



**Gelephu** Mindfulness City

THE STATUTES OF THE GELEPHU MINDFULNESS CITY,

KINGDOM OF BHUTAN

LIMITED PARTNERSHIPS ACT 2026

# Limited Partnerships Act 2026

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In exercise of the powers under Article 4(2) of the GMC Royal Charter No. 1 of 2024, and with the assent of the Druk Gyalpo, the GMC Authority hereby makes the following Act:

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

*Limited Partnerships Act 2026*PART 1  
GENERAL**Short title**

1. This Act is the Limited Partnerships Act 2026.

**Interpretation**

2. —(1) In this Act, unless the context otherwise requires —
  - “GCRO administered Act” means any written laws specified to be administered by GCRO;
  - “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;
  - “Authority” or “GCRO” means the Gelephu Corporate Registration Office Authority;
  - “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);
  - “contact address”, in relation to an individual, means an address that meets all of the following conditions:
    - (a) it is a physical address at which the individual can be physically found or contacted by post;
    - (b) it is not a post office box number;
    - (c) it is located in the same jurisdiction as the individual’s residential address;

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or an alternative address that meets the conditions prescribed by the Registrar;

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

- (a) any limited liability partnership registered under the Limited Liability Partnerships Act 2026; and
- (b) any foreign company,

but does not include —

- (c) any corporation sole;
- (d) any co-operative society; or
- (e) any registered trade union.
- (f) [*Not in use*]

“court” in relation to any provision in the Act, means such judicial body that the Druk Gyalpo may designate for the purposes of that provision;

“designated officer” means a person appointed by the Druk Gyalpo as the officer designated for the purposes of this Act;

“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;

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- “foreign company” has the meaning given by section 4(1) of the Companies Act 2025;
- “foreign firm” means any firm, individual or corporation whose principal place of business is situated outside GMC;
- “full name” or “name” means the name as it appears in the latest passport issued to that individual or such other similar evidence of identification as is available;
- “general partner” means any partner of a firm who is not a limited partner as defined in this Act;
- “GMC” means Gelephu Mindfulness City;
- “GMCA” means Gelephu Mindfulness City Authority established under Article 3 of the Royal Charter;
- “identification” means
- (a) the number of the individual’s identity card; or
  - (b) in the case of an individual not issued with an identity card, particulars of the individual’s passport or such other similar evidence of identity as is acceptable to the Registrar;
- “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, is not liable for the debts or obligations of the firm beyond the amount of the limited partner’s agreed contribution;
- “notice of registration” means a notice of registration issued under section 12(2);

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“Official Assignee” means the Official Assignee appointed under section 16(1) of the Insolvency, Restructuring and Dissolution Act 2018 and includes a Deputy Official Assignee, a Senior Assistant Official Assignee and an Assistant Official Assignee;

“person” includes any corporation, firm, foreign firm and individual;

“register” means any register kept under or by virtue of this Act;

“Registrar” means the Registrar of Limited Partnerships appointed under section 9 and includes any Deputy Registrar or Assistant Registrar of Limited Partnerships appointed under that section;

“residential address”, in relation to an individual, means the individual’s usual place of residence, and includes Global Positioning System coordinates of the individual’s usual place of residence;

“resultant firm”, in relation to a limited partnership that has ceased to be a limited partnership because no person remains registered as a limited partner of the limited partnership, means the resulting firm or sole proprietorship comprising the remaining partners or partner of the former limited partnership.

(2) A person who has a place of business in GMC is deemed to be carrying on business in GMC for the purposes of this Act.

(3) For the purposes of sections 12(7), 13(2), 14(4), 17(5), 17A(9) and (10) and 20, any reference to the designated officer includes a reference to a person of sufficient seniority and experience authorized by the designated officer for the purposes of hearing an appeal under that section.

**References to Singapore dollar read to be United States dollar**

**2A.** In this Act, all references to the Singapore dollar (“\$” or “S\$” or “SGD”) are read as references to the United States dollar.

PART 2  
RULES OF LAW RELATING TO  
LIMITED PARTNERSHIPS

**Constitution of limited partnership**

3. —(1) On or after the commencement date of this provision, limited partnerships may be formed in accordance with and subject to the conditions of this Act.

(2) A limited partnership must consist of —

- (a) one or more general partners; and
- (b) one or more limited partners.

(3) A general partner is liable for all debts and obligations of the limited partnership incurred while he, she or it is a general partner in the limited partnership.

(4) Subject to sections 6(2) and 10, a limited partner is not liable for the debts or obligations of the limited partnership beyond the amount of the limited partner's agreed contribution, solely by reason of the limited partner being a limited partner of the limited partnership.

(5) An individual or a corporation may be a general partner or a limited partner.

**Law as to private partnerships to apply unless excluded by this Act**

4. —(1) Subject to the provisions of this Act, the Partnership Act 2026 and the rules of equity and of common law applicable to partnerships (except so far as they are inconsistent with the express provisions of the Partnership Act 2026) apply to limited partnerships.

(2) In subsection (1), the reference to partnerships does not include limited liability partnerships.

**Default rules on relationship of partners**

5. Subject to any agreement, expressed or implied, between the partners —

- (a) any difference arising as to ordinary matters connected with the partnership business may be decided by a majority of the general partners; and
- (b) a person may become a partner without the consent of the existing limited partners.

**Limited partner not to take part in management of limited partnership**

6. —(1) Subject to subsections (2), (3) and (4), a limited partner must not take part in the management of the limited partnership, and does not have power to bind the limited partnership.

(2) If a limited partner takes part in the management of the limited partnership, the limited partner is liable for all debts and obligations of the limited partnership incurred while so taking part in the management as though the limited partner were a general partner.

(3) A limited partner is not to be regarded as taking part in the management of the limited partnership for the purposes of this section solely by reason of the limited partner acting or attempting to act in one or more of the capacities specified in the First Schedule.

(4) To avoid doubt, the enumeration of acts in the First Schedule —

- (a) is not exhaustive; and
- (b) does not create rights or powers of limited partners.

**Distributions to limited partner**

7. —(1) Subject to the partnership agreement, a limited partner may during the continuance of the partnership, with the approval of the general partners —

- (a) increase or reduce the amount of the limited partner's agreed contribution; and
- (b) draw out or receive back the limited partner's contributions, or any part of the contributions.

(2) Despite subsection (1), the limited partner is liable to refund as partnership property of the firm any distribution of capital or profits of the firm made to the limited partner if —

- (a) every general partner at the time of the distribution (called in this subsection every partner) was insolvent at the time of the distribution or became insolvent as a result of the distribution;
- (b) the limited partner knew or ought to have known at the time of the distribution that every partner was insolvent or would become insolvent as a result of the distribution; and
- (c) every partner is adjudicated bankrupt or is ordered to be wound up within one year after the date of the distribution.

