particulars or document relates take such steps within such time as the Registrar may specify to ensure that the error or defect is rectified.

[Act 35 of 2014 wef 03/01/2016]

22. *[Deleted by Act 35 of 2014 wef 03/01/2016]*

Electronic transaction system

23.—(1) The Registrar may —

- (a) require or permit any person to carry out any transaction with the Registrar under this Act; and
- (b) issue any approval, certificate, notice, determination or other document pursuant or connected to a transaction referred to in paragraph (a),

using the electronic transaction system established under Part VIA of the Accounting and Corporate Regulatory Authority Act (Cap. 2A).

(2) In this section, “transaction”, in relation to the Registrar, means —

- (a) the filing or lodging of any document with the Registrar, or the submission, production, delivery, furnishing or sending of any document to the Registrar;

- (b) any making of any application, submission or request to the Registrar;
- (c) any provision of any undertaking or declaration to the Registrar; and
- (d) any extraction, retrieval or accessing of any document, record or information maintained by the Registrar.

[Act 18 of 2014]

Destruction or transfer of old records

24. If the Registrar is of the opinion that it is no longer necessary or desirable to retain any document lodged, filed or registered with the Registrar and which has been microfilmed or converted to electronic form, the Registrar may —

- (a) destroy the document with the authorisation of the National Library Board under section 14D of the National Library Board Act (Cap. 197); or

[Act 25 of 2012 wef 28/03/2013]

- (b) transfer the document to the National Archives of Singapore under section 14C of that Act.

[Act 25 of 2012 wef 28/03/2013]

25. *[Repealed by Act 18 of 2014]*

PART IV

DUTIES, OFFENCES AND POWERS OF ENFORCEMENT

Publication of name

26.—(1) Every general partner of a limited partnership shall ensure that the invoices and official correspondence of the limited partnership bear the name and registration number of the limited partnership.

(2) Any person who contravenes subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1,000 and, in the case of a continuing offence, to a further fine not exceeding \$200 for every day or part thereof during which the offence continues after conviction.

[LLPA, s. 27]

Accounts and audit

27.—(1) Every general partner of a limited partnership shall ensure that such accounting and other records as will sufficiently explain the transactions and financial position of the limited partnership are kept.

(2) The records referred to in subsection (1) shall be retained for a period of at least 5 years after the completion of the transactions or operations to which they respectively relate.

(3) The Registrar may, by notice in writing to any of the general partners of a limited partnership, require that person to produce the records referred to in subsection (1) for his inspection within such time and at such place as may be specified in that notice.

(4) Any person who contravenes subsection (1) or (2) shall be guilty of an offence and shall be liable on conviction —

(a) in the case where the offender is an individual, to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both; and

(b) in any other case, to a fine not exceeding \$10,000.

(5) Any person who fails to comply with a requirement under subsection (3) shall be guilty of an offence and shall be liable on conviction —

(a) in the case where the offender is an individual, to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both; and

(b) in any other case, to a fine not exceeding \$10,000.

[LLPA, s. 25]

Appointment and liability of local managers

28.—(1) Where every general partner of a limited partnership registered or to be registered under this Act is ordinarily resident outside Singapore, the Registrar may require a local manager to be appointed.

(2) The local manager shall be personally responsible for the discharge of all obligations attaching to the limited partnership under Parts III, IV and V, and in the case of any default in respect of any such

obligation, the local manager shall be subject to the same responsibilities, liabilities and penalties as a general partner in the limited partnership and all the penal and other provisions of this Act shall be construed accordingly.

(3) The consent of the local manager to his appointment shall be lodged with the Registrar in such form and manner as the Registrar may require.

(4) Where a local manager appointed under subsection (1) ceases to hold office for any reason, a new local manager shall be appointed and the change shall be registered in accordance with section 18.

(5) Every general partner of a limited partnership who fails to comply with a requirement under subsection (4) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1,000.

[BR Act, s. 25; BRR, r. 9]

Restriction on undischarged bankrupt being manager

29.—(1) Any person who, being an undischarged bankrupt (whether he was adjudicated bankrupt by a Singapore court or a foreign court having jurisdiction in bankruptcy), directly or indirectly, takes part in or is concerned in the management of any limited partnership required to be registered under this Act, without the leave of the High Court or the written permission of the Official Assignee, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.

