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LIMITED PARTNERSHIPS ACT 2008 (ACT 37 OF 2008)

LIMITED PARTNERSHIPS REGULATIONS 2009

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In exercise of the powers conferred by sections 17(11), 41 and 42(7) of the Limited Partnerships Act 2008, the Minister for Finance hereby makes the following Regulations:

Citation and commencement

1. These Regulations may be cited as the Limited Partnerships Regulations 2009 and shall come into operation on 4th May 2009.

Definition

2. In these Regulations, “electronic transaction form” means a form provided in the electronic filing system of the Registry of Limited Partnerships for the purpose of filing documents electronically with the Registry.

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.

Prescribed person

4.—(1) The following persons shall be prescribed persons for the purposes of section 23 of the Act:

- (a) an advocate and solicitor;
- (b) an accountant registered with the Institute of Certified Public Accountants of Singapore;
- (c) a member of the Association of International Accountants (Singapore Branch);
- (d) a member of the Institute of Company Accountants, Singapore;
- (e) a member of the Singapore Association of the Institute of Chartered Secretaries and Administrators;
- (f) a corporate secretarial agent;
- (g) an employee of a service bureau who is approved by the Minister as a prescribed person;
- (h) an employee of the firm or corporation in which a prescribed person referred to in sub-paragraph (a), (b), (c), (d), (e) or (f) is a partner or is employed, if —
 - (i) the employee is authorised by the prescribed person to act on that prescribed person’s behalf; and
 - (ii) the employee is, in the opinion of the prescribed person, someone who has the requisite knowledge and experience;

(i) any other person who, in the opinion of the Minister, is a fit and proper person to be a prescribed person.

(2) In this regulation —

“corporate secretarial agent” means a person who —

(a) is carrying on the business of corporate secretarial services for one or more companies; and

(b) has been a secretary of a company for at least 3 years in aggregate out of a continuous period of 5 years immediately preceding the time when he purports to act as a prescribed person;

“service bureau” means a service bureau which the Registrar has authorised to be established for the purpose of assisting in the lodgment of documents using the electronic filing system of the Registry.

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.

Forms

6.—(1) The Registrar may issue such forms in such medium as he thinks fit for the purposes of the Act.

(2) Unless otherwise required, all particulars to be inserted in a form, electronic or otherwise, shall be in the English language.

(3) In the case of forms which are not electronic, the particulars required to be stated may be typewritten or written by hand in ink in block letters.

(4) A form referred to in paragraph (3) shall be completed neatly and legibly in accordance with such directions as may be specified in that form.

(5) The prescribed form for use for the purposes of section 12(3) of the Act shall be that set out in the electronic filing system of the Registry at <http://www.bizfile.gov.sg>.

(6) An electronic transaction form shall be completed in accordance with such directions as may be specified in that form or by the Registrar.

(7) Where strict compliance of an electronic transaction form in accordance with paragraph (6) is not practicable, the Registrar may allow the form to be filed in such manner or form as the Registrar thinks fit so long as substantial compliance is achieved.

(8) The Registrar may make any modification or amendment as he thinks necessary to any electronic transaction form for the purpose of facilitating the electronic filing of documents.

(9) The Registrar may, from time to time, issue such other electronic transaction form as he thinks fit for the purposes of the Act.

(10) The Registrar may refuse to accept any form that is not in compliance with these Regulations.

General requirements for documents lodged with Registrar

7.—(1) Any document to be lodged with the Registrar under the Act or these Regulations, other than a form to which regulation 6 applies, shall comply with these Regulations and with such directions as may be specified by the Registrar.

(2) Any writing in a document under paragraph (1) shall be neat and legible.

(3) Where a document under paragraph (1) is not in the English language, a certified translation of the document in the English language shall be lodged together with the document.

(4) The Registrar may, before accepting a translation for lodgment, require the person lodging the translation to furnish 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.

(5) The Registrar may refuse to accept any document that is not in compliance with these Regulations or with any direction of the Registrar under paragraph (1).

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

Identification documents

8. The Registrar may require the production of the identity card or the passport or such other identification documents which are acceptable for the verification of the identity of any person to be registered under the Act.