(3) Despite subsection (1), an agreement to reduce the amount of the agreed contribution of a limited partner is of no effect if —

- (a) every general partner at the time of the agreement (called in this subsection every partner) was insolvent at the time of the agreement or became insolvent as a result of the agreement;
- (b) the limited partner knew or ought to have known at the time of the agreement that every partner was insolvent or would become insolvent as a result of the agreement; and
- (c) every partner is adjudicated bankrupt or is ordered to be wound up within one year after the date of the agreement.

**Dissolution of limited partnership**

**8.** —(1) Despite section 32 of the Partnership Act 2026, a limited partner is not entitled to dissolve the partnership by notice.

(2) Despite section 33(1) of the Partnership Act 2026, a limited partnership is not dissolved by the death, dissolution, bankruptcy or liquidation of a limited partner.

(3) Despite section 33(2) of the Partnership Act 2026, the other partners are not entitled to dissolve the partnership by reason of any limited partner suffering the partner's share of the partnership property to be charged for the partner's separate debt.

(4) Subsections (1), (2) and (3) apply subject to any agreement expressed or implied between the partners of a limited partnership.

(5) The mental incapacity of a limited partner is not a ground for dissolution of the partnership by the court under section 35 of the Partnership Act 2026 unless the mentally incapacitated person's share cannot be otherwise ascertained and realised.

(6) In the event of the dissolution of a limited partnership, its affairs must be wound up by the general partners unless the court otherwise orders.

**PART 3****REGISTRATION OF LIMITED PARTNERSHIPS****Administration of Act and appointment of Registrar of Limited Partnerships, etc.**

**9.** —(1) The Authority is responsible for the administration of this Act, subject to the general or special directions of the designated officer.

(2) The designated officer may, after consultation with the Authority and for the proper administration of this Act —

- (a) appoint an officer of the Authority to be the Registrar of Limited Partnerships; and

- (b) appoint from among the officers of the Authority, public officers and the officers of any other statutory board, any number of Deputy Registrars and Assistant Registrars of Limited Partnerships that the designated officer considers necessary.

(3) The Registrar is responsible generally for the carrying out of the provisions of this Act and for the collection of the fees under this Act and must pay all amounts so collected into the funds of the Authority.

(4) The Authority may give to the Registrar directions, not inconsistent with the provisions of this Act, as to the exercise of his or her powers, functions or duties under this Act, and the Registrar must give effect to those directions.

(5) The Registrar may, subject to any conditions or restrictions that he or she thinks fit, for the purposes of the administration of this Act, delegate to any Deputy Registrar, Assistant Registrar or officer of the Authority all or any of the powers, functions and duties vested in the Registrar by this Act except —

- (a) the power of delegation conferred by this subsection; and
- (b) the power to make regulations under this Act.

### **Effect of registration**

**10.** —(1) A limited partner of a firm is deemed to be a general partner of the firm unless the limited partner is registered as a limited partner of the firm in accordance with this Act.

(2) A limited partnership is deemed to be a general partnership unless one or more persons are registered as limited partners of the firm in accordance with this Act.

(3) Subject to subsections (5) and (6) and section 36(3) of the Partnership Act 2026, where a person (*P*) deals with a firm after it becomes a limited partnership, *P* is entitled to treat —

- (a) the firm as a general partnership, even though the firm has been registered as a limited partnership, until *P* has notice

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of the registration of that firm as a limited partnership;  
and

- (b) any person who was a general partner of the firm as a general partner of the limited partnership until *P* has notice of the registration of that person as a limited partner of the limited partnership.

(4) Subject to subsection (6) and section 36(3) of the Partnership Act 2026, where a person deals with a limited partnership after a general partner of the limited partnership becomes a limited partner of the limited partnership, the person is entitled to treat that partner as a general partner of the limited partnership until the person has notice of the registration of that partner as a limited partner of the limited partnership.

(5) Registration of a firm as a limited partnership under this Act is notice of such registration to persons who, before the date of the registration, had no dealings with the firm.

(6) Registration of a person as a limited partner of a limited partnership under this Act is notice of such registration to persons who, before the date of the registration, had no dealings with the limited partnership or the firm which subsequently became the limited partnership.

**Manner and particulars of registration**

**11.** —(1) A limited partnership may be registered under this Act if a general partner of the limited partnership lodges with the Registrar, in such medium and in such form as the Registrar may determine, a statement containing the following particulars:

- (a) the name of the proposed limited partnership;
- (b) that the partnership is limited;
- (c) the general nature of the business of the proposed limited partnership;
- (d) the principal place of business of the proposed limited partnership and any other place where the business is carried on;

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- (e) all of the following information of each individual who is to be a partner of the proposed limited partnership:
  - (i) full name;
  - (ii) identification;
  - (iii) nationality;
  - (iv) contact address;
  - (v) residential address (where available);
- (f) all of the following information of each body corporate which is to be a partner of the proposed 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;
- (g) in relation to each person who is to be a partner of the proposed limited partnership, whether that person is to be a general partner or a limited partner;
- (h) all of the following information of any individual who is appointed as a local manager under section 28:
  - (i) full name;
  - (ii) identification;
  - (iii) nationality;
  - (iv) contact address;
  - (v) residential address (where available);
- (i) the term (if any) for which the proposed limited partnership is entered into, and the date of its commencement;

- (j) any other information concerning the proposed limited partnership that the designated officer may prescribe.
- (2) The statement mentioned in subsection (1) must be accompanied by —
- (a) a declaration by the general partner lodging the statement that each partner of the limited partnership has consented to be registered as a general or limited partner (as the case may be) of the limited partnership; and
  - (b) a declaration by each general partner of the limited partnership that the general partner has consented to be registered as a general partner of the limited partnership.
- (3) Where a general partner of a limited partnership —
- (a) carries on a business wholly or mainly as nominee or trustee of or for another person, or other persons; or
  - (b) acts as agent for any foreign firm for the general purposes of the business of that foreign firm in GMC,
- the general partner must, in addition to the particulars required under subsection (1), provide the particulars mentioned in the Second Schedule to the Registrar.
- (4) The Registrar may, in any particular case, require the statements, declarations or particulars referred to in subsection (1), (2) or (3) to be verified in any manner that the Registrar considers fit.
- (5) The court may, on the application of any person alleged or claiming to be a partner, direct the rectification of the register and decide any question arising under this section.

### **Option for electronic versions**

**11A.**—(1) The Registrar may elect to issue electronic versions of any document, certificate or other material the Registrar has the power to issue under this Act, and receive electronic versions of any document, certificate or other material the Registrar has the power to receive under this Act.

(2) Where the Registrar exercises his or her powers under subsection (1), the person filing, submitting or lodging the document, certificate or other material shall comply with the Registrar's directions on the filing, submission or lodging of the electronic version.

## **Registration**

**12.** —(1) On receiving the statement mentioned in section 11, the Registrar must, subject to the provisions of this Act and on payment of the prescribed fee, cause that statement to be entered in the register.

(2) The Registrar must, upon the registration of a limited partnership in accordance with subsection (1), issue to the applicant a notice of registration in such form as the Registrar may determine.