(2) On an application by an undischarged bankrupt under subsection (1) to the High Court or the Official Assignee, as the case may be, the High Court or the Official Assignee may refuse the application or approve the application subject to such condition as the High Court or the Official Assignee, as the case may be, may impose.

(3) The leave of the High Court for the purpose of this section shall not be given unless notice of intention to apply for the leave of the High Court has been served on the Official Assignee and the Official Assignee is heard on the application.

[BR Act, s. 26]

Disability of persons in default

30.—(1) Where a person carries on business in Singapore as a limited partnership without —

- (a) the limited partnership being registered under this Act;
- (b) being registered as a partner of the limited partnership under this Act; or
- (c) furnishing any information required under section 18,

then the rights of the defaulter under or arising out of any contract, in relation to the business carried on by the defaulter in respect of which there is no valid registration or there is non-compliance with section 18, made or entered into by or on behalf of the defaulter at any time while he is in default shall, subject to subsection (3), not be enforceable by action or other legal proceedings either in the name of the limited partnership or otherwise.

(2) A defaulter referred to in subsection (1) may apply to the court for relief against the disability imposed by this section.

(3) The court, on being satisfied that the default was accidental or due to inadvertence or some other sufficient cause, or that on other grounds it is just and equitable to grant relief, may grant such relief either generally, or as respects any particular contract, on condition that the costs of the application are paid by the defaulter, unless the court otherwise orders, and on such other conditions (if any) as the court may impose.

(4) Relief under subsection (3) shall not be granted except on such service and publication of notice of the application as the court may order, nor shall relief be given in respect of any contract if any party to the contract proves to the satisfaction of the court that, if the provisions of this Act had been complied with, he would not have entered into the contract.

(5) This section shall not prejudice the rights of any other party as against the defaulter referred to in subsection (1) in respect of a contract mentioned in that subsection.

(6) If any action or proceedings shall be commenced by any other party against the defaulter referred to in subsection (1) to enforce the

rights of a party in respect of that contract, this section shall not preclude the defaulter from enforcing in that action or proceedings, by way of counterclaim, set-off or otherwise, such rights as he may have against that party in respect of that contract.

(7) Without prejudice to the powers of the court to grant the relief referred to in subsection (3), if any proceedings to enforce any contract are commenced by a defaulter referred to in subsection (1) in a District Court or Magistrate's Court, the District Court or Magistrate's Court may, as regards that contract, grant relief under this section.

(8) In this section, "court" means the High Court or a Judge thereof.

[BR Act, s. 21]

Inspection

31.—(1) The Registrar may authorise in writing any officer or employee of the Authority or any public officer to be an inspector for the purposes of this Act.

(2) The Registrar or any inspector shall, for the purposes of ascertaining whether the provisions of this Act are being complied with, have power at all reasonable times to enter any premises at which he has reason to believe any person is carrying on business as a limited partnership and to make such examination and inquiry as may be necessary for those purposes.

(3) The Registrar and every inspector when exercising any power under this Act shall declare his office and shall produce his authority in writing to any person affected by the exercise of that power.

(4) Any person who fails to comply with a request made by the Registrar or an inspector or resists or obstructs the Registrar or an inspector in the performance of his duties under this Act shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months or to both.

(5) It shall not be an offence for any person to refuse to comply with any request made by the Registrar or an inspector, or to resist or obstruct the Registrar or an inspector in the performance of any of his

duties under this Act, if the Registrar or inspector fails to declare his office and to produce his authority in writing.

[BR Act, s. 23; LLPA, s. 43]

Power of Registrar to obtain further information

32.—(1) In order to obtain such information as the Registrar may consider necessary for the purposes of carrying out the provisions of this Act, the Registrar may —

- (a) require any general partner or former general partner of a limited partnership to answer any question in writing which the Registrar may consider necessary to ask for the purposes specified in this subsection; or
- (b) summon that person to appear, before him or an inspector or any other public officer whom the Registrar may designate, to answer any such question orally.

(2) The Registrar may further require the person referred to in subsection (1) to make such further declaration or supply such further particulars as the Registrar may require.

