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LIMITED PARTNERSHIPS ACT
(CHAPTER 163B)

LIMITED PARTNERSHIPS
(AMENDMENT NO. 2) REGULATIONS 2015

In exercise of the powers conferred by section 41 of the Limited Partnerships Act, the Minister for Finance makes the following Regulations:

Citation and commencement

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

Amendment of regulation 2

2. Regulation 2 of the Limited Partnerships Regulations (Rg 1) (referred to in these Regulations as the principal Regulations) is amended by deleting the definition of “electronic transaction form” and substituting the following definition:

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

Deletion and substitution of regulations 6, 7 and 8 and new regulation 8A

3. Regulations 6, 7 and 8 of the principal Regulations are deleted and the following regulations substituted therefor:

“Requirement to use electronic transaction system

6.—(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.

(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 7, 8 or 8A;
- (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.

Translations of document

7.—(1) Where a document required to be filed or lodged with the Registrar is not in the English language, that document must be filed or lodged together with a certified translation of the document in the English language.

(2) The Registrar may, before accepting a translation for filing or lodgment, require the person filing or 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.

(3) In paragraph (1), “certified translation” means a translation that is certified to be a correct translation in the English language by a person approved by the Registrar.

Identification documents

8. 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

8A. 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
 - (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 9

4. Regulation 9 of the principal Regulations is deleted and the following regulation substituted therefor:

“Identical names

9.—(1) This regulation sets out the rules for determining whether a name is identical to —

- (a) the name of any other limited partnership, a limited liability partnership or a corporation, or to a registered business name, referred to in section 17A(1)(b) of the Act;
- (b) a name reserved under any of the provisions referred to in section 17A(1)(c) of the Act;

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- (c) any name of a limited partnership, business name, name of a company, name of a foreign company or name of a limited liability partnership, referred to in section 17A(2) of the Act; and
 - (d) any name of a foreign company, or name of a limited partnership, referred to in section 17A(3) of the Act.
- (2) Subject to paragraph (4), the following are to be disregarded:
- (a) “The”, where it is the first word of a name;
 - (b) the following words where they appear at the end of a name:
 - (i) “Berhad” or “Bhd”;
 - (ii) “Limited” or “Ltd”;
 - (iii) “Limited Liability Partnership” or “LLP”;
 - (iv) “Limited Partnership” or “LP”;
 - (v) “Private” or “Pte”;
 - (vi) “Public Accounting Corporation” or “PAC”;
 - (vii) “Sendirian” or “Sdn”;
 - (c) the following words or expressions where they appear at the end of a name:
 - (i) “Asia”;
 - (ii) “Asia Pacific”;
 - (iii) “Associates”;
 - (iv) “company” or “and company”;
 - (v) “corporation”;
 - (vi) “Group”;
 - (vii) “Holding” or “Holdings”;
 - (viii) “Incorporated”;
 - (ix) “International”;
 - (x) “Partner” or “Partners”;
 - (xi) “Partnership” or “Partnerships”;
 - (xii) “Singapore”;
 - (xiii) “South Asia”;
 - (xiv) “South East Asia”;

- (xv) “Trading”;
- (xvi) “Worldwide”;
- (xvii) “.co”;
- (xviii) “.com”;
- (xix) “.edu”;
- (xx) “.gov”;
- (xxi) “.net”;
- (xxii) “.org”;
- (xxiii) “.sg”;

(d) any word or expression which, in the opinion of the Registrar, is intended to represent any word or expression in —

- (i) sub-paragraph (a) or (b); or
- (ii) sub-paragraph (c);

(e) the plural version of any name;

(f) the type and case of letters, accents, spacing between letters, brackets, parentheses and punctuation marks.

(3) The symbol “&” is to be treated as having the same meaning as the word “and”.

(4) Paragraph (2)(c) and (d)(ii) does not apply if the relevant corporation —

(a) will be a general partner of the limited partnership in relation to which an application is made to register under a proposed name; or

(b) is a general partner of the limited partnership in relation to which an application is made to change its name to a proposed name.