(3) The Registrar may, on receipt of an application in the prescribed form and on payment of the prescribed fee, issue a certificate of confirmation of registration in such form as the Registrar may determine.

(4) Every registration under this Act is valid for such period as the Registrar may specify and is, subject to the provisions of this Act and on payment of the prescribed fee, renewable for such period as the Registrar may approve.

(5) On receiving an application for the renewal of registration, the Registrar may require additional particulars or other information and may refuse to renew the registration if he or she is not provided with those particulars or the information.

(6) Nothing in this section requires the Registrar to register any limited partnership if he or she is not satisfied with the particulars or other information provided under this Act.

(7) Any person aggrieved by the refusal of the Registrar to register a limited partnership of which the person is to be a partner may, within 30 days of the date of the refusal, appeal to the designated officer whose decision is final.

(8) The registration of any limited partnership does not imply that the requirements of any law in relation to any business carried on by that limited partnership have been complied with.

### **Power to refuse registration**

**13.** —(1) Despite any provision in this Act or any other written law, the Registrar must refuse to register a limited partnership under this Act where the Registrar is satisfied that —

- (a) the proposed business is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in GMC or the Kingdom of Bhutan; or
- (b) it would be contrary to the national security or interest for the limited partnership to be registered.

(2) Any person aggrieved by the decision of the Registrar under subsection (1) may, within 30 days of the date of the decision, appeal to the designated officer whose decision is final.

### **Power to cancel registration**

**14.** —(1) The Registrar may cancel the registration of a limited partnership if —

- (a) the Registrar is satisfied that the business of the limited partnership is being used or is intended to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in GMC or the Kingdom of Bhutan, or that it would be contrary to the national security or interest for the limited partnership to continue to be registered under this Act; or
- (b) in connection with the business of the limited partnership, any general partner has been convicted of an offence under any written laws providing for the regulation of charities.

(2) The Registrar must, before cancelling any registration under subsection (1), give written notice of his or her intention to cancel

the registration at the expiry of such period, not being less than 30 days, as is specified in the notice.

(3) Any notice under this section may be addressed to the limited partnership and sent by post to the registered principal place of business of the limited partnership or any other place where the business is carried on.

(4) Any person aggrieved by the cancellation under subsection (1) may, within 30 days of the date of the cancellation, appeal to the designated officer whose decision is final.

### **Supplemental provision to sections 13 and 14**

**15.** —(1) For the purposes of sections 13 and 14, a certificate issued by the designated officer charged with the responsibility for internal security stating that he or she is satisfied that it would be contrary to the national security or interest for the limited partnership to be registered under this Act is conclusive evidence of the matters so stated.

(2) Section 14(2) does not apply in a case where the Registrar cancels the registration of a limited partnership under section 14(1)(a) pursuant to a certificate mentioned in subsection (1).

### **Name of limited partnership**

**16.** —(1) The name of every limited partnership must contain the words “limited partnership” or the acronym “LP”.

(2) A person registered as a general partner of a limited partnership must not carry on the business of the limited partnership under a name that is not registered under section 12 or 18(1).

(3) The registration of the name of a limited partnership is not to be construed as authorising the use of that name if, apart from the registration, the use of that name could be prohibited.

(4) Every general partner of a limited partnership who contravenes subsection (1) or (2) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000.

**Reservation of limited partnership names**

17. —(1) A person may, by lodging an application with the Registrar, apply for the reservation of a name set out in the application as —

- (a) the name of a proposed limited partnership; or
- (b) the name to which a limited partnership proposes to change its name.

(2) The Registrar may approve an application made under subsection (1) only if the Registrar is satisfied that —

- (a) the application is made in good faith; and
- (b) the name to be reserved is one in respect of which a limited partnership may be registered having regard to section 17A(1), (2) and (3).

(3) The Registrar must refuse to approve an application to reserve a name under subsection (1) as the name of a proposed limited partnership if the Registrar is satisfied that —

- (a) the name is for a limited partnership that is likely to be used for an unlawful purpose or for purposes prejudicial to public peace, welfare or good order in GMC or the Kingdom of Bhutan; or
- (b) it would be contrary to the national security or interest for the limited partnership to be registered.

(4) Where an application for a reservation of a name is made under subsection (1), the Registrar must reserve the proposed name of the proposed limited partnership or limited partnership for a period starting at the time the Registrar receives the application and ending —

- (a) if the Registrar approves the application, 60 days after the date on which the Registrar notifies the applicant that the application has been approved, or such further period of 60 days as the Registrar may, on application made in good faith, extend; or
- (b) if the Registrar refuses to approve the application, on the date on which the Registrar notifies the applicant of the refusal.

(5) A person aggrieved by a decision of the Registrar —

- (a) refusing to approve an application under subsection (1); or
- (b) refusing an application under subsection (4)(a) to extend the reservation period,

may, within 30 days after being informed of the Registrar's decision, appeal to the designated officer whose decision is final.

### **Restrictions on registration of limited partnership names**

**17A.**—(1) Except with the consent of the designated officer or as provided in subsection (3), the Registrar must refuse to register a limited partnership under this Act under a name, or to approve a change of name of a limited partnership under section 17B to a name, which, in the opinion of the Registrar —

- (a) is undesirable;
- (b) is identical to the name of any other limited partnership, a limited liability partnership or a corporation, or to a registered business name;
- (c) is identical to a name that is reserved under section 17, section 16 of the Business Names Registration Act 2026,

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section 23(4) of the Limited Liability Partnerships Act 2026 or section 27(12B), section 27(12B) as applied by section 357(2), or section 378(15) of the Companies Act 2025; or

- (d) is a name of a kind that the designated officer has directed the Registrar, by notification in the Gazette, not to accept for registration.

(2) In addition to subsection (1), the Registrar must, except with the consent of the designated officer, refuse to register a limited partnership under a name, or allow a limited partnership to change its name to a name, if —

- (a) it is identical to the name of a limited partnership that was cancelled or dissolved —
  - (i) unless, in a case where the registration of the limited partnership was cancelled under section 14(1) or 19(4), a period of at least one year has passed after the date of cancellation; or
  - (ii) unless, in a case where notice was lodged with the Registrar that the limited partnership was dissolved under section 19(2), a period of at least one year has passed after the date of dissolution;
- (b) it is identical to the business name of a person whose registration and registration of that business name has been cancelled under the Business Names Registration Act 2026 or whose business has ceased under section 22 of that Act, unless a period of at least one year has passed after the date of cancellation or cessation;

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- (c) it is identical to the name of a company that was dissolved —
  - (i) unless, in a case where the company was dissolved following its winding up under Part 8 of the Insolvency, Restructuring and Dissolution Act 2018, a period of at least 2 years has passed after the date of dissolution; or
  - (ii) unless, in a case where the company was dissolved following its name being struck off the register kept under the Companies Act 2025 under section 344 or 344A of that Act, a period of at least 6 years has passed after the date of dissolution;
- (d) it is identical to the name of a foreign company notice of the dissolution of which has been given to the Registrar of Companies under section 377(2) of the Companies Act 2025, unless a period of at least 2 years has passed after the date of dissolution; or
- (e) it is identical to the name of a limited liability partnership that was dissolved —
  - (i) unless, in a case where the limited liability partnership was dissolved following its winding up under section 39 of, and the Fifth Schedule to, the Limited Liability Partnerships Act 2026, a period of at least 2 years has passed after the date of dissolution; or
  - (ii) unless, in a case where the limited liability partnership was dissolved following its name being struck off the register under section 63 of the Limited Liability Partnerships Act 2026, a period of at least 6 years has passed after the date of dissolution.

