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First published in the *Government Gazette*, Electronic Edition, on 31st December 2015 at 12 noon.

**No. S 842**

LIMITED LIABILITY PARTNERSHIPS ACT  
(CHAPTER 163A)

LIMITED LIABILITY PARTNERSHIPS  
(AMENDMENT NO. 2) REGULATIONS 2015

In exercise of the powers conferred by section 56 of the Limited Liability Partnerships Act, the Minister for Finance makes the following Regulations:

**Citation and commencement**

1. These Regulations may be cited as the Limited Liability Partnerships (Amendment No. 2) Regulations 2015 and come into operation on 3 January 2016.

**Amendment of regulation 2**

2. Regulation 2 of the Limited Liability Partnerships Regulations (Rg 1) (referred to in these Regulations as the principal Regulations) is amended —

(a) by inserting, immediately before the definition of “electronic transaction system”, the following definition:

“ “electronic transaction form” or “form” means a form on the electronic transaction system provided by the Registrar for the purpose of carrying out a transaction with the Registrar;” and

(b) by deleting the definition of “form”.

**Deletion and substitution of regulations 3 and 4 and new regulation 4A**

3. Regulations 3 and 4 of the principal Regulations are deleted and the following regulations substituted therefor:

**“Requirement to use electronic transaction system**

3.—(1) Except as provided in paragraph (2) or as the Registrar otherwise requires or permits, any transaction with the Registrar under the Act must be carried out using the electronic transaction system on the electronic transaction form provided for that purpose.

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(2) If a transaction with the Registrar referred to in paragraph (1) cannot be carried out using the electronic transaction system, the person seeking to carry out the transaction must carry out the transaction with the Registrar in such other form and manner as the Registrar may determine.

(3) The Registrar may refuse to process a transaction with the Registrar if the person seeking to carry out the transaction —

- (a) does not comply with paragraph (1) or (2);
- (b) does not comply with regulation 4 or 4A;
- (c) being required to complete an electronic transaction form, or other form, provided by the Registrar for that purpose, fails to properly complete the form in accordance with the instructions contained in the form;
- (d) being required to attach any document to, or provide any information required in, an electronic transaction form, or other form, provided by the Registrar for that purpose, fails to attach the document or provide the information, as the case may be; or
- (e) fails to pay the fee prescribed for the transaction.

(4) To avoid doubt, a reference to a refusal to process a transaction with the Registrar in paragraph (3) includes, where the transaction relates to the filing or lodging of a document with the Registrar, a refusal to accept the document for filing or lodgment.

### **Identification documents**

4. The Registrar may require the production of the identity card or the passport, or such other identification documents as may be acceptable to the Registrar, for the verification of the identity of any person who carries out any transaction with the Registrar or whose particulars are to be registered under the Act.

### **Endorsements**

4A. Where an electronic transaction form is required to be endorsed by more than one person —

- (a) such endorsements must be made —
  - (i) if the endorsement is made in respect of registration, within 60 days after the date on which the Registrar informs the applicant that the electronic transaction form is required to be endorsed; or

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- (ii) if the endorsement is made in respect of any other matter, within 14 days after the date on which the electronic transaction form is first submitted; and
  - (b) payment of the prescribed fee for the transaction with the Registrar to which the electronic transaction form relates must be made by the last person endorsing the electronic transaction.”.

#### **Deletion and substitution of regulation 7**

4. Regulation 7 of the principal Regulations is deleted and the following regulation substituted therefor:

##### **“Fees and penalties**

7.—(1) The fees specified in the First Schedule are payable to the Registrar.

(2) Where any person fails to comply with the time delimited by the Act for the filing or lodgment of an annual declaration, the penalty specified in Part 1 of the Second Schedule for late filing or lodgment must be paid in addition to the prescribed fee for the filing or lodgment of the document.

(3) Where any person fails to comply with the time delimited by the Act for the filing or lodgment of a document other than an annual declaration, the penalty specified in Part 2 of the Second Schedule for late filing or lodgment must be paid in addition to the prescribed fee for the filing or lodgment of the document.

(4) The Registrar may for any reason waive, refund or remit, whether wholly or in part, any fee specified in the First Schedule or any penalty specified in the Second Schedule.

(5) Payment of fees and penalties under these Regulations must be made in such manner as directed by the Registrar.

(6) Despite paragraph (4), no fee paid is refundable in respect of —

- (a) any registration ceased or cancelled under the provisions of the Act; or
- (b) the withdrawal of any application or appeal.”.

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**Amendment of regulation 8**

5. Regulation 8 of the principal Regulations is amended by deleting the words “to (e)” and substituting the words “to (eb)”.

**Deletion of regulation 9**

6. Regulation 9 of the principal Regulations is deleted.

**Deletion of regulation 13**

7. Regulation 13 of the principal Regulations is deleted.

**Deletion and substitution of regulation 15 and new regulation 15A**

8. Regulation 15 of the principal Regulations is deleted and the following regulations substituted therefor:

**“Prescribed departments or Ministries of Government, etc., under section 40B(1)(b)(ii) of Act**

15. The departments or Ministries of the Government, statutory bodies and bodies corporate prescribed for the purposes of section 40B(1)(b)(ii) of the Act are —

- (a) the Department of Statistics, Ministry of Trade and Industry;
- (b) the Ministry of Home Affairs;
- (c) the Ministry of Manpower; and
- (d) Singapore Post Limited.

