

# **Limited Partnerships Regulations**

## **Table of Contents**

**1 Citation**

**2 Definition**

**3 Register of limited partnerships**

**4 Prescribed person**

**5 Place of business**

**6 Forms**

**7 General requirements for documents lodged with Registrar**

**8 Identification documents**

**9 Name of limited partnership**

**10 Dissolution of limited partnership**

**11 Notices by deceased's personal representative**

**12 Access to information on limited partners of relevant limited partnerships**

**13 Appeal to Minister**

**14 Fees**

**15 Composition of offences**

**16 Deemed registration under section 42 of Act**

## **THE SCHEDULE**

## Legislative History

### LIMITED PARTNERSHIPS ACT (CHAPTER 163B, SECTIONS 1711, 41 AND 427)

### LIMITED PARTNERSHIPS REGULATIONS

Rg 1

G.N. No. S 195/2009

REVISED EDITION 2010

(31st March 2010)

[4th May 2009]

#### Citation

1. These Regulations may be cited as the Limited Partnerships Regulations.

#### 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:
  - (i) “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 subparagraph (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”.