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(3) Despite subsection (1), the Registrar may register a limited partnership under —

(a) a name that is identical to the name of a foreign company registered under Division 2 of Part 11 of the Companies Act 2025 —

(i) in respect of which notice was lodged under section 377(1) of the Companies Act 2025 that the foreign company has ceased to have a place of business in GMC or ceased to carry on business in GMC, if a period of at least 3 months has passed after the date of cessation; and

(ii) the name of which was struck off the register kept under the Companies Act 2025 under section 377(8), (9) or (10) of that Act, if a period of at least 6 years has passed after the date the name was so struck off; or

(b) a name that is identical to the name of a limited partnership in respect of which notice was lodged under section 19(1) that the limited partnership has ceased to carry on business in GMC, if a period of at least one year has passed after the date of cessation.

(4) Despite this section and section 17B, where the Registrar is satisfied that a limited partnership's name —

(a) is one that is not permitted to be registered under subsection (1)(a), (b) or (d);

(b) is one that is not permitted to be registered under subsection (2) until the expiry of the relevant period mentioned in that subsection;

(c) is one that is permitted to be registered under subsection (3) only after the expiry of the relevant period mentioned in that subsection;

(d) so nearly resembles the name of any other limited partnership, any limited liability partnership or

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corporation or any registered business name, as to be likely to be mistaken for it; or

- (e) is one the use of which has been restrained by an injunction granted under written laws providing for trade marks,

the Registrar may direct any general partner of the limited partnership to change the limited partnership's name, and that person must comply with the direction within 6 weeks after the date of the direction or such longer period as the Registrar may allow in any case.

(5) The Registrar's power under subsection (4) to direct any general partner of a limited partnership to change its name applies regardless of —

- (a) whether the limited partnership's name was registered through inadvertence or otherwise; or
- (b) when the limited partnership was registered in respect of the name.

(6) Any person may apply, in writing, to the Registrar to give a direction to any general partner of a limited partnership, on a ground referred to in subsection (4), to change the limited partnership's name.

(7) The Registrar is not to consider any application under subsection (6) to give a direction to a person on the ground referred to in subsection (4)(d) unless the Registrar receives the application within 12 months after the date the limited partnership was registered in respect of the name, or the date the change of the limited partnership's name was approved under section 17B.

(8) The Registrar may cancel the registration of a limited partnership if a general partner of the limited partnership fails to comply with a direction given under subsection (4).

(9) A person aggrieved by —

- (a) a direction of the Registrar under subsection (4); or

- (b) the Registrar’s refusal to give a direction to a person under subsection (4) following an application under subsection (6),

may, within 30 days after being informed of the Registrar’s direction or refusal (as the case may be) appeal to the designated officer whose decision is final.

(10) To avoid doubt, where the Registrar makes a direction under subsection (4) or the designated officer makes a decision on an appeal under subsection (9), the Registrar or the designated officer (as the case may be) must accept as correct any decision of the court to grant an injunction mentioned in subsection (4)(e).

(11) In this section, “registered business name” has the meaning given by section 2(1) of the Business Names Registration Act 2026.

### **Change of limited partnership name**

**17B.**—(1) An application by a limited partnership to change the name under which it was registered is to be lodged with the Registrar.

(2) On approving the application, the Registrar must issue to the limited partnership a notice of change of name stating the date of the change.

(3) Any application for a change of a limited partnership name is subject to section 17A.

### **Registration of change in particulars**

**18.** —(1) A general partner of a limited partnership must lodge with the Registrar —

- (a) within 14 days after the appointment of a new partner of a limited partnership, a statement containing the particulars referred to in section 11(1)(e) or (f) (as the case may be) of the new partner;
- (b) within 14 days after the appointment of a new local manager of a limited partnership, a statement containing the particulars mentioned in section 11(1)(h);

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- (c) within 14 days after a partner or local manager ceases to be a partner or local manager of the limited partnership, a statement of that fact;
- (d) within 14 days after any change in the particulars of any partner or local manager of the limited partnership that have been lodged with the Registrar under this Act, other than the partner's or local manager's residential address, a statement containing the particulars of the change; or
- (e) within 14 days after any other change that is made or that occurs in any of the particulars registered in respect of any limited partnership, a statement specifying the nature and date of the change, and containing such other information as may be prescribed.

(2) The Registrar may, on application by a general partner of the limited partnership, extend the period referred to in subsection (1)(a) to (e).

(3) Any person who ceases to be a partner or local manager of a limited partnership may himself, herself or itself lodge with the Registrar the statement mentioned in subsection (1)(c) if the person has reasonable cause to believe that no general partner of the limited partnership will lodge the statement with the Registrar.

(4) A partner (who is an individual) or a local manager who changes his or her residential address must lodge with the Registrar a notice of the new residential address within 14 days after the date of change.

(5) Where a partner (who is an individual) or local manager has changed his or her residential address and has made a report of the change under any written laws providing for registration of a person's particulars, the partner or local manager is to be taken to have informed the Registrar of the change of residential address in compliance with subsection (4).

(6) The Registrar may, in any particular case, require a statement lodged under subsection (1) to be rectified in any manner that the Registrar considers fit.

(7) Any statement required to be lodged under this section must be in such medium and form as the Registrar may determine.

(8) A statement lodged —

- (a) in relation to the appointment of a new partner for the purposes of subsection (1)(a), must contain the particulars mentioned in section 11(1)(e) as in force when the statement is lodged, despite the new partner having been appointed before the date of commencement; and
- (b) in relation to the appointment of a new local manager for the purposes of subsection (1)(b), must contain the particulars mentioned in section 11(1)(h) as in force when the statement is lodged, despite the new local manager having been appointed before the date of commencement.

### **Duty of partners and managers to provide information to limited partnership**

**18A.**—(1) A partner or local manager (as the case may be) must give every general partner of the limited partnership —

- (a) any information a general partner of a limited partnership needs to comply with section 18(1)(a) or (b) (as the case may be) as soon as practicable but not later than 14 days after his, her or its initial appointment as a partner or local manager unless the partner or local manager has previously given the information to every general partner of the limited partnership in writing; and
  - (b) any information a general partner of a limited partnership needs to comply with section 18(1)(d) as soon as practicable but not later than 14 days after the date of change to the information referred to in that provision.
- (2) Despite subsection (1), but subject to subsection (3) —
- (a) a partner of a limited partnership must, if requested by a general partner of the limited partnership, give the

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general partner any information mentioned in section 11(1)(e) or (f); and

- (b) a local manager of a limited partnership must, if requested by a general partner of the limited partnership, give the general partner any information mentioned in section 11(1)(h),

for the purpose of enabling the limited partnership to confirm its record of the information or reinstate its record of the information where the original record of the information has been destroyed or lost.

