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LIMITED LIABILITY PARTNERSHIPS ACT (CHAPTER 163A)

LIMITED LIABILITY PARTNERSHIPS (REGISTER OF CONTROLLERS) REGULATIONS 2017

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In exercise of the powers conferred by section 56 of the Limited Liability Partnerships Act, the Minister for Finance makes the following Regulations:

PART 1
PRELIMINARY

[S 627/2020 wef 30/07/2020]

Citation and commencement

1. These Regulations are the Limited Liability Partnerships (Register of Controllers) Regulations 2017 and come into operation on 31 March 2017.

Definition

2. In these Regulations, unless the context otherwise requires, “identity card” has the meaning given to it in section 2(1) of the National Registration Act (Cap. 201).

PART 2
REGISTER OF CONTROLLERS

[S 627/2020 wef 30/07/2020]

Prescribed particulars, form and place under section 32F(4) of Act

3.—(1) For the purposes of section 32F(4)(a) and (b) of the Act, the prescribed particulars of a limited liability partnership’s registrable individual controllers are —

- (a) full name;
- (b) aliases, if any;
- (c) residential address;
- (d) nationality;
- (e) identity card number or passport number;
- (f) date of birth;

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- (g) date on which the registrable individual controller became an individual controller of the limited liability partnership; and
 - (h) date on which the registrable individual controller ceased to be an individual controller of the limited liability partnership, if applicable.

(2) For the purposes of section 32F(4)(a) and (b) of the Act, the prescribed particulars of a limited liability partnership's registrable corporate controllers are —

- (a) name;
- (b) unique entity number issued by the Registrar, if any;
- (c) address of registered office;
- (d) legal form of the registrable corporate controller;
- (e) jurisdiction where, and statute under which, the registrable corporate controller is formed or incorporated;
- (f) the name of the corporate entity register of the jurisdiction in which the registrable corporate controller is formed or incorporated, if applicable;
- (g) identification number or registration number of the registrable corporate controller on the corporate entity register of the jurisdiction where the registrable corporate controller is formed or incorporated, if applicable;
- (h) date on which the registrable corporate controller became a corporate controller of the limited liability partnership;
- (i) date on which the registrable corporate controller ceased to be a corporate controller of the limited liability partnership, if applicable.

(3) For the purposes of section 32F(4)(c) of the Act, the prescribed form of the register of controllers is set out in the First Schedule.

(4) For the purposes of section 32F(4)(c) of the Act, any of the following places is a prescribed place:

- (a) the registered office of the limited liability partnership;

- (b) the registered office of any registered filing agent appointed by the limited liability partnership for the purpose of keeping the register of controllers.

Prescribed times or periods for purposes of Part VIA of Act

4. For the purposes of the provisions of Part VIA of the Act set out in the first column of the Second Schedule, the prescribed times or periods are set out opposite in the second column of that Schedule.

Prescribed manner of confirmation under section 32F(7) of Act

5.—(1) For the purposes of section 32F(7) of the Act, the particulars of a controller to be entered in a limited liability partnership's register of controllers are treated as confirmed if —

- (a) in response to a notice of the limited liability partnership given under section 32G(2) of the Act, a person confirms, or a registered filing agent confirms on behalf of the person, that the person is a registrable controller and has provided those particulars; or
- (b) a person has notified the limited liability partnership under section 32J(1) of the Act that the person is a registrable controller and has provided those particulars.

(2) For the purposes of section 32F(7) of the Act, the particulars of a controller to be updated in a limited liability partnership's register of controllers are treated as confirmed if —

- (a) in response to a notice of the limited liability partnership given under section 32H(1) of the Act, the registrable controller confirms, or a registered filing agent confirms on behalf of the registrable controller, that a change in the registrable controller's particulars that are stated in the register of controllers has occurred and has provided those particulars as the particulars that have changed;
- (b) in response to a notice of the limited liability partnership given under section 32I(1) of the Act, the registrable controller confirms, or a registered filing agent confirms on behalf of the registrable controller, that the particulars that

are stated in the register of controllers are incorrect and has provided those particulars as the correct particulars; or

- (c) the registrable controller has notified the limited liability partnership under section 32K(1) of the Act that a change in the registrable controller's particulars that are stated in the register of controllers has occurred and has provided those particulars as the particulars that have changed.

