

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 the last person endorsing the electronic transaction.

(6) Any failure to pay the prescribed fee in respect of the lodgment of a document shall render void the lodgment of that document.

(7) Payment of fees shall be made in such manner as the Registrar may direct.

(8) No fee so paid shall be refundable in respect of any certificate surrendered or cancelled under the provisions of the Act or the withdrawal of any application or appeal.

PART III

REGISTRATION OF LIMITED LIABILITY PARTNERSHIPS AND RELATED MATTERS

Documents for registration

8. For the purposes of section 15(1) of the Act, a person desiring the registration of a limited liability partnership shall submit the application in the applicable form and furnish the Registrar with the information required under paragraphs (a) to (e) of section 15(1) of the Act and such other information as is required in that form.

Fees for registration

9. A person desiring the registration of a limited liability partnership shall pay the Registrar the applicable fee specified in the Schedule.

Confirmation of consents to be lodged electronically

10. Where a prescribed person has been engaged for the purposes of registering a limited liability partnership, he shall confirm in the manner determined by the Registrar

(a) the consent of a person to act as a manager; and

(b) that the person is not disqualified from acting as a manager under the Act, and lodge such confirmations with the Registrar.

Notice of registration

11. For the purposes of section 16 of the Act, the Registrar shall issue a notice of registration via electronic mail or otherwise to the applicant upon the successful registration of the limited liability partnership.

Register of Limited Liability Partnerships

12. The Registrar shall keep and maintain a Register of Limited Liability Partnerships in such manner and in such place as he thinks fit.

Identification documents

13. 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 the person to be registered under the Act.

Statement to be signed by deceased person's personal representative

14. Whenever a change of registered particulars is required to be filed for registration owing to the death of a person, the personal representative of the deceased person or such other person as may be approved for that purpose by the Registrar may submit the form to be filed for registration.

Rectification of particulars

15. For the purposes of section 40(3) of the Act, the Registrar may, upon receipt of a notice made by any person in the applicable form, rectify the register in respect of any typographical or clerical error contained in any document relating to a limited liability partnership lodged with the Registrar.

PART IV

GENERAL PROVISIONS RELATING TO DOCUMENTS

Receivership

16. —(1) For the purposes of paragraph 8(1)(c)(i) of the Fourth Schedule to the Act, the copy of the statement of affairs of a limited liability partnership to be lodged with the Registrar shall be a copy certified in writing to be a true copy of the original statement by the receiver or manager of the property of the limited liability partnership.

(2) The affidavit verifying the account of receipts and payments by the receiver or manager under paragraph 10(1) of the Fourth Schedule to the Act need not be lodged with the applicable form if the lodgment is personally done by the receiver or manager concerned and he declares in that form that the accounts and statements are true and correct.

Winding up

17. —(1) For the purposes of paragraph 18(1) of the Fifth Schedule to the Act, a statement of affairs of a limited liability partnership shall be verified by affidavit in accordance with the applicable document sworn or affirmed by the person who submits, or by one of the persons who submits, the statement to the Official Receiver or the liquidator of the limited liability partnership, as the case requires, under paragraph 18(2) of the Fifth Schedule to the Act.

(2) For the purposes of paragraph 18(3) of the Fifth Schedule to the Act, the copy of the statement of affairs of a limited liability partnership to be lodged with the Registrar shall be a copy certified in writing to be a true copy of the original statement by the liquidator of the limited liability partnership.

(3) A form lodged with the Registrar in compliance with paragraphs 18(3), 42(4), 55(3) and (4), 63(1) and (3) and 64(1) of the Fifth Schedule to the Act shall be deemed to have been lodged with the Official Receiver upon payment of the prescribed fees for both the lodgments.

Affidavit and statutory declaration

18. —(1) Except as otherwise provided in the Act, these Regulations or in any form, an affidavit or a statutory declaration sworn or declared for the purposes of the Act or these Regulations on behalf of a limited liability partnership shall be sworn or declared by a manager of the limited liability partnership.

(2) Where an affidavit or a statutory declaration prescribed by the Act or these Regulations purports to be sworn or declared at a place outside Singapore, the affidavit or statutory declaration shall be sufficient for the purposes of the Act or these Regulations if it purports to be sworn or declared in accordance with the requirements of the law of that place.

Order of court

19. An order of court shall, unless expressly provided in the applicable form, be lodged in the form relating to the general lodgment of orders of court.