(5) In paragraph (4), “relevant corporation” means a corporation carrying on business or operating under a name which would be identical to a proposed name of a limited partnership after the application of the rules set out in paragraphs (2) and (3).”.

Amendment of regulation 12

5. Regulation 12(3) of the principal Regulations is amended by deleting sub-paragraphs (a) and (b) and substituting the following sub-paragraphs:

- “(a) the following information of each individual who is a partner of the limited partnership:
 - (i) full name;
 - (ii) identification;
 - (iii) nationality;
 - (iv) residential address; and
- (b) the following information of each body corporate which is a partner of the limited partnership:
 - (i) the corporate name;
 - (ii) place of incorporation or registration;
 - (iii) registration number;
 - (iv) registered office of the corporation to which all notices and communications may be addressed.”.

Deletion and substitution of regulation 14

6. Regulation 14 of the principal Regulations is deleted and the following regulation substituted therefor:

“Fees and penalties

14.—(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 a document, the penalty specified in 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) 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.

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

(5) Despite paragraph (3), 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.”.

Amendment of regulation 16

7. Regulation 16 of the principal Regulations is amended —

- (a) by deleting the words “Business Registration Act (Cap. 32) pursuant to section 42(3)(a) of the Act, his registration under the Business Registration Act” in paragraph (1) and substituting the words “Business Names Registration Act 2014 (Act 29 of 2014) pursuant to section 42(3)(a) of the Act, his or her registration under the Business Names Registration Act 2014”;
- (b) by deleting the words “section 8(4) of the Business Registration Act” in paragraph (1)(b) and substituting the words “section 8(3) of the Business Names Registration Act 2014”; and
- (c) by deleting the words “Business Registration Act” in paragraph (3) and substituting the words “Business Names Registration Act 2014”.

New regulations 17 and 18

8. The principal Regulations are amended by inserting, immediately after regulation 16, the following regulations:

“Prescribed departments or Ministries of Government, etc., under section 21B(1)(b)(ii) of Act

17. The departments or Ministries of the Government, statutory bodies and bodies corporate prescribed for the purposes of section 21B(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 21B(2) of Act

18. The Registrar need not give the written notice referred to in section 21B(2) of the Act before the Registrar rectifies or updates the register under section 21B(1) of the Act if —

- (a) the conflict is between the particulars of the limited partnership or person in a register, and —
 - (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 21B(2) of the Act would be excessive, having regard to the likelihood that the limited partnership or person whose particulars are to be rectified or updated would object to the rectification or updating.”.

Deletion of Schedule and new First and Second Schedules

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

“FIRST SCHEDULE

Regulation 14(1) and (3)

FEEES

- | | |
|---|---|
| 1. For registration under section 12 of the Act | \$100 |
| 2. For renewal of registration under section 12(4) of the Act | \$30 per annum |
| 3. For supplying a copy of, or an extract from, any form (excluding attachments) filed with the Registrar under the Act | \$11 per form |
| 4. For supplying a copy of, or an extract from, any form (including attachments) filed with the Registrar under the Act | \$26 per form |
| 5. For certification of documents filed or lodged with the Registrar under section 18B(1) of the Act | (a) \$2 per page or part thereof for manual certification |
| | (b) \$1 per page or part thereof for electronic certification |
| 6. For application for approval of name or approval of change of name of a limited partnership under section 17(1) of the Act | \$15 upon approval of each name |
| 7. For application to the Registrar to direct a change of name of limited partnership under section 17A(6) of the Act | \$200 |
| 8. For supplying a hard copy of a certificate of confirmation of registration under section 12(3) of the Act | \$50 |
| 9. For lodging a notice of error under section 21A(1) of the Act | \$60 |
| 10. For lodging an application to maintain an alternate address under section 18C of the Act | \$40 |

SECOND SCHEDULE

Regulation 14(2) and (3)

PENALTIES FOR LATE LODGMENT OF ANY DOCUMENT

| <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”. |

[G.N. Nos. S 720/2011; S 401/2013; S 283/2015]

Made on 21 December 2015.

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(Finance) (Performance),
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