Prescribed forms under section 32G(3) of Act

6.—(1) For the purposes of section 32G(3)(b) of the Act, the prescribed form of a notice mentioned in section 32G(2)(a) of the Act is set out in the Third Schedule.

(2) For the purposes of section 32G(3)(b) of the Act, the prescribed form of a notice mentioned in section 32G(2)(b) of the Act is set out in the Fourth Schedule.

Prescribed form under section 32G(3)(a) and (b) of Act as applied by section 32H(3) of Act

7. For the purposes of section 32G(3)(b) of the Act as applied by section 32H(3) of the Act, the prescribed form of a notice mentioned in section 32H(1) of the Act is set out in the Fifth Schedule.

Prescribed form under section 32G(3)(a) and (b) of Act as applied by section 32I(3) of Act

8. For the purposes of section 32G(3)(b) of the Act as applied by section 32I(3) of the Act, the prescribed form of a notice mentioned in section 32I(1) of the Act is set out in the Sixth Schedule.

PART 3

CENTRAL REGISTER OF CONTROLLERS

[S 627/2020 wef 30/07/2020]

Prescribed form and manner of lodgment

9. For the purposes of section 32M(3) of the Act, any lodgment made under section 32M(2)(b) of the Act must be made through the

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

[S 627/2020 wef 30/07/2020]

Prescribed circumstances for disclosure, etc., of central register of controllers

10.—(1) For the purposes of section 32M(5) of the Act, the Registrar may disclose, or make available for inspection, the central register of controllers of limited liability partnerships kept by the Registrar to a public agency whose functions include administering or enforcing any written law, where —

- (a) the public agency has requested —
 - (i) information in the central register of controllers of limited liability partnerships; or
 - (ii) to inspect the central register of controllers of limited liability partnerships; and
- (b) the Registrar is satisfied that the information or inspection so requested is for the purpose of enabling the public agency to administer or enforce the written law.

(2) In this regulation, “public agency” has the meaning given by section 32L(6) of the Act.

[S 627/2020 wef 30/07/2020]

FIRST SCHEDULE

Regulation 3(3)

FORM OF REGISTER OF CONTROLLERS

ENTRY

[Complete one entry in the register for each controller]

Date of entry:	Name of controller:	Part 1*
		1. Full name of the registrable individual controller:
		2. Aliases, if any of the registrable individual controller:

FIRST SCHEDULE — *continued*

		<p>3. Residential address of the registrable individual controller: </p> <p>4. Nationality of the registrable individual controller:</p> <p>5. Identity card number or passport number of the registrable individual controller:</p> <p>6. Date of birth of the registrable individual controller:</p> <p>7. Date on which the registrable individual controller became an individual controller of [name of limited liability partnership]:</p> <p>8. Date on which the registrable individual controller ceased to be an individual controller of [name of limited liability partnership]:</p>
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FIRST SCHEDULE — *continued*

		<p style="text-align: center;">Part 2**</p> <ol style="list-style-type: none"> 1. Name of the registrable corporate controller: 2. Unique entity number of the registrable corporate controller issued by the Registrar, if any: 3. Address of registered office of the registrable corporate controller: 4. Legal form of the registrable corporate controller: 5. Jurisdiction where, and statute under which, the registrable corporate controller is formed or incorporated: 6. The name of the corporate entity register of the jurisdiction in which the registrable corporate controller is formed or incorporated, if applicable: 7. Identification number or registration number on the corporate entity register of the jurisdiction where the registrable corporate controller is formed or incorporated, if applicable: 8. Date on which the registrable corporate controller became a corporate controller of [name of limited liability partnership]: 9. Date on which the registrable corporate controller ceased to be a corporate controller of [name of limited liability partnership]:
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* Where the controller is a registrable individual controller, complete Part 1.