[BR Act, s. 24; LLPA, s. 44]

Offences

33.—(1) Any person who —

- (a) fails to furnish any information required under section 18 or 18A;
[Act 35 of 2014 wef 03/01/2016]
- (b) without lawful excuse, fails to comply with any summons or requisition of the Registrar under section 32;
- (c) makes any statement or furnishes any information to the Registrar under the provisions of this Act which is false in any material particular or by reason of the omission of any material particular and which he either knows or has reason to believe is false; or

(d) contravenes any of the regulations made under this Act,
shall be guilty of an offence.

(2) If any person in any way holds out that a business is registered as a limited partnership under this Act, that person shall, unless at that time the business was duly registered as a limited partnership under this Act, be guilty of an offence.

[Act 35 of 2014]

(3) A person shall be liable on conviction of an offence under subsection (1) or (2) to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months or to both.

[BR Act, s. 27; LLPA, s. 39]

Evidence of carrying on business under name of limited partnership

34. If, in any proceedings for an offence under this Act —

- (a) proof is given that the name of a limited partnership has been displayed in any premises; and
- (b) evidence is given from which the court may infer that the name of a limited partnership has reference to any business carried on at the premises,

the person carrying on the business shall, in the absence of proof to the contrary, be presumed to be carrying on the business under that name.

[BR Act, s. 28]

Composition of offences

35.—(1) The Registrar may, in his discretion, compound any offence under this Act which is prescribed as a compoundable offence by collecting from a person reasonably suspected of having committed the offence a sum not exceeding —

- (a) one half of the amount of the maximum fine that is prescribed for the offence; or
- (b) \$5,000,

whichever is the lower.

(2) On the payment of such sum of money, no further proceedings shall be taken against that person in respect of the offence.

(3) All sums collected under this section shall be paid to the Authority.

[HPA, s. 65; LLPA, s. 46]

Public servants

36. All officers and inspectors appointed under this Act shall be deemed to be public servants for the purposes of the Penal Code (Cap. 224).

[BR Act, s. 30; LLPA, s. 47]

Enforcement of duty to make returns

37.—(1) If any person is in default in complying with —

(a) any provision of this Act or of any other law which requires the lodging or filing in any manner with the Registrar of any return, account or other document or the giving of notice to him of any matter;

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(b) any request of the Registrar to amend or complete and resubmit any document or to submit a fresh document; or

[Act 35 of 2014 wef 03/01/2016]

(c) any request of the Registrar under section 21B(7) to rectify any error or defect in any particulars or document in the register,

[Act 35 of 2014 wef 03/01/2016]

and fails to make good the default within 14 days after the service on the person of a notice requiring it to be done, a District Court or Magistrate's Court may, on application by the Registrar, make an order directing that person or (if that person is a corporation) any officer of the corporation to make good the default within such time as is specified in the order.

(2) Any such order may provide that all the costs of and incidental to the application shall be borne by that person or by any officer of the corporation who is responsible for the default if that person is a corporation.

(3) Nothing in this section shall limit the operation of any other provision of this Act or any written law imposing penalties (in respect

of any default referred to in this section) on that person or an officer of a corporation if that person is a corporation.

[BR Act, s. 32; LLPA, s. 49]

Offences by bodies corporate

38.—(1) Where an offence under this Act committed by a body corporate is proved —

- (a) to have been committed with the consent or connivance of an officer; or
- (b) to be attributable to any neglect on his part,

the officer as well as the body corporate shall be guilty of the offence and shall be liable to be proceeded against and punished accordingly.

(2) Where the affairs of a body corporate are managed by its members, subsection (1) shall apply in relation to the acts and defaults of a member in connection with his functions of management as if he were a director of the body corporate.

(3) In this section —

“body corporate” includes a limited liability partnership which has the same meaning as in section 2(1) of the Limited Liability Partnerships Act (Cap. 163A);

“officer”, in relation to a body corporate, means any director, partner, member of the committee of management, chief executive, manager, secretary or other similar officer of the body corporate and includes any person purporting to act in any such capacity;

“partner” includes a person purporting to act as a partner.

[HPA, s. 59]

Liability of managers, agents, employees, etc.

39.—(1) Where a general partner of a limited partnership is required under this Act to do any act or thing, the person responsible for the management of the limited partnership shall also be answerable for the doing of or omission to do that act or thing.

(2) For the purposes of subsection (1), the reference to a person responsible for the management of a limited partnership includes every manager, agent or employee at any time charged either solely or to a substantial extent with the management of the limited partnership.