(3) The partner or local manager of a limited partnership mentioned in subsection (2) must provide the information to a general partner of the limited partnership as soon as practicable but not later than 14 days after receipt of a written request for the information from the general partner.

(4) Where a partner or local manager (who is an individual) gives information to a general partner of a limited partnership under subsection (1)(a) or (2) in relation to his or her appointment, the information given must be in accordance with section 11(1)(e) or (h) (as the case may be) as in force when the information is given, despite the appointment having taken place before the date of commencement.

**Request for copy of notice of registration, etc.**

**18B.**—(1) A person may, on payment of such fee as may be prescribed, require a copy of a notice of registration, or a copy of or an extract from any document filed or lodged with the Registrar, to be given or certified by the Registrar.

(2) Any copy or extract given under subsection (1) which is certified to be a true copy or extract by the Registrar is, in any proceedings, admissible in evidence as of equal validity as the original document.

(3) The Registrar is not required to issue under subsection (1) a copy of or an extract from a document forming part of the register where that document has been destroyed under section 24.

(4) Subsection (1) does not apply to any document prescribed as an excluded document for the purposes of this subsection.

(5) [*Not in use*]

(6) Where —

(a) a document is filed or lodged with the Registrar under this Act by submitting a form on the electronic transaction system; and

(b) an individual's residential address is entered in that form, the Registrar must cause the individual's residential address to be excluded from every copy or extract of that document given or certified by the Registrar under subsection (1).

**18C.** [*Not in use*]

### **Cessation of business**

**19.** —(1) Where any limited partnership registered under this Act has ceased to carry on business, a general partner of the limited partnership may lodge with the Registrar a notice in such form as the Registrar may determine notifying the Registrar that the limited partnership has ceased to carry on business.

(2) Where any limited partnership registered under this Act has been dissolved, a general partner of the limited partnership must, within 14 days of the dissolution, lodge with the Registrar a notice in such form as the Registrar may determine notifying the Registrar that the limited partnership has been dissolved.

(3) Where the Registrar has reasonable cause to believe that any limited partnership registered under this Act is not carrying on business or has been dissolved, the Registrar may send to the limited partnership and all the general partners a notice to the effect that if an answer showing cause to the contrary is not received

within one month from the date of the notice, the registration of the limited partnership may be cancelled.

- (4) If the Registrar —
- (a) receives an answer from any general partner in respect of the limited partnership to the effect that the limited partnership is not carrying on business or has been dissolved; or
  - (b) does not within one month after sending the notice mentioned in subsection (3) receive an answer showing cause to the contrary,

the Registrar may cancel the registration of that limited partnership.

(5) The Registrar must, by notification in the *Gazette*, publish such particulars as he or she thinks fit in respect of any limited partnership the registration of which has been cancelled under this section.

(6) Where the registration of a limited partnership is cancelled under this section, any certificate or notice pertaining to the registration of that limited partnership under this Act is deemed to be cancelled.

## **Appeal**

**20.** Any person who is aggrieved by the refusal of the Registrar to register a limited partnership under this Act or to renew such a registration may, within 30 days of the date of the refusal, appeal to the designated officer whose decision is final.

## **Rectification by court**

**21.** —(1) Where it appears to the court, as a result of evidence adduced before it, that any particular recorded in a register is erroneous or defective, the court may, by order, direct the Registrar to rectify the register on such terms and conditions as seem to the court to be just and expedient.

(2) The Registrar must, upon receipt of the order of the court made under subsection (1), rectify the register accordingly.

(3) An order of the court made under subsection (1) may require that a fresh document, showing the rectification, be filed by the applicant with the Registrar, together with a copy of the order of the court and of the application to the court.

### **Rectification by Registrar on application**

**21A.**—(1) Despite section 21, a general partner or local manager of a limited partnership may lodge a notice with the Registrar of —

- (a) any error contained in any document relating to the limited partnership filed or lodged with the Registrar; or
- (b) any error in the filing or lodgment of any document relating to the limited partnership with the Registrar.

(2) The Registrar may rectify the register, on receiving any notice mentioned in subsection (1) and if satisfied that —

- (a) the error mentioned in subsection (1)(a) is typographical or clerical in nature; or
- (b) the error mentioned in subsection (1)(b) is, in the Registrar’s opinion, unintended and does not prejudice any person.

(3) In rectifying the register under subsection (2), the Registrar must not expunge any document from the register.

(4) The decision made by the Registrar on whether to rectify the register under subsection (2) is final.

### **Rectification or updating on Registrar’s initiative**

**21B.**—(1) The Registrar may rectify or update any particulars or document contained in a register kept by him or her, if the Registrar is satisfied that —

- (a) there is a defect or an error in the particulars or document arising from any grammatical, typographical or similar mistake; or
- (b) there is evidence of a conflict between the particulars of a limited partnership or person and —

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- (i) other information in the register relating to that limited partnership or person; or
- (ii) other information relating to that limited partnership or person obtained from such department of the GMCA, or statutory body or other body corporate as may be prescribed.

(2) Before the Registrar rectifies or updates the register under subsection (1), the Registrar must, except under prescribed circumstances, give written notice to all the general partners of the limited partnership or person whose documents or particulars are to be rectified or updated of the Registrar's intention to do so, and state in the notice —

- (a) the reasons for and details of the proposed rectification or updating to be made to the register; and
- (b) the date by which any written objection to the proposed rectification or updating must be delivered to the Registrar, being a date at least 30 days after the date of the notice.

(3) Any person notified under subsection (2) may deliver to the Registrar, not later than the date specified under subsection (2)(b), a written objection to the proposed rectification or updating of the register.

(4) The Registrar must not rectify or update the register if the Registrar receives a written objection under subsection (3) to the proposed rectification or updating by the date specified under subsection (2)(b), unless the Registrar is satisfied that the objection is frivolous or vexatious or has been withdrawn.

(5) The Registrar may rectify or update the register if the Registrar does not receive a written objection under subsection (3) by the date specified under subsection (2)(b).

(6) The Registrar may include any notation that the Registrar thinks fit in the register for the purposes of providing information relating to any error or defect in any particulars or document in the register, and

may remove the notation if the Registrar is satisfied that it no longer serves any useful purpose.

(7) Despite anything in this section, the Registrar may, if the Registrar is satisfied that there is any error or defect in any particulars or document in the register, by written notice, request that any general partner or local manager of the limited partnership to which the particulars or document relates take such steps within such time as the Registrar may specify to ensure that the error or defect is rectified.