** Where the controller is a registrable corporate controller, complete Part 2.

SECOND SCHEDULE

Regulation 4

<i>First column</i>	<i>Second column</i>
<i>Provision of Act (description)</i>	<i>Prescribed time or period</i>
1. Section 32F(5) and (6)(a) (prescribed time to enter particulars in register and update register)	2 business days after each date on which the particulars of any controller are confirmed by the controller
2. Section 32F(5) and (6)(b) (prescribed time to enter or update particulars with a note indicating that the particulars have not been confirmed by the controller, if the limited liability partnership does not receive the controller's confirmation)	2 business days after the end of 30 days after the date on which a notice mentioned in section 32G(2), 32H(1) or 32I(1) (as the case may be) of the Act is sent by the limited liability partnership
3. Section 32G(3)(a) (prescribed time for compliance with a notice mentioned in section 32G(2))	30 days after the date on which the notice mentioned in section 32G(2) of the Act is sent by the limited liability partnership
4. Section 32G(3)(c) (prescribed period within which a notice mentioned in section 32G(2) must be given)	2 business days after the date on which the limited liability partnership first knows the existence of, or first has reasonable grounds to believe that there exists, a person to whom a notice must be given under section 32G(2) of the Act
5. Section 32H(2) (prescribed period within which a notice mentioned in section 32H(1) must be given)	2 business days after the date on which the limited liability partnership first knows of a relevant change in the particulars of a registrable controller that are stated in the limited liability partnership's register of controllers, or first has reasonable grounds to believe that such a change has occurred
6. Section 32G(3)(a) as applied by section 32H(3) (prescribed time for compliance with a notice mentioned in section 32H(1))	30 days after the date on which the notice mentioned in section 32H(1) of the Act is sent by the limited liability partnership

SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of Act (description)</i>	<i>Prescribed time or period</i>
7. Section 32I(2) (prescribed period within which notice mentioned in section 32I(1) must be given)	2 business days after the date on which the limited liability partnership first knows or first has reasonable grounds to believe that any of the particulars of a registrable controller that are stated in the limited liability partnership's register of controllers is incorrect
8. Section 32G(3)(a) as applied by section 32I(3) (prescribed time for compliance with a notice mentioned in section 32I(1))	30 days after the date on which the notice mentioned in section 32I(1) of the Act is sent by the limited liability partnership
9. Section 32J(2) (prescribed time for compliance with the requirements of section 32J(1))	30 days after the date on which the person first knew or ought reasonably to have known that that person was a registrable controller
10. Section 32K(2) (prescribed time for compliance with the requirements of section 32K(1))	30 days after the date on which the person first knew or ought reasonably to have known that a relevant change has occurred in the prescribed particulars of that person
11. Section 32M(3) (prescribed time within which the particulars mentioned in section 32M(2)(b)(i) must be lodged with the Registrar)	Where the limited liability partnership — <ul style="list-style-type: none"> (a) keeps a register of its registrable controllers under section 32F of the Act as at 30 July 2020 — 30 days after 30 July 2020; or (b) keeps a register of its registrable controllers under section 32F of the Act only after 30 July 2020 in which the particulars of its registrable controllers are entered — 2 business days after the date on which the limited liability partnership enters the particulars of its registrable controllers in the register

 SECOND SCHEDULE — *continued*

<i>First column</i>	<i>Second column</i>
<i>Provision of Act (description)</i>	<i>Prescribed time or period</i>
12. Section 32M(3) (prescribed time within which the updates mentioned in section 32M(2)(b)(ii) must be lodged with the Registrar)	Where the limited liability partnership enters or updates the particulars of any registrable controller in its register under section 32F(6) of the Act — 2 business days after the date on which the limited liability partnership enters or updates the particulars of the registrable controller

[S 627/2020 wef 30/07/2020]

THIRD SCHEDULE

Regulation 6(1)

FORM OF NOTICE MENTIONED IN SECTION 32G(2)(a) OF ACT

Date of notice: [Date that the notice is sent]

Dear [Addressee],

We know or have reasonable grounds to believe that you are a registrable controller of [name of limited liability partnership].

This notice is sent under section 32G(2)(a) of the Limited Liability Partnerships Act (Cap. 163A) and requires you to provide the following information within 30 days after the date of this notice. Please send your reply to [address of limited liability partnership]. Failure to provide the information required by this notice may be an offence.

1. Are you a registrable controller of [name of limited liability partnership]?

Your reply: Yes / No*

* Delete as appropriate. If your reply is yes and you are an individual, please provide the particulars in sub-paragraph (a). If your reply is yes and you are a legal entity, please provide the particulars in sub-paragraph (b).

(a) If your reply is yes and you are an individual, please provide the following particulars:

(i) your full name:

(ii) your aliases, if any:

(iii) your residential address:

(iv) your nationality:

..

