

Limited Liability Partnerships Regulations 2005

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No. S 244

**LIMITED LIABILITY PARTNERSHIPS ACT 2005
(ACT 5 OF 2005)**

LIMITED LIABILITY PARTNERSHIPS REGULATIONS 2005

In exercise of the powers conferred by section 56 of the Limited Liability Partnerships Act 2005, the Minister for Finance hereby makes the following Regulations:

PART I

PRELIMINARY

Citation and commencement

1. These Regulations may be cited as the Limited Liability Partnerships Regulations 2005 and shall come into operation on 11th April 2005.

Definitions

2. In these Regulations, unless the context otherwise requires —

“electronic filing system” means the electronic filing system provided by the Registry of Limited Liability Partnerships for the purposes of lodging documents with the Registrar under the Act;

“form” means an electronic form provided on the electronic filing system;

“lodge” means to lodge, file or submit a form or other document.

PART II

GENERAL MATTERS

Forms and other documents

3.—(1) The forms prescribed for the purposes of the Act shall be those provided on the electronic filing system at <http://www.bizfile.gov.sg>.

(2) The Registrar may issue such other forms or documents as he thinks fit for the purposes of the Act.

(3) The Registrar may make any modification or amendment necessary to any prescribed document for the purpose of facilitating the lodgment of that prescribed document.

(4) Where strict compliance with a prescribed document is not possible, the Registrar may allow that prescribed document to be complied with in such other manner as he thinks fit.

(5) Any form or other document to be lodged with the Registrar under the Act shall be lodged using the electronic filing system.

(6) Where lodgment of any document using the electronic filing system is not possible, the Registrar may allow that document to be lodged in such other manner as he

thinks fit.

Directions in forms and other documents

4.—(1) A form and any relevant accompanying document shall be completed and lodged in accordance with such directions as are specified in that form or by the Registrar.

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

(3) The Registrar may refuse to accept any form or its accompanying document that is not completed or lodged in accordance with this regulation.

Time for lodging documents

5. Where a document is required under the Act or these Regulations to be lodged with the Registrar but a period of time within which that document is to be lodged is not prescribed, that document shall be lodged —

- (a) within 30 days; or
- (b) in the case of a document required to be lodged by a foreign person, within such further period as the Registrar may in special circumstances allow,

after the occurrence of the event to which the document relates.

Prescribed person

6.—(1) For the purposes of the Act, a prescribed person is —

- (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) a member of such other professional association as may be approved by the

Minister and published by notification in the *Gazette*;

- (h) an employee of the firm, limited liability partnership or corporation in which a prescribed person referred to in sub-paragraph (a), (b), (c), (d), (e), (f) or (g) 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) an employee of a service bureau who is approved by the Minister as a prescribed person; or
- (j) 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 is carrying on the business of corporate secretarial services for one or more companies and who has been a secretary of a company for at least 3 years of the preceding 5 years;

“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.

Fees

7.—(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 document with the Registrar shall be paid at the time the 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 document, the Registrar may impose the late penalty fee specified in the Schedule in addition to the prescribed fee.

(4) The Registrar may for any good reason waive any of the fees specified in the Schedule.

(5) Where a document requires endorsements by more than one person, such endorsements shall be made within 3 calendar days from the point of the electronic transaction relating to the document and payment of the prescribed fee shall be made by