Name of limited partnership

9.—(1) In determining whether a name is identical to another for the purposes of section 17(1)(b) and (c) of the Act —

(a) the following shall be disregarded:

- (i) “The”, where it is the first word of the name;
- (ii) “Private”, “Pte”, “Sendirian”, “Sdn”, “Limited”, “Ltd”, “Berhad”, “Bhd”, “Limited Liability Partnership”, “LLP”, “Limited Partnership” and “LP”;
- (iii) the following words or expressions where they appear at the end of the name, except where the corporation concerned is a general partner of the limited partnership:
 - “company”, “and company”, “corporation”, “Incorporated”, “Asia”, “Asia Pacific”, “International”, “Singapore”, “South Asia”, “South East Asia” and “Worldwide”;
- (iv) any word or expression which, in the opinion of the Registrar, is intended to represent any word or expression in sub-paragraph (iii), except where the corporation concerned is a general partner of the limited partnership;
- (v) the plural version of the name;

(vi) the type and case of letters, accents, spacing between letters, brackets, parentheses and punctuation marks; and

(b) the symbol “&” shall have the same meaning as the word “and”.

(2) The Registrar may, with a view to resolving any dispute over the use of a name, refer any persons referred to in section 17(1) to (4) of the Act to mediation before giving any direction under section 17 of the Act.

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 full name, identification (if any), nationality and the usual place of residence of every limited partner of the limited partnership; and
- (b) where any limited partner of the limited partnership is a corporation, the corporate name, place of incorporation or registration, registration number and registered office of the corporation to which all notices and communications may be addressed.

(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

14.—(1) The fees specified in the Schedule shall be payable to the Registrar.

(2) The prescribed fee payable to the Registrar in respect of the lodgment of a form or document with the Registrar shall be paid at the time the form or document is lodged, unless otherwise directed by the Registrar.

(3) Where any person fails to comply with the time limit specified in the Act for the lodgment of a form or document, the Registrar may impose the late penalty fee specified in the Schedule in addition to the prescribed fee.

(4) Where an application for the renewal of registration is lodged after the date of expiry of the registration, the Registrar may impose the late renewal fee specified in the Schedule.

(5) The Registrar may for any good reason waive, in whole or in part, any of the fees specified in the Schedule.

(6) Where an electronic transaction form requires endorsements by more than one person, such endorsements shall be made within 3 calendar days from the point of the electronic transaction or such longer period as the Registrar may allow.

(7) Payment of fees shall be made in such manner as the Registrar may direct.

(8) Where any certificate is surrendered or is cancelled under the provisions of the Act or any application or appeal is withdrawn, then, the fee paid in respect of such certificate, application or appeal shall not be refunded.

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 Registration Act (Cap. 32) pursuant to section 42(3)(a) of the Act, his registration under the Business Registration Act —

- (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(4) of the Business Registration Act.
- (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 Registration Act would have expired if it had not ceased pursuant to section 42(4)(a) of the Act.

THE SCHEDULE

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FEES

<i>First column</i>	<i>Second column</i>
1. For registration under section 12 of the Act	\$50
2. For renewal of registration under section 12(4) of the Act	\$20 per annum
3. For lodging change of particulars under section 18(1) of the Act	\$10
4. For application of extension to time to lodge change of particulars under section 18(1) of the Act	Up to \$150
5. For lodging change of particulars together with a statement of cessation furnished by a withdrawing partner or local manager under section 18(2) of the Act	\$10
6. For lodging —	

 THE SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
(a) a notice of cessation of limited partnership carrying on business under section 19(1) of the Act	No charge
(b) a notice of dissolution of limited partnership under section 19(2) of the Act	\$10
7. For lodging an appeal to the Minister against the decision of the Registrar under section 12(7), 13(2), 14(4), 17(9) or 20 of the Act	\$50
8. For supplying electronic extracts of forms (excluding attachments) filed with the Registrar under the Act	\$10 per form
9. For supplying electronic extracts of forms (including the attachments) filed with the Registrar under the Act	\$25 per form
10. For application for certification of documents under section 22(1) of the Act	\$2 per page or part thereof
11. For application for reservation of name of limited partnership or change of name of limited partnership under section 17(2) of the Act	\$15 upon approval of each name
12. For application to the Registrar to direct a change of name of limited partnership under section 17(5) of the Act	\$30
13. For appeal to the Registrar against refusal to register the name of limited partnership, or change of name of limited partnership	\$15 per appeal
14. For supplying a hard copy of a certificate of confirmation of registration issued under section 12(3) of the Act	\$50
15. For lodging a notice of error in lodged document under section 21(4) of the Act	\$30
16. For late lodgment of document	Up to \$350
17. For late renewal of registration —	

THE SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
(a) where application for renewal of registration is lodged within one month from the date of expiry of the registration	\$10
(b) where application for renewal of registration is lodged after one month from the date of expiry of the registration	\$25
18. For lodging, registering, depositing or filing any other information or document with the Registrar	\$10.

Made this 29th day of April 2009.

TEO MING KIAN
*Permanent Secretary,
Ministry of Finance,
Singapore.*