**Prescribed circumstances under section 40B(2) of Act**

15A. The Registrar need not give the written notice referred to in section 40B(2) of the Act before the Registrar rectifies or updates the register under section 40B(1) of the Act if —

- (a) the conflict between the particulars of the limited liability partnership or person, and the other information relating to that limited liability partnership or person obtained from the department or Ministry of the Government, or statutory body or other body corporate prescribed under section 40B(1)(b)(ii) of the Act, relates to —
  - (i) the Singapore Standard Industrial Classification obtained from the Department of Statistics, Ministry of Trade and Industry;

- (ii) the particulars (including residential address) of the person registered under the National Registration Act (Cap. 201) obtained from the Ministry of Home Affairs;
  - (iii) the foreign identification number of a foreigner obtained from the Ministry of Manpower; or
  - (iv) the building name, postal code or street name of a property obtained from Singapore Post Limited; and
- (b) the Registrar is satisfied that the effort involved in giving the written notice referred to in section 40B(2) of the Act would be excessive, having regard to the likelihood that the limited liability partnership or person whose particulars are to be rectified or updated would object to the rectification or updating.”.

#### **Deletion of regulation 18**

9. Regulation 18 of the principal Regulations is deleted.

#### **Deletion and substitution of regulation 22**

10. Regulation 22 of the principal Regulations is deleted and the following regulation substituted therefor:

##### **“Compoundable offences**

22. Any offence (other than a continuing offence) under the Act or any subsidiary legislation made under the Act 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.”.

#### **Deletion of Schedule and new First and Second Schedules**

11. The Schedule to the principal Regulations is deleted and the following Schedules substituted therefor:

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 “FIRST SCHEDULE

Regulation 7(1) and (4)

## FEES

- |   |                                 |
|---|---------------------------------|
| 1. For registration under section 16 of the Act   | \$100                           |
| 2. For conversion of a firm to a limited liability partnership under section 20 of the Act read with section 16 of the Act, or conversion of a private company to a limited liability partnership under section 21 of the Act read with section 16 of the Act | \$40                            |
| 3. For application for approval of name or approval of change of name of a limited liability partnership under section 19(1) of the Act   | \$15 upon approval of each name |
| 4. For application to the Registrar to direct a change of name of a limited liability partnership under section 19A(6) of the Act   | \$200                           |
| 5. For supplying a hard copy of a certificate of confirmation of registration under section 16(4) of the Act  | \$50                            |
| 6. For lodging a notice of error under section 40A(1) of the Act  | \$60                            |
| 7. For lodging of annual declaration of solvency or insolvency under section 24(1) of the Act   | \$30                            |
| 8. For lodging an application to maintain an alternate address under section 28C of the Act   | \$40                            |
| 9. For supplying a copy of, or an extract from, any form (excluding attachments) filed with the Registrar   | \$11 per form                   |
| 10. For supplying a copy of, or an extract from, any form (including attachments) filed with the Registrar  | \$26 per form                   |

FIRST SCHEDULE — *continued*

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|---|--|
| 11. For application for certification of documents filed or lodged with the Registrar under section 28B(1) of the Act | (a) \$2 per page or part thereof for manual certification<br>(b) \$1 per page or part thereof for electronic certification |
| 12. On any subpoena served on the Registrar to produce any document in the Registrar's custody                        | Government rates chargeable  |

## SECOND SCHEDULE

Regulation 7(2), (3) and (4)

## PART 1

## PENALTIES FOR LATE LODGMENT OF ANNUAL DECLARATION

<i>Length of Default (calculated in terms of days after the date on which document was required to be lodged)</i>	<i>Late lodgment penalty</i>
1. Up to 30 days	\$60
2. 31 days to 60 days	\$120
3. 61 days to 90 days	\$170
4. 91 days to 180 days	\$220
5. 181 days to 365 days	\$250
6. 366 days to 730 days	\$350
7. 731 days to 1095 days	\$350
8. Exceeding 1095 days	\$350

## PART 2

## PENALTIES FOR LATE LODGMENT OF ANY DOCUMENT OTHER THAN ANNUAL DECLARATION

<i>Length of Default (calculated in terms of days after the date on which document was required to be lodged)</i>	<i>Late lodgment penalty</i>
1. Up to 30 days	\$50
2. 31 days to 60 days	\$75
3. 61 days to 90 days	\$100
4. 91 days to 180 days	\$150
5. 181 days to 365 days	\$200
6. 366 days to 730 days	\$250
7. 731 days to 1095 days	\$300
8. Exceeding 1095 days	\$350''.

Made on 21 December 2015.

LIM SOO HOON  
*Permanent Secretary*  
*(Finance) (Performance),*  
*Ministry of Finance,*  
*Singapore.*

[F14.1.43; AG/LEGIS/SL/163A/2015/2 Vol. 1]