(3) Where any agent or employee in the course of his employment does or omits to do any act, the doing of which or omission to do which by his principal or employer would be an offence under this Act, that agent or employee shall be guilty of that offence.

(4) Any person who would have been guilty of an offence if anything had been done or omitted to be done by him personally shall be guilty of that offence and shall be liable to the same penalty —

- (a) if that thing had been done or omitted to be done by his agent or employee in the course of his employment; and
- (b) unless he proves to the satisfaction of the court that that thing had been done or omitted to be done without his knowledge or consent and that he took all reasonable precautions to prevent the doing of or omission to do that thing.

(5) This section shall be in addition to and not in derogation of any other provisions of this Act.

[BR Act, ss. 2(1) and (3), 33]

Service of summons, notices, etc.

40.—(1) Any notice, written communication, certificate or other document required to be given or served under the provisions of this Act on a limited partnership or the general partners of a limited partnership shall be deemed to have been duly given or served if posted by the Registrar to the registered principal place of business of the limited partnership.

(2) Every summons issued by a court in connection with any offence under this Act may be served on the person concerned —

- (a) by delivering it to him;
- (b) by delivering it to any adult person residing at his last known place of residence; or

- (c) by forwarding it by registered post in a cover addressed to him at his last known place of residence or business or at any address furnished by him.

(3) In proving service by registered post, it shall be sufficient to prove that the cover containing the summons was properly addressed, stamped and posted by registered post.

[BR Act, s. 36]

Service of documents on partner and manager

40A. Any document required to be served under this Act on a partner, who is an individual, or local manager, of a limited partnership shall be sufficiently served if addressed to the partner or local manager and left at or sent by post to his residential address or, if the partner or manager has provided an alternate address under section 18C, his alternate address.

[Act 35 of 2014 wef 03/01/2016]

PART V

MISCELLANEOUS PROVISIONS

Regulations

41.—(1) The Minister may make regulations for carrying out the purposes and provisions of this Act.

(2) Without prejudice to the generality of subsection (1), the Minister may make regulations for or with respect to all or any of the following matters:

- (a) the registration and regulation of foreign limited partnerships;
- (b) the powers and duties of the Registrar;
- (c) the forms for the purposes of this Act, including the form of registers to be kept and the places at which the registers are to be kept;
- (d) the translation of documents and records required for the purposes of this Act, and the authentication and lodgment of any such translation;

- (e) all matters connected with or arising from the restrictions as to the name which may be used by a limited partnership registered under this Act;
- (f) modifying the application of this Act or the Business Names Registration Act 2014 to a resultant firm during any period of suspension of the limited partnership under section 42(2);
[Act 29 of 2014 wef 03/01/2016]
- (g) regulating the disclosure of any information kept or maintained in any register under this Act and excluding any document relating to any class of limited partnerships from the operation of section 18B(1);
[Act 35 of 2014 wef 03/01/2016]
- (h) requiring any class of limited partnerships to maintain any information or records and regulating the access to such information or records, including requiring the limited partnership to provide access to such information or records for any class of persons;
- (i) the fees to be charged in respect of anything done under or by virtue of this Act, and the method of payment of such fees;
- (j) the persons or classes of persons who are to be exempted from the payment of any fee or part thereof;
- (k) the penalties for the late lodgment of documents;
- (l) prescribing the offences which may be compounded under section 35;
- (la) the waiver, refund or remission, whether wholly or in part, of any fee or penalty chargeable under this Act;
[Act 35 of 2014 wef 03/01/2016]
- (m) prescribing all matters and things which are required or permitted to be prescribed, under or for the purposes of this Act.

(3) In this section, “foreign limited partnership” means a partnership formed, registered or incorporated outside Singapore in which the liability of some but not all of the partners is limited, and having such other features as may be prescribed by the Minister.

Registration under Business Names Registration Act 2014

42.—(1) The Business Names Registration Act 2014 shall not apply to any person carrying on business in Singapore as a limited partnership registered under this Act, except during any period when the registration of the limited partnership is suspended under this section.

[Act 29 of 2014 wef 03/01/2016]

(2) If a limited partnership registered under this Act ceases to be a limited partnership because no person remains registered under this Act as a limited partner of the limited partnership, the registration of the limited partnership under this Act shall be suspended.