22. [*Not in use*]

### **Electronic transaction system**

23. —(1) The Registrar may —

- (a) require or permit any person to carry out any transaction with the Registrar under this Act; and
- (b) issue any approval, certificate, notice, determination or other document pursuant or connected to a transaction mentioned in paragraph (a),

using the electronic transaction system in use by the Authority.

(2) In this section, “transaction”, in relation to the Registrar, means —

- (a) the filing or lodging of any document with the Registrar, or the submission, production, delivery, provision or sending of any document to the Registrar;
- (b) any making of any application, submission or request to the Registrar;
- (c) any provision of any undertaking or declaration to the Registrar; and
- (d) any extraction, retrieval or accessing of any document, record or information maintained by the Registrar.

### **Destruction or transfer of old records**

24. If the Registrar is of the opinion that it is no longer necessary or desirable to retain any document lodged, filed or registered with

the Registrar and which has been microfilmed or converted to electronic form, the Registrar may —

- (a) destroy the document with the authorization from the designated officer; or
- (b) transfer the document to the archives prescribed by the GMCA.

25. [*Not in use*]

#### PART 4

#### DUTIES, OFFENCES AND POWERS OF ENFORCEMENT

##### **Publication of name**

26. —(1) Every general partner of a limited partnership must ensure that the invoices and official correspondence of the limited partnership bear the name and registration number of the limited partnership.

(2) Any person who contravenes subsection (1) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1,000 and, in the case of a continuing offence, to a further fine not exceeding \$200 for every day or part of a day during which the offence continues after conviction.

##### **Accounts and audit**

27. —(1) Every general partner of a limited partnership must ensure that such accounting and other records as will sufficiently explain the transactions and financial position of the limited partnership are kept.

(2) The records referred to in subsection (1) must be retained for a period of at least 5 years after the completion of the transactions or operations to which they respectively relate.

(3) The Registrar may, by written notice to any of the general partners of a limited partnership, require that person to produce the records referred to in subsection (1) for the Registrar's inspection within the time and at the place specified in that notice.

(4) Any person who contravenes subsection (1) or (2) shall be guilty of an offence and shall be liable on conviction —

(a) in the case where the offender is an individual, to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both; or

(b) in any other case, to a fine not exceeding \$10,000.

(5) Any person who fails to comply with a requirement under subsection (3) shall be guilty of an offence and shall be liable on conviction —

(a) in the case where the offender is an individual, to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both; or

(b) in any other case, to a fine not exceeding \$10,000.

### **Appointment and liability of local managers**

**28.** —(1) Where every general partner of a limited partnership registered or to be registered under this Act is ordinarily resident outside GMC, the Registrar may require a local manager to be appointed.

(1A) For the purposes of subsection (1), a general partner is ordinarily resident in the GMC if he is a resident in the GMC or has a valid work visa or work pass.

(2) The local manager is personally responsible for the discharge of all obligations attaching to the limited partnership under Parts 3, 4 and 5, and in the case of any default in respect of any such obligation, the local manager is subject to the same responsibilities, liabilities and penalties as a general partner in the limited partnership and all the penal and other provisions of this Act are construed accordingly.

(3) The consent of the local manager to his or her appointment must be lodged with the Registrar in such form and manner as the Registrar may require.

(4) Where a local manager appointed under subsection (1) ceases to hold office for any reason, a new local manager must be appointed and the change must be registered in accordance with section 18.

(5) Every general partner of a limited partnership who fails to comply with a requirement under subsection (4) shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$1,000.

### **Restriction on undischarged bankrupt being manager**

**29.** —(1) Any person who, being an undischarged bankrupt (whether adjudicated bankrupt by a GMC court or a foreign court having jurisdiction in bankruptcy), directly or indirectly, takes part in or is concerned in the management of any limited partnership required to be registered under this Act, without the permission of the court or the written permission of the Official Assignee, shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$10,000 or to imprisonment for a term not exceeding 2 years or to both.

(2) On an application by an undischarged bankrupt under subsection (1) to the court or the Official Assignee (as the case may be) the court or the Official Assignee may refuse the application or approve the application subject to any conditions that the court or the Official Assignee (as the case may be) may impose.

(3) The permission of the court for the purpose of this section is not to be given unless notice of intention to apply for the permission of the court has been served on the Official Assignee and the Official Assignee is heard on the application.

### **Disability of persons in default**

**30.** —(1) Where a person carries on business in GMC as a limited partnership without —

- (a) the limited partnership being registered under this Act;
- (b) being registered as a partner of the limited partnership under this Act; or

(c) providing any information required under section 18,

then the rights of the person (called in this section a defaulter) under or arising out of any contract, in relation to the business carried on by the defaulter in respect of which there is no valid registration or there is non-compliance with section 18, made or entered into by or on behalf of the defaulter at any time while the defaulter is in default is, subject to subsection (3), not enforceable by action or other legal proceedings either in the name of the limited partnership or otherwise.

(2) A defaulter may apply to the court for relief against the disability imposed by this section.

(3) The court, on being satisfied that the default was accidental or due to inadvertence or some other sufficient cause, or that on other grounds it is just and equitable to grant relief, may grant relief either generally, or as respects any particular contract, on condition that the costs of the application are paid by the defaulter, unless the court otherwise orders, and on such other conditions (if any) as the court may impose.

(4) Relief under subsection (3) is not to be granted except on such service and publication of notice of the application as the court may order, nor is relief to be given in respect of any contract if any party to the contract proves to the satisfaction of the court that, if the provisions of this Act had been complied with, the party would not have entered into the contract.

(5) This section does not affect the rights of any other party as against the defaulter in respect of a contract mentioned in subsection (1).

(6) If any action or proceedings are commenced by any other party against the defaulter to enforce the rights of a party in respect of a contract mentioned in subsection (1), this section does not prevent the defaulter from enforcing in that action or proceedings, by way of counterclaim, set-off or otherwise, such rights as the defaulter may have against that party in respect of that contract.

(7) Without limiting the powers of the court to grant the relief mentioned in subsection (3), if any proceedings to enforce any contract are commenced by a defaulter in any court in any proceedings for a default may, as regards that contract, grant relief under this section.

(8) [*Not in use*]

### **Inspection**

**31.** —(1) The Registrar may authorise in writing any officer or employee of the Authority or any public officer to be an inspector for the purposes of this Act.

(2) For the purposes of ascertaining whether the provisions of this Act are being complied with, the Registrar or any inspector has power at all reasonable times to enter any premises at which he or she has reason to believe any person is carrying on business as a limited partnership and to make such examination and inquiry as may be necessary for those purposes.

(3) The Registrar and every inspector when exercising any power under this Act must declare his or her office and produce his or her written authority to any person affected by the exercise of that power.

(4) Any person who fails to comply with a request made by the Registrar or an inspector or resists or obstructs the Registrar or an inspector in the performance of his or her duties under this Act shall be guilty of an offence and shall be liable on conviction to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months or to both.