Translation

20. —(1) Where a limited liability partnership is required under the Act to lodge with the Registrar any instrument, certificate, contract or document or a certified copy thereof and the same is not written in the English language, the limited liability partnership shall lodge at the same time with the Registrar a certified translation thereof in the English language.

(2) Where any accounts or other records of a limited liability partnership required by the Act to be kept are not kept in the English language, the managers of the limited liability partnership shall cause —

(a) a true translation of such accounts and other records to be made from time to time at intervals of not more than 7 days; and

(b) such translations to be kept with the original accounts, and other records for so long as the original accounts and other records are required by the Act to be kept.

(3) The Registrar may, before accepting a translation for lodgment, require the person lodging the translation to furnish to 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.

(4) In this regulation, “certified translation” means a translation that is certified by a person approved by the Registrar to be a correct translation in the English language.

PART V

MISCELLANEOUS

Compoundable offences

21. Any offence under the Act or any subsidiary legislation made thereunder which is punishable only by a fine or a fine and default penalty, may be compounded by the Registrar in accordance with section 46 (1) of the Act.

Appeal to Minister

22. —(1) Any person intending to lodge an appeal to the Minister under the Act shall deliver to the Registrar a notice of appeal stating the grounds of appeal.

(2) The Registrar shall submit to the Minister a copy of the notice of appeal together with the grounds of appeal stated therein.

THE SCHEDULE

Regulations 7 and 9

FEES

| <i>First column</i> | <i>Second column</i> |
|--|---------------------------------|
| (1) For registration under section 16 of the Act | \$150 |
| (2) For conversion of a firm to a limited liability partnership under section 20 read with section 16 of the Act, or conversion of a company to a limited liability partnership under section 21 read with section 16 of the Act | \$100 |
| (3) For application for approval of name or approval of change of name of a limited liability partnership | \$15 upon approval of each name |
| (4) For appeal to the Registrar against his decision on approval of name or approval of change of name of a limited liability partnership | \$15 per appeal |
| (5) For application to the Registrar to direct a change of a limited liability partnership name | \$30 |

| | |
|--|--|
| (6) For lodging an appeal to the Minister against the decision of the Registrar | \$50 |
| (7) For supplying a hard copy of a certificate of confirmation of registration | \$50 |
| (8) For lodging a notice of error in lodged document | \$30 |
| (9) For late lodgment of document | up to \$350(The Registrar, if satisfied that just cause existed for the late lodgment, may waive in whole or in part the additional fee) |
| (10) For an extension of time under section 24(3) of the Act | up to \$150 |
| (11) On lodging any other application | \$30 |
| (12) For lodging, registering, depositing or filing any other information or document with the Registrar | \$10 |
| (13) For applying to strike off a limited liability partnership | \$35 |
| (14) For withdrawing an application to strike off a limited liability partnership | \$30 |
| (15) For lodging objections to strike off a limited liability partnership | \$10 |
| (16) For lodging a notice of intention to lodge objections to future striking off | \$10 |
| (17) Deleted by S 881/2005, wef 30/01/2006. | |
| <i>Information services</i> | |
| (18) Deleted by S 881/2005, wef 30/01/2006. | |
| (19) Deleted by S 881/2005, wef 30/01/2006. | |
| (20) For supplying electronic extracts of forms filed with the Registrar | \$10 |
| (21) For supplying electronic extracts of forms including attachments filed with the Registrar | \$25 |
| (22) Application for certification of forms filed with the Registrar | \$2 per page or part thereof |
| (23) Deleted by S 881/2005, wef 30/01/2006. | |
| (24) Deleted by S 881/2005, wef 30/01/2006. | |
| (25) Deleted by S 881/2005, wef 30/01/2006. | |
| (26) Deleted by S 881/2005, wef 30/01/2006. | |

Package information

(27) Deleted by S 881/2005, wef 30/01/2006.

(28) Deleted by S 881/2005, wef 30/01/2006.

(29) Deleted by S 881/2005, wef 30/01/2006.

(30) Deleted by S 881/2005, wef 30/01/2006.

(31) Deleted by S 881/2005, wef 30/01/2006.

(32) On any subpoena served on the Registrar to produce any document in his custody

Government rates
chargeable

(33) Deleted by S 881/2005, wef 30/01/2006.

(34) Deleted by S 881/2005, wef 30/01/2006.

Made this 8th day of April 2005.

LIM SIONG GUAN
*Permanent Secretary,
Ministry of Finance,
Singapore.*

[F14.13.2843; AG/LEG/SL/163A/2005/1 Vol. 1]