(3) If upon a suspension pursuant to subsection (2), any person who is registered as a general partner of the limited partnership under this Act would be required to be registered under the Business Names Registration Act 2014 to carry on business under the name of the resultant firm, then with effect from the date of suspension —

(a) that person shall be deemed to be registered under the Business Names Registration Act 2014 as a person carrying on business under the name of the resultant firm; and

[Act 29 of 2014 wef 03/01/2016]

(b) the name of the limited partnership registered under this Act shall be deemed to be registered as the name of the resultant firm under the Business Names Registration Act 2014.

[Act 29 of 2014 wef 03/01/2016]

(4) If, while the registration of the limited partnership under this Act is suspended, there are any changes in the resultant firm that cause the firm to satisfy the requirements of section 3(2) (relating to the constitution of a limited partnership), any general partner of the limited partnership may register those changes under section 18, and upon such registration —

(a) the registration of the persons carrying on business under the name of the resultant firm under the Business Names Registration Act 2014 shall cease; and

[Act 29 of 2014 wef 03/01/2016]

(b) the registration of a limited partnership under this Act shall be restored.

(5) If the name of the resultant firm does not comply with section 16(1) (Name of limited partnership), subsection (4)(a) and (b) shall not operate in respect of the resultant firm unless and until a change in the name of the limited partnership has been registered under section 18 to comply with section 16(1).

(6) Upon the restoration of the registration of a limited partnership under subsection (4)(b), the Registrar shall cause the particulars of the resultant firm as registered under the Business Names Registration Act 2014 immediately before the restoration, with the changes to the resultant firm registered pursuant to subsections (4) and (5), to be registered under this Act as the particulars of the limited partnership.

[Act 29 of 2014 wef 03/01/2016]

(7) This section shall apply subject to any modification that the Minister may prescribe.

[Act 29 of 2014 wef 03/01/2016]

Amendment of First and Second Schedules

43. The Minister may, by order published in the *Gazette*, amend the First and Second Schedules.

FIRST SCHEDULE

Section 6(3) and (4)

ACTS NOT REGARDED AS TAKING PART IN MANAGEMENT OF LIMITED PARTNERSHIP

1. Contracting with the limited partnership.
2. Acting as an agent or employee of the limited partnership within the scope of the authority conferred by the partners.
3. Acting as an agent or employee of a general partner of the limited partnership or as a trustee or other fiduciary or beneficiary of an estate or trust which is a general partner of the limited partnership, or as a trustee, advisor, shareholder or beneficiary of a business trust or a statutory trust which is a general partner of the limited partnership, or as a director, officer or shareholder of a corporate general partner of the limited partnership.
4. Consulting with and advising the limited partnership or any partners of the limited partnership with respect to the business, affairs or transactions of the limited partnership.

FIRST SCHEDULE — *continued*

5. Investigating, reviewing, approving or advising on the accounts or affairs of the limited partnership or exercising any rights as a limited partner of the limited partnership.

6. Acting as surety or guarantor for the limited partnership or for a general partner of the limited partnership, either generally or in respect of specific obligations.

7. Enforcing his rights under the partnership agreement (unless those rights are to carry out management functions).

8. Calling, requesting, attending or participating in a meeting of the partners or limited partners of the limited partnership.

9. Approving or disapproving an amendment to the partnership agreement.

10. Voting on, or otherwise signifying approval or disapproval of any transaction or proposed transaction of the limited partnership including —

- (a) the dissolution and winding up of the limited partnership;
- (b) the purchase, sale, exchange, lease, pledge, mortgage, hypothecation, creation of a security interest, or other dealing in any asset by or of the limited partnership;
- (c) the creation, renewal, refinancing or discharge of an obligation by the limited partnership;
- (d) a change in the nature of the activities of the limited partnership;
- (e) the admission, removal or withdrawal of a general partner or a limited partner and the continuation of the limited partnership thereafter;
- (f) transactions in which one or more of the general partners have an actual or potential conflict of interest with one or more of the limited partners;
- (g) any amendment to the partnership agreement;
- (h) the indemnification of any partner or other person;
- (i) the making of, or calling for, or making of other determinations in connection with, contributions;
- (j) the making of investments or the making of other determinations in connection with or concerning investments, including investments in any property, either directly or indirectly by the limited partnership;
- (k) such other matters as are stated in the partnership agreement.

