

**Limited Partnerships Act
(CHAPTER 163B)**

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LIMITED PARTNERSHIPS ACT

(CHAPTER 163B)

(Original Enactment: Act 37 of 2008)

REVISED EDITION 2010

(1st January 2010)

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

[4th May 2009]

PART I

GENERAL

Short title

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

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 his capacity as a partner;

“Authority” means the Accounting and Corporate Regulatory Authority established under the Accounting and Corporate Regulatory Authority Act (Cap. 2A);

“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;

“certificate of confirmation of registration” means a certificate issued under section 12(3);

“corporation” means any body corporate formed or incorporated or existing in Singapore or outside Singapore and includes —

- (a) any limited liability partnership registered under the Limited

Liability Partnerships Act (Cap. 163A); and

(b) any foreign company,

but does not include —

(i) any corporation sole;

(ii) any co-operative society; or

(iii) any registered trade union;

“document” means any application, form, report, certification, notice, confirmation, declaration or other document to be filed or lodged with or submitted to the Registrar or, as the case may be, any certificate, notice or other document to be issued by the Registrar;

“firm” means an unincorporated body of —

(a) 2 or more individuals;

(b) one or more individuals and one or more corporations; or

(c) 2 or more corporations,

who have entered into partnership with one another with a view to carrying on business for profit;

“foreign company” has the same meaning as in section 4(1) of the Companies Act (Cap. 50);

“foreign firm” means any firm, individual or corporation whose principal place of business is situated outside Singapore;

“general partner” means any partner of a firm who is not a limited partner as defined in this Act;

“individual” means a natural person and includes an administrator, executor, a liquidator, trustee, or nominee of any person, guardian or committee having a direct control or management of any business but does not include a corporation;

“inspector” means a person authorised in writing by the Registrar to be an inspector for the purposes of this Act;

“limited partner”, in relation to a firm, means any partner who, under the terms of the partnership agreement, shall not be liable for the debts or obligations of the firm beyond the amount of his agreed contribution;