(v) your identity card number or passport number:

(vi) your date of birth:

(vii) the date on which you became an individual controller of [name of limited liability partnership]:

(b) If your reply is yes and you are a legal entity, please provide the following particulars:

(i) your name:

...

(ii) your unique entity number issued by the Registrar, if any:

...

 THIRD SCHEDULE — *continued*

- (iii) the address of your registered office:
- (iv) your legal form:
- (v) the jurisdiction where, and statute under which, you are formed or incorporated:
- (vi) the name of the corporate entity register of the jurisdiction in which you are formed or incorporated, if applicable:
- (vii) the identification number or registration number on the corporate entity register of the jurisdiction where you are formed or incorporated, if applicable:
.....
- (viii) the date on which you became a corporate controller of [name of limited liability partnership]:

2. Do you know or have reasonable grounds to believe that any other person is a registrable controller of [name of limited liability partnership] or is likely to have that knowledge?

Your reply: Yes / No*

* Delete as appropriate. If your reply is yes and the person is an individual, please provide the particulars in sub-paragraph (a). If your reply is yes and the person is a legal entity, please provide the particulars in sub-paragraph (b).

- (a) If your reply is yes and the person is an individual, please provide the following particulars to the best of your knowledge:
 - (i) the person's full name:
 - (ii) the person's aliases, if any:
..
 - (iii) the person's residential address:
 - (iv) the person's nationality:
..
 - (v) the person's identity card number or passport number:
..
 - (vi) the person's date of birth:
 - (vii) the date on which the person became an individual controller of [name of limited liability partnership]:

THIRD SCHEDULE — *continued*

- (b) If your reply is yes and the person is a legal entity, please provide the following particulars to the best of your knowledge:
 - (i) the person’s name:
 - (ii) the person’s unique entity number issued by the Registrar, if any:
.....
 - (iii) the address of the person’s registered office:
 - (iv) the person’s legal form:
 - (v) the jurisdiction where, and the statute under which, the person is formed or incorporated:
 - (vi) the name of the corporate entity register of the jurisdiction in which the person is formed or incorporated, if applicable:
.....
 - (vii) the identification number or registration number on the corporate entity register of the jurisdiction where the person is formed or incorporated, if applicable:
.....
 - (viii) the date on which the person became a corporate controller of [name of limited liability partnership]:
..

In this notice —

“controller”, “corporate controller”, “individual controller” and “legal entity” have the meanings given to them in section 32B of the Limited Liability Partnerships Act;

“identity card” has the meaning given to it in section 2(1) of the National Registration Act (Cap. 201);

“registrable” has the meaning given to it in section 32C of the Limited Liability Partnerships Act.

Yours sincerely,

[Name of partner or manager of the limited liability partnership]

Partner / Manager*

* Delete as appropriate

[Name of limited liability partnership]

FOURTH SCHEDULE

Regulation 6(2)

FORM OF NOTICE MENTIONED IN SECTION 32G(2)(b) OF ACT

Date of notice: [Date that the notice is sent]

Dear [Addressee],

We know or have reasonable grounds to believe that you know or have reasonable grounds to know the identity of a person who is a registrable controller of [name of limited liability partnership] or is likely to have that knowledge.

This notice is sent under section 32G(2)(b) of the Limited Liability Partnerships Act (Cap. 163A) and requires you to provide the following information within 30 days after the date of this notice. Please send your reply to [address of limited liability partnership]. Failure to provide the information required by this notice may be an offence.

If you are a registrable controller of [name of limited liability partnership], please notify [name of limited liability partnership] that you are a registrable controller and provide your particulars to [name of limited liability partnership], as required under section 32J of the Limited Liability Partnerships Act.

1. Do you know or have reasonable grounds to believe that any other person is a registrable controller of [name of limited liability partnership] or is likely to have that knowledge?

Your reply: Yes / No*

* Delete as appropriate. If your reply is yes and the person is an individual, please provide the particulars in sub-paragraph (a). If your reply is yes and the person is a legal entity, please provide the particulars in sub-paragraph (b).

(a) If your reply is yes and the person is an individual, please provide the following particulars to the best of your knowledge:

(i) the person's full name:

(ii) the person's aliases, if any:

..

(iii) the person's residential address:

(iv) the person's nationality:

..

