



REPUBLIC OF SINGAPORE

# GOVERNMENT GAZETTE

## ACTS SUPPLEMENT

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The following Act was passed by Parliament on 10 March 2017 and assented to by the President on 29 March 2017:—

### REPUBLIC OF SINGAPORE

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**No. 16 of 2017.**

I assent.

TONY TAN KENG YAM,  
*President.*  
29 March 2017.



An Act to amend the Limited Liability Partnerships Act  
(Chapter 163A of the 2006 Revised Edition).

Be it enacted by the President with the advice and consent of the  
Parliament of Singapore, as follows:

**Short title and commencement**

1. This Act is the Limited Liability Partnerships (Amendment) Act 2017 and comes into operation on a date that the Minister appoints by notification in the *Gazette*.

**Amendment of section 2**

2. Section 2(1) of the Limited Liability Partnerships Act (called in this Act the principal Act) is amended by deleting the full-stop at the end of the definition of “residential address” and substituting a semi-colon, and by inserting immediately thereafter the following definition:

“ “solicitor” means an advocate and solicitor of the Supreme Court.”.

**Amendment of section 5**

3. Section 5 of the principal Act is amended —

- (a) by inserting the word “and” at the end of subsection (1)(b);
- (b) by deleting paragraph (c) of subsection (1);
- (c) by deleting subsection (2); and
- (d) by deleting the words “and execution of documents” in the section heading.

**New sections 5A to 5D**

4. The principal Act is amended by inserting, immediately after section 5, the following sections:

**“Common seal**

**5A.**—(1) A limited liability partnership may have a common seal but need not have one.

(2) Sections 5B and 5C apply whether a limited liability partnership has a common seal or not.

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**Execution of deeds by limited liability partnership**

**5B.**—(1) A limited liability partnership may execute a document described or expressed as a deed without affixing a common seal onto the document by signature —

- (a) on behalf of the limited liability partnership by at least 2 partners of the limited liability partnership; or
- (b) on behalf of the limited liability partnership by a partner of the limited liability partnership in the presence of a witness who attests the signature.

(2) A document mentioned in subsection (1) that is signed on behalf of the limited liability partnership in accordance with that subsection has the same effect as if the document were executed under the common seal of the limited liability partnership.

(3) Where a document is to be signed by a person on behalf of more than one limited liability partnership, the document is not considered to be signed by that person for the purposes of subsection (1) or (2) unless the person signs the document separately in each capacity.

(4) This section applies in the case of a document mentioned in subsection (1) that is executed by the limited liability partnership in the name or on behalf of another person, whether or not that person is also a limited liability partnership.

**Alternative to sealing**

**5C.** Where any written law or rule of law requires any document to be under or executed under the common seal of a limited liability partnership, or provides for certain consequences if it is not, a document satisfies that written law or rule of law if the document is signed in the manner set out in section 5B(1)(a) or (b) and (3).

**Application of provisions of Companies Act**

**5D.**—(1) Subject to section 5C, section 41(1) to (8) of the Companies Act (Cap. 50) applies to a limited liability partnership as it applies to a corporation within the meaning of that Act.

(2) Section 144(1)(a) of the Companies Act applies to a limited liability partnership as it applies to a company under that Act.”.

### **Amendment of section 24**

5. Section 24 of the principal Act is amended —

(a) by inserting, immediately after subsection (1), the following subsection:

“(1A) The declaration mentioned in subsection (1) must also contain such particulars of, or information concerning, the limited liability partnership as may be prescribed.”; and

(b) by deleting the words “of solvency or insolvency” in the section heading.

### **New Part VIA**

6. The principal Act is amended by inserting, immediately after section 32, the following Part:

#### **“PART VIA**

#### **REGISTER OF CONTROLLERS**

#### **Application of this Part**

**32A.**—(1) This Part applies to all limited liability partnerships other than a limited liability partnership that is set out in the Sixth Schedule.

(2) The obligation to comply with this Part extends to all natural persons, whether resident in Singapore or not and whether citizens of Singapore or not, and to all entities, whether formed, constituted or carrying on business in Singapore or not.

(3) This Part extends to acts done or omitted to be done outside Singapore.

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**Interpretation of this Part**

**32B.** In this Part, unless the context otherwise requires —

“approved exchange” means an approved exchange as defined in section 2(1) of the Securities and Futures Act (Cap. 289);

“controller” means an individual controller or a corporate controller;

“corporate controller”, in relation to a limited liability partnership, means a legal entity which has a significant interest in, or significant control over, the limited liability partnership;

“individual controller”, in relation to a limited liability partnership, means an individual who has a significant interest in, or significant control over, the limited liability partnership;

“legal entity” means any body corporate formed or incorporated or existing in Singapore or outside Singapore and includes a foreign company;

“register of controllers” or “register”, in relation to a limited liability partnership to which this Part applies, means the register that the limited liability partnership is required to keep of its registrable controllers under section 32F(1), (2) or (3);

“registered filing agent” means a filing agent registered under section 28F of the Accounting and Corporate Regulatory Authority Act (Cap. 2A);

“significant control”, in relation to a limited liability partnership, has the meaning given to it in the Seventh Schedule;

“significant interest”, in relation to a limited liability partnership, has the meaning given to it in the Seventh Schedule.