(5) It is not an offence for any person to refuse to comply with any request made by the Registrar or an inspector, or to resist or obstruct the Registrar or an inspector in the performance of any of his or her duties under this Act, if the Registrar or inspector fails to declare his or her office and to produce his or her written authority.

### **Power of Registrar to obtain further information**

**32.** —(1) In order to obtain such information as the Registrar may consider necessary for the purposes of carrying out the provisions of this Act, the Registrar may —

- (a) require any general partner or former general partner of a limited partnership to answer any question in writing which the Registrar considers necessary to ask for the purposes specified in this subsection; or
- (b) summon that person to appear, before him or her or an inspector or any other public officer whom the Registrar may designate, to answer any such question orally.

(2) The Registrar may further require the person mentioned in subsection (1) to make such further declaration or supply such further particulars as the Registrar may require.

## **Offences**

**33.** —(1) Any person who —

- (a) fails to provide any information required under section 18 or 18A;
- (b) without lawful excuse, fails to comply with any summons or requirement of the Registrar under section 32;
- (c) makes any statement or provides any information to the Registrar under the provisions of this Act which is false in any material particular or by reason of the omission of any material particular and which the person either knows or has reason to believe is false; or
- (d) contravenes any of the regulations made under this Act, shall be guilty of an offence.

(2) If any person in any way holds out that a business is registered as a limited partnership under this Act, that person shall, unless at that time the business was duly registered as a limited partnership under this Act, be guilty of an offence.

(3) A person shall be liable on conviction of an offence under subsection (1) or (2) to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding 12 months or to both.

### **Evidence of carrying on business under name of limited partnership**

**34.** If, in any proceedings for an offence under this Act —

- (a) proof is given that the name of a limited partnership has been displayed in any premises; and
- (b) evidence is given from which the court may infer that the name of a limited partnership has reference to any business carried on at the premises,

the person carrying on the business is, in the absence of proof to the contrary, presumed to be carrying on the business under that name.

### **Composition of offences**

**35.** —(1) The Registrar may compound any offence under this Act that is prescribed as a compoundable offence by collecting from a person reasonably suspected of having committed the offence a sum not exceeding the lower of the following:

- (a) one half of the amount of the maximum fine that is prescribed for the offence;
- (b) \$5,000.

(2) On the payment of the sum of money, no further proceedings are to be taken against that person in respect of the offence.

(3) All sums collected under this section must be paid to the Authority.

### **Public servants**

**36.** All officers and inspectors appointed under this Act are deemed to be public servants for the purposes of any written laws providing for criminal offences.

### **Enforcement of duty to make returns**

37. —(1) If any person is in default in complying with —
- (a) any provision of this Act or of any other law which requires the lodging or filing in any manner with the Registrar of any return, account or other document or the giving of notice to the Registrar of any matter;
  - (b) any request of the Registrar to amend or complete and resubmit any document or to submit a fresh document; or
  - (c) any request of the Registrar under section 21B(7) to rectify any error or defect in any particulars or document in the register,

and fails to make good the default within 14 days after the service on the person of a notice requiring it to be done, any court in any proceedings for a default under this Act may, on application by the Registrar, make an order directing that person, or (if that person is a corporation) any officer of the corporation, to make good the default within the time specified in the order.

(2) Any such order may provide that all the costs of and incidental to the application must be borne by that person or by any officer of the corporation who is responsible for the default if that person is a corporation.

(3) Nothing in this section limits the operation of any other provision of this Act or any written law imposing penalties (in respect of any default mentioned in this section) on that person or an officer of a corporation if that person is a corporation.

### **Offences by bodies corporate**

38. —(1) Where an offence under this Act committed by a body corporate is proved —

- (a) to have been committed with the consent or connivance of an officer; or
- (b) to be attributable to any neglect on the officer's part,

the officer, as well as the body corporate, shall be guilty of the offence and shall be liable to be proceeded against and punished accordingly.

(2) Where the affairs of a body corporate are managed by its members, subsection (1) applies in relation to the acts and defaults of a member in connection with his or her functions of management as if the member were a director of the body corporate.

(3) In this section —

“body corporate” includes a limited liability partnership which has the meaning given by section 2(1) of the Limited Liability Partnerships Act 2026;

“officer”, in relation to a body corporate, means any director, partner, member of the committee of management, chief executive, manager, secretary or other similar officer of the body corporate and includes any person purporting to act in any such capacity;

“partner” includes a person purporting to act as a partner.

### **Liability of managers, agents, employees, etc.**

**39.** —(1) Where a general partner of a limited partnership is required under this Act to do any act or thing, the person responsible for the management of the limited partnership is also answerable for the doing of or omission to do that act or thing.

(2) For the purposes of subsection (1), the reference to a person responsible for the management of a limited partnership includes every manager, agent or employee at any time charged either solely or to a substantial extent with the management of the limited partnership.

(3) Where any agent or employee in the course of his or her employment does or omits to do any act, the doing of which or omission to do which by his or her principal or employer would be an offence under this Act, that agent or employee shall be guilty of that offence.

(4) Any person who would have been guilty of an offence if anything had been done or omitted to be done by the person personally shall be guilty of that offence and shall be liable to the same penalty —

- (a) if that thing had been done or omitted to be done by the person's agent or employee in the course of the person's employment; and
- (b) unless the person proves to the satisfaction of the court that that thing had been done or omitted to be done without the person's knowledge or consent and that the person took all reasonable precautions to prevent the doing of or omission to do that thing.

(5) This section is in addition to and not in derogation of any other provisions of this Act.

### **Service of summons, notices, etc.**

**40.** —(1) Any notice, written communication, certificate or other document required to be given or served under the provisions of this Act limited partnership or the general partners of a limited partnership is deemed to have been duly given or served if posted by the Registrar to the registered principal place of business of the limited partnership.

(2) Every summons issued by a court in connection with any offence under this Act may be served on the person concerned —

- (a) by delivering it to the person;
- (b) by delivering it to any adult residing at the person's last known place of residence; or
- (c) by forwarding it by registered post in a cover addressed to the person at the person's contact address or last known place of residence or business or at any address provided by the person.

(3) In proving service by registered post, it is sufficient to prove that the cover containing the summons was properly addressed, stamped and posted by registered post.

**Service of documents on partner and manager**

**40A.** Any document required to be served under this Act on a partner, who is an individual, or local manager, of a limited partnership is sufficiently served if addressed to the partner or local manager and left at or sent by post to his or her residential address or contact address.