(v) the person's identity card number or passport number:

..

FOURTH SCHEDULE — *continued*

- (vi) the person's date of birth:
- (vii) the date on which the person became an individual controller of [name of limited liability partnership]:
- (b) If your reply is yes and the person is a legal entity, please provide the following particulars to the best of your knowledge:
- (i) the person's name:
- (ii) the person's unique entity number issued by the Registrar, if any:
.....
- (iii) the address of the person's registered office:
- (iv) the person's legal form:
- (v) the jurisdiction where, and the statute under which, the person is formed or incorporated:
- (vi) the name of the corporate entity register of the jurisdiction in which the person is formed or incorporated, if applicable:
.....
- (vii) the identification number or registration number on the corporate entity register of the jurisdiction where the person is formed or incorporated, if applicable:
.....
- (viii) the date on which the person became a corporate controller of [name of limited liability partnership]:
- ..

In this notice —

“controller”, “corporate controller”, “individual controller” and “legal entity” have the meanings given to them in section 32B of the Limited Liability Partnerships Act;

“identity card” has the meaning given to it in section 2(1) of the National Registration Act (Cap. 201);

“registrable” has the meaning given to it in section 32C of the Limited Liability Partnerships Act.

Yours sincerely,

[Name of partner or manager of the limited liability partnership]

Partner / Manager*

FOURTH SCHEDULE — *continued*

* Delete as appropriate

[Name of limited liability partnership]

FIFTH SCHEDULE

Regulation 7

FORM OF NOTICE MENTIONED IN SECTION 32H(1) OF ACT

Date of notice: [Date that the notice is sent]

Dear [Addressee],

We know or have reasonable grounds to believe that a change has occurred in your particulars that are stated in the register of controllers of [name of limited liability partnership].

This notice is sent under section 32H(1) of the Limited Liability Partnerships Act (Cap. 163A) and requires you to provide the following information within 30 days after the date of this notice. Please send your reply to [address of limited liability partnership]. Failure to provide the information required by this notice may be an offence.

1. Are you still a registrable controller of [name of limited liability partnership]?

Your reply: Yes / No*

* Delete as appropriate. If your reply is no, please state the date on which you ceased to be a registrable controller of [name of limited liability partnership]:
.....
.....

2. Your particulars that are stated in the register of controllers of [name of limited liability partnership] are set out below. Has a relevant change in your particulars set out below occurred?

[Set out particulars of addressee that are stated in the register of controllers]

Your reply: Yes / No*

* Delete as appropriate. If your reply is yes, please provide the following information:

(a) the date of the change:

(b) the particulars of the change:

In this notice, “register of controllers” has the meaning given to it in section 32B of the Limited Liability Partnerships Act.

Yours sincerely,

[Name of partner or manager of the limited liability partnership]

Partner / Manager*

* Delete as appropriate

FIFTH SCHEDULE — *continued*

[Name of limited liability partnership]

SIXTH SCHEDULE

Regulation 8

FORM OF NOTICE MENTIONED IN SECTION 32I(1) OF ACT

Date of notice: [Date that the notice is sent]

Dear [Addressee],

We know or have reasonable grounds to believe that your particulars that are stated in the register of controllers of [name of limited liability partnership] are incorrect.

This notice is sent under section 32I(1) of the Limited Liability Partnerships Act (Cap. 163A) and requires you to provide the following information within 30 days after the date of this notice. Please send your reply to [address of limited liability partnership]. Failure to provide the information required by this notice may be an offence.

1. Your particulars that are stated in the register of controllers of [name of limited liability partnership] are set out below. Are your particulars set out below correct?

[Set out particulars of addressee that are stated in the register of controllers]

Your reply: Yes / No*

* Delete as appropriate. If your reply is no, please provide the correct particulars:

In this notice, “register of controllers” has the meaning given to it in section 32B of the Limited Liability Partnerships Act.

Yours sincerely,

[Name of partner or manager of the limited liability partnership]

Partner / Manager*

* Delete as appropriate

[Name of limited liability partnership]

Made on 30 March 2017.

LIM SOO HOON
Permanent Secretary
(Finance) (Performance),
Ministry of Finance,
Singapore.

[F14.1.45; AG/LEGIS/SL/163A/2015/7 Vol. 1]