11. Commencing or instructing any person to commence or continue or defend any legal proceedings on behalf of the limited partnership, if any one or more of the general partners with the authority to do so have, without good cause, refused or failed to commence, continue or defend any such proceedings.

FIRST SCHEDULE — *continued*

12. Winding up the limited partnership pursuant to any rights the limited partner may have under section 39 of the Partnership Act (Cap. 391).

13. Having all or any part of his name included in the name of the limited partnership.

[Delaware LP, §. 17; Jersey LP Law, Art. 19]

SECOND SCHEDULE

Section 11(3)

ADDITIONAL PARTICULARS

*Description of person**The additional particulars*

- | | |
|--|--|
| 1. Where the person carries on business as nominee or trustee of or for another person | The name, nationality and usual place of residence of every person on whose behalf the business is carried on and, if such person is a corporation, the name of the corporation, its registered office and the general nature of its business. Where the beneficiaries are a class of children or other persons, a description of the class. |
| 2. Where the person carries on business as agent for any foreign firm for the general purposes of the business of that foreign firm in Singapore | The business name and address of the foreign firm for whom the business is carried on and the general nature of that business except, where the business is carried on as agent for 3 or more foreign firms, it shall be sufficient to state the fact that the business is so carried on, specifying the firms and the countries in which those firms carry on business. |

LEGISLATIVE SOURCE KEY
LIMITED PARTNERSHIPS ACT
(CHAPTER 163B)

Notes:—Unless otherwise stated, the abbreviations used in the references to other Acts and statutory provisions are references to the following Acts and statutory provisions. The references are provided for convenience and are not part of the Act:

| | | |
|---------------|---|--|
| Delaware LP | : | Delaware Limited Partnerships (Delaware Code, Title 6, Chapter 17) |
| Jersey LP Law | : | Limited Partnerships (Jersey) Law 1994 (Chapter 13.500, Revised Edition) |
| UK LPA | : | UK Limited Partnerships Act 1907 (Chapter 24) |
| BR Act | : | Singapore Business Registration Act (Chapter 32, 2004 Revised Edition) |
| BRR | : | Singapore Business Registration Regulations (Chapter 32, Rg 1, 2006 Revised Edition) |
| HPA | : | Singapore Health Products Act 2007 (Act 15 of 2007) |
| LLPA | : | Singapore Limited Liability Partnerships Act (Chapter 163A, 2006 Revised Edition) |
| PA | : | Singapore Partnership Act (Chapter 391, 1994 Revised Edition) |

LEGISLATIVE HISTORY
LIMITED PARTNERSHIPS ACT
(CHAPTER 163B)

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

1. Act 37 of 2008 — Limited Partnerships Act 2008

Date of First Reading : 21 October 2008
(Bill No. 35/2008 published on
21 October 2008)

Date of Second and Third Readings : 18 November 2008

Date of commencement : 4 May 2009

2. 2010 Revised Edition — Limited Partnerships Act

Date of operation : 1 January 2010

3. Act 25 of 2012 — Statutes (Miscellaneous Amendments) (No. 2) Act 2012

Date of First Reading : 10 September 2012 (Bill No.
23/2012 published on
10 September 2012)

Date of Second and Third Readings : 15 October 2012

Date of commencement : 28 March 2013

**4. Act 18 of 2014 — Accounting and Corporate Regulatory Authority
(Amendment) Act 2014**

Date of First Reading : 14 February 2014 (Bill No.
8/2014 published on
17 February 2014)

Date of Second and Third Readings : 14 April 2014

Date of commencement : 15 May 2015

5. Act 35 of 2014 — Statutes (Miscellaneous Amendments) (No. 2) Act 2014

Date of First Reading : 8 September 2014 (Bill No.
24/2014 published on
8 September 2014)

Date of Second and Third Readings : 7 October 2014

Date of commencement : 1 July 2015

6. Act 35 of 2014 — Statutes (Miscellaneous Amendments) (No. 2) Act 2014

Date of First Reading : 8 September 2014
(Bill No. 24/2014)

Date of Second and Third Readings : 7 October 2014

Date of commencement : 3 January 2016

7. Act 29 of 2014 — Business Names Registration Act 2014

(Consequential amendments made to Act by)

Date of First Reading : 8 September 2014
(Bill No. 26/2014)

Date of Second and Third Readings : 8 October 2014

Date of commencement : 3 January 2016