

CHAPTER 312**LIMITED PARTNERSHIPS****ARRANGEMENT OF SECTIONS****SECTION**

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CHAPTER 312

LIMITED PARTNERSHIPS

An Act to establish limited partnerships.

1913-2.
1956-56.
1982-54.
1988-6.

[12th February, 1913] Commence-
ment.

1. This Act be cited as the *Limited Partnerships Act*.

Short title.

2. (1) For the purposes of this Act, the expression "business" includes every trade, occupation or profession;

Interpre-
tation.

"general partner" means any partner who is not a limited partner as defined by this Act; and

1988-6.

"Registrar" means the Registrar of Corporate Affairs and Intellectual Property and Deputy Registrar shall be construed accordingly.

(2) Persons who have entered into partnership with one another are for the purposes of this Act called collectively a "firm", and the name under which their business is carried on is called the "firm-name".

3. (1) Limited partnerships may be formed in the manner and subject to the conditions by this Act provided.

Definition
and con-
stitution of
limited
partnership.

(2) A limited partnership shall not consist, in the case of a partnership carrying on the business of banking, of more than 10 persons and, in the case of any other partnership, of more than 20 persons, and shall consist of 1 or more persons called general partners, who shall be liable for all debts and obligations of the firm, and 1 or more persons to be called limited partners, who shall at the time of entering into such partnership contribute thereto a sum or sums as capital or property valued at a stated amount and who shall not be liable for the debts or obligations of the firm beyond the amount so contributed.

(3) A limited partner shall not during the continuance of the partnership, either directly or indirectly, draw out or receive back any part of his contribution, and, if he does so draw out or receive back any such part, shall be liable for the debts and obligations of the firm up to the amount so drawn out or received back.

(4) A body corporate may be a limited partner.

Registration of limited partnership required.

4. Every limited partnership must be registered as such in accordance with this Act or in default thereof it shall be deemed to be a general partnership, and every limited partner shall be deemed to be a general partner.

Modifications of general law in case of limited partnerships.

5. (1) A limited partner shall not take part in the management of the partnership business and shall not have power to bind the firm: but a limited partner may by himself or his agent at any time inspect the books of the firm and examine into the state and prospects of the partnership business and may advise with the partners thereon.

(2) Where a limited partner takes part in the management of the partnership business, he shall be liable for all debts and obligations of the firm incurred while he so takes part in the management as though he were a general partner.

(3) A limited partnership shall not be dissolved by the death or bankruptcy of a limited partner and the fact that a limited partner becomes a person of unsound mind shall not be a ground for dissolution of the partnership by the Court unless that person's share cannot be otherwise ascertained and realised.

(4) In the event of the dissolution of a limited partnership, its affairs shall be wound up by the general partners, unless the Court otherwise orders.

Cap. 308.
1982-54.

(5) Applications to the Court to wind up a limited partnership shall be by petition under the *Companies Act* and the provisions of that Act relating to the winding up of companies by the High Court and of the rules made thereunder (including provisions as to fees) shall, subject to such modifications (if any) as the Judicial Advisory Council may by rules provide, apply to the winding-up by the Court of limited partnerships, with the substitution of general partners for directors.

(6) Subject to any agreement expressed or implied between the partners

- (a) any difference arising as to ordinary matters connected with the partnership business may be decided by a majority of the general partners;
- (b) a limited partner may, with the consent of the general partners, assign his share in the partnership and upon such an assignment the assignee shall become a limited partner with all the rights of the assignor;
- (c) the other partners shall not be entitled to dissolve the partnership by reason of any limited partner suffering his share to be charged for his separate debt;
- (d) a person may be introduced as a partner without the consent of the existing limited partners;
- (e) a limited partner shall not be entitled to dissolve the partnership by notice.

6. Subject to this Act, the rules of equity and of common law applicable to partnerships shall apply to limited partnerships.

Law as to private partnerships to apply where not excluded by this Act.