PART 5  
MISCELLANEOUS PROVISIONS

**Regulations**

**41.**—(1) The designated officer may make regulations for carrying out the purposes and provisions of this Act.

(2) Without limiting subsection (1), the designated officer may make regulations for or with respect to all or any of the following matters:

- (a) the registration and regulation of foreign limited partnerships;
- (b) the powers and duties of the Registrar;
- (c) the forms for the purposes of this Act, including the form of registers to be kept and the places at which the registers are to be kept;
- (d) the translation of documents and records required for the purposes of this Act, and the authentication and lodgment of any such translation;
- (e) all matters connected with or arising from the restrictions as to the name which may be used by a limited partnership registered under this Act;
- (f) modifying the application of this Act or the Business Names Registration Act 2026 to a resultant firm during any period of suspension of the limited partnership under section 42(2);

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- (g) regulating the disclosure of any information kept or maintained in any register under this Act and excluding any document relating to any class of limited partnerships from the operation of section 18B(1);
- (h) requiring any class of limited partnerships to maintain any information or records and regulating the access to the information or records, including requiring the limited partnership to provide access to the information or records for any class of persons;
- (i) the fees to be charged in respect of anything done under or by virtue of this Act, and the method of payment of the fees;
- (j) the persons or classes of persons who are to be exempted from the payment of any fee or part of a fee;
- (k) the penalties for the late lodgment of documents;
- (l) prescribing the offences which may be compounded under section 35;
- (m) the waiver, refund or remission, whether wholly or in part, of any fee or penalty chargeable under this Act;
- (n) prescribing all matters and things which are required or permitted to be prescribed, under or for the purposes of this Act.

(3) In this section, “foreign limited partnership” means a partnership formed, registered or incorporated outside GMC in which the liability of some but not all of the partners is limited, and having such other features as may be prescribed by the designated officer.

**Registration under Business Names Registration Act 2026**

**42.** —(1) The Business Names Registration Act 2026 does not apply to any person carrying on business in GMC as a limited partnership registered under this Act, except during any period when the registration of the limited partnership is suspended under this section.

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(2) If a limited partnership registered under this Act ceases to be a limited partnership because no person remains registered under this Act as a limited partner of the limited partnership, the registration of the limited partnership under this Act must be suspended.

(3) If, upon a suspension pursuant to subsection (2), any person who is registered as a general partner of the limited partnership under this Act would be required to be registered under the Business Names Registration Act 2026 to carry on business under the name of the resultant firm, then with effect from the date of suspension —

- (a) that person is deemed to be registered under the Business Names Registration Act 2026 as a person carrying on business under the name of the resultant firm; and
- (b) the name of the limited partnership registered under this Act is deemed to be registered as the name of the resultant firm under the Business Names Registration Act 2026.

(4) If, while the registration of the limited partnership under this Act is suspended, there are any changes in the resultant firm that cause the firm to satisfy the requirements of section 3(2) (relating to the constitution of a limited partnership), any general partner of the limited partnership may register those changes under section 18, and upon such registration —

- (a) the registration of the persons carrying on business under the name of the resultant firm under the Business Names Registration Act 2026 ceases; and
- (b) the registration of a limited partnership under this Act is restored.

(5) If the name of the resultant firm does not comply with section 16(1) (Name of limited partnership), subsection (4)(a) and (b) does not operate in respect of the resultant firm unless and until a change in the name of the limited partnership has been registered under section 18 to comply with section 16(1).

(6) Upon the restoration of the registration of a limited partnership under subsection (4)(b), the Registrar must cause the

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particulars of the resultant firm as registered under the Business Names Registration Act 2026 immediately before the restoration, with the changes to the resultant firm registered pursuant to subsections (4) and (5), to be registered under this Act as the particulars of the limited partnership.

(7) This section applies subject to any modification that the designated officer may prescribe.

**Amendment of First and Second Schedules**

**43.** The designated officer may, by order in the *Gazette*, amend the First and Second Schedules.

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## FIRST SCHEDULE

Sections 6(3) and (4) and 43

ACTS NOT REGARDED AS TAKING PART IN MANAGEMENT OF  
LIMITED PARTNERSHIP

1. Contracting with the limited partnership.
2. Acting as an agent or employee of the limited partnership within the scope of the authority conferred by the partners.
3. Acting as an agent or employee of a general partner of the limited partnership or as a trustee or other fiduciary or beneficiary of an estate or trust which is a general partner of the limited partnership, or as a trustee, adviser, shareholder or beneficiary of a business trust or a statutory trust which is a general partner of the limited partnership, or as a director, officer or shareholder of a corporate general partner of the limited partnership.
4. Consulting with and advising the limited partnership or any partners of the limited partnership with respect to the business, affairs or transactions of the limited partnership.
5. Investigating, reviewing, approving or advising on the accounts or affairs of the limited partnership or exercising any rights as a limited partner of the limited partnership.
6. Acting as surety or guarantor for the limited partnership or for a general partner of the limited partnership, either generally or in respect of specific obligations.
7. Enforcing one's rights under the partnership agreement (unless those rights are to carry out management functions).
8. Calling, requesting, attending or participating in a meeting of the partners or limited partners of the limited partnership.
9. Approving or disapproving an amendment to the partnership agreement.
10. Voting on, or otherwise signifying approval or disapproval of any transaction or proposed transaction of the limited partnership including —
  - (a) the dissolution and winding up of the limited partnership;

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- (b) the purchase, sale, exchange, lease, pledge, mortgage, hypothecation, creation of a security interest, or other dealing in any asset by or of the limited partnership;
- (c) the creation, renewal, refinancing or discharge of an obligation by the limited partnership;
- (d) a change in the nature of the activities of the limited partnership;
- (e) the admission, removal or withdrawal of a general partner or a limited partner and the continuation of the limited partnership thereafter;
- (f) transactions in which one or more of the general partners have an actual or potential conflict of interest with one or more of the limited partners;
- (g) any amendment to the partnership agreement;
- (h) the indemnification of any partner or other person;
- (i) the making of, or calling for, or making of other determinations in connection with, contributions;
- (j) the making of investments or the making of other determinations in connection with or concerning investments, including investments in any property, either directly or indirectly by the limited partnership;
- (k) such other matters as are stated in the partnership agreement.

11. Commencing or instructing any person to commence or continue or defend any legal proceedings on behalf of the limited partnership, if any one or more of the general partners with the authority to do so have, without good cause, refused or failed to commence, continue or defend any such proceedings.

12. Winding up the limited partnership pursuant to any rights the limited partner may have under section 39 of the Partnership Act 2026.

13. Having all or any part of one's name included in the name of the limited partnership.

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## SECOND SCHEDULE

Sections 11(3) and 43

## ADDITIONAL PARTICULARS

<i>Description of person</i>	<i>The additional particulars</i>
1. Where the person carries on business as nominee or trustee of or for another person	The name, nationality and usual place of residence of every person on whose behalf the business is carried on and, if such person is a corporation, the name of the corporation, its registered office and the general nature of its business. Where the beneficiaries are a class of children or other persons, a description of the class.
2. Where the person carries on business as agent for any foreign firm for the general purposes of the business of that foreign firm in GMC	The business name and address of the foreign firm for whom the business is carried on and the general nature of that business except, where the business is carried on as agent for 3 or more foreign firms, it is sufficient to state the fact that the business is so carried on, specifying the firms and the countries in which those firms carry on business.