



THE STATUTES OF THE REPUBLIC OF SINGAPORE

LIMITED PARTNERSHIPS ACT 2008

2020 REVISED EDITION

This revised edition incorporates all amendments up to and including 1 December 2021 and comes into operation on 31 December 2021.

Prepared and Published by

THE LAW REVISION COMMISSION
UNDER THE AUTHORITY OF
THE REVISED EDITION OF THE LAWS ACT 1983

Limited Partnerships Act 2008

ARRANGEMENT OF SECTIONS

PART 1 GENERAL

Section

1. Short title
2. Interpretation

PART 2 RULES OF LAW RELATING TO LIMITED PARTNERSHIPS

3. Constitution of limited partnership
4. Law as to private partnerships to apply unless excluded by this Act
5. Default rules on relationship of partners
6. Limited partner not to take part in management of limited partnership
7. Distributions to limited partner
8. Dissolution of limited partnership

PART 3 REGISTRATION OF LIMITED PARTNERSHIPS

9. Administration of Act and appointment of Registrar of Limited Partnerships, etc.
10. Effect of registration
11. Manner and particulars of registration
12. Registration
13. Power to refuse registration
14. Power to cancel registration
15. Supplemental provision to sections 13 and 14
16. Name of limited partnership
17. Reservation of limited partnership names
- 17A. Restrictions on registration of limited partnership names
- 17B. Change of limited partnership name

Section

- 18. Registration of change in particulars
- 18A. Duty of partners and managers to provide information to limited partnership
- 18B. Request for copy of notice of registration, etc.
- 18C. Alternate address
- 19. Cessation of business
- 20. Appeal
- 21. Rectification by General Division of High Court
- 21A. Rectification by Registrar on application
- 21B. Rectification or updating on Registrar's initiative
- 22. *[Repealed]*
- 23. Electronic transaction system
- 24. Destruction or transfer of old records
- 25. *[Repealed]*

PART 4

DUTIES, OFFENCES AND POWERS OF ENFORCEMENT

- 26. Publication of name
- 27. Accounts and audit
- 28. Appointment and liability of local managers
- 29. Restriction on undischarged bankrupt being manager
- 30. Disability of persons in default
- 31. Inspection
- 32. Power of Registrar to obtain further information
- 33. Offences
- 34. Evidence of carrying on business under name of limited partnership
- 35. Composition of offences
- 36. Public servants
- 37. Enforcement of duty to make returns
- 38. Offences by bodies corporate
- 39. Liability of managers, agents, employees, etc.
- 40. Service of summons, notices, etc.
- 40A. Service of documents on partner and manager

PART 5

MISCELLANEOUS PROVISIONS

- 41. Regulations

Section

- 42. Registration under Business Names Registration Act 2014
 - 43. Amendment of First and Second Schedules
 - First Schedule — Acts not regarded as taking part in management of limited partnership
 - Second Schedule — Additional particulars
-

An Act to provide for the establishment and registration of limited partnerships.

[4 May 2009]

PART 1
GENERAL

Short title

1. This Act is the Limited Partnerships Act 2008.

Interpretation

- 2.—(1) In this Act, unless the context otherwise requires —

“agreed contribution”, in relation to a limited partner, means any contribution (whether in the form of cash, property, services or otherwise) that the limited partner has agreed to make to the firm in the limited partner’s capacity as a partner;

“alternate address” means an alternate address maintained with the Registrar under section 18C that meets the requirements of that section;

“Authority” means the Accounting and Corporate Regulatory Authority established under the Accounting and Corporate Regulatory Authority Act 2004;

“business” includes every form of trade, commerce, craftsmanship, calling, profession and any activity carried on for the purposes of gain;

“business name” means the name or style under which any person carries on business;