7. The registration of a limited partnership shall be effected by sending by post or delivering to the Registrar a statement signed by the partners containing the following particulars

Manner and particulars of registration. 1988-6.

- (a) the firm-name;
- (b) the general nature of the business;
- (c) the principal place of business;
- (d) the full name of each of the partners;
- (e) the term, if any, for which the partnership is entered into and the date of its commencement;
- (f) a statement that the partnership is limited and the description of every limited partner as such;

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(g) the sum contributed by each limited partner and whether paid in cash or how otherwise.

Registration
of changes
in partner-
ships.

8. (1) Where during the continuance of a limited partnership any change is made or occurs in any of the following particulars, namely

- (a) the firm-name;
- (b) the general nature of the business;
- (c) the principal place of business;
- (d) the partners or the name of any partner;
- (e) the term or character of the partnership;
- (f) the sum contributed by any limited partner;
- (g) the liability of any partner by reason of his becoming a limited instead of a general partner or a general instead of a limited partner,

a statement, signed by the firm, specifying the nature of the change shall within 7 days be sent by post or delivered to the Registrar.

(2) Where default is made in complying with the requirements of this section, each of the general partners shall on summary conviction, be liable to a fine of \$5 for each day during which the default continues.

Notice of
general
partner
becoming a
limited
partner and
of assign-
ment of share
of limited
partner.

9. Notice of any arrangement or transaction under which any person will cease to be a general partner in any firm and will become a limited partner in the firm or under which the share of a limited partner in that firm will be assigned to any person shall be forthwith advertised in the *Official Gazette* and in 3 issues of a daily newspaper and, until notice of the arrangement or transaction is so advertised, the arrangement or transaction shall, for the purposes of this Act, be deemed to be of no effect.

Making false
returns to
be mis-
demeanour.

10. Any person who makes, signs, sends or delivers for the purpose of registration under this Act any false statement, known by him to be false, shall be guilty of a misdemeanour and liable to imprisonment for 2 years.

11. On receiving any statement made in pursuance of this Act and on payment to him of the sum of two dollars and forty cents, the Registrar shall cause the same to be filed and shall send by post to the firm from whom such statement is received a certificate of the registration thereof.

Registrar to file statement and issue certificate of registration.

12. The Registrar shall keep, in a proper book to be provided for the purpose, a register and an index of all the limited partnerships so registered and of all the statements registered in relation to such partnership.

Register and index to be kept.

13. (1) Any person may inspect the statements filed by the Registrar, on the payment to the Registrar (except such person is a barrister or solicitor in which case no fee shall be payable) of a fee of twenty-four cents for each inspection, and any person may require a certificate of the registration of any limited partnership, or a copy of or extract from any registered statement, to be certified by the Registrar, and there shall be paid for such certificate of registration, certified copy, or extract, such fees as the Minister may appoint, not exceeding forty-eight cents for the certificate of the registration, and not exceeding twelve cents for each folio of seventy-two words.

Inspection of statement registered.

(2) A certificate of registration, or a copy of or extract from any statement registered under this Act, if duly certified to be a true copy under the hand of the Registrar or Deputy Registrar (whom it shall not be necessary to prove to be the Registrar or Deputy Registrar) shall, in all legal proceedings, civil or criminal, and in all cases whatsoever, be received in evidence.

14. The Minister may make rules concerning any of the following matters, namely—

Power of Minister to make rules.

- (a) the fees to be paid to the Registrar under this Act, so that they do not exceed in the case of the original registration of a limited partnership the sum of four dollars and eighty cents, and in any other case the sum of one dollar and twenty cents;

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- (b) the duties or additional duties to be performed by the Registrar for the purposes of this Act;
- (c) the performance by the Deputy Registrar and other officers of acts by this Act required to be done by the Registrar;
- (d) the forms to be used for the purposes of this Act;
- (e) generally the conduct and regulation of registration under this Act and